

# Notes to the annual financial statements

for the year ended 31 March 2014

## 1. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

During the year, the Group adopted all of the new and revised Standards and Interpretations issued by the International Accounting Standards Board (the IASB) and the IFRS Interpretations Committee (IFRIC) of the IASB that are relevant to its operations and effective for the Group's reporting period. The adoption of IFRS 7 Financial Instruments: Disclosures (amendments) and related amendments to IAS 1 Presentation of Financial Statements, IFRS 11 Joint Arrangements, IFRS 13 Fair Value Measurements, IAS 16 Property, Plant and Equipment, IAS19 Employee Benefits, IAS 27 Separate Financial Statements, IAS 27 Separate Financial Statements, IAS 28 Investments in Associates and Joint Ventures, IAS 32 Financial Instruments: Presentation and IAS 34 Inter Financial Reporting has not resulted in any significant changes to the Group and Company's accounting policies and the effects on the amounts reported for the current or prior years have been disclosed.

At the date of authorisation of these financial statements, the following Standards applicable to the Group and Company were in issue but not yet effective:

Standards:	Effective date:
• IFRS 2 – Share Based Payment	Annual periods beginning on or after 1 July 2014
• IFRS3 – Business Combinations	Annual periods beginning on or after 1 July 2014
• IFRS 8 – Operating Segments	Annual periods beginning on or after 1 July 2014
• IFRS 9 – Financial Instruments – Classification and Measurement	Annual periods beginning on or after 1 January 2018
• IFRS 10 – Consolidated Financial statements	Annual periods beginning on or after 1 January 2014
• IFRS 12 – Disclosure of Interest in Other Entities	Annual periods beginning on or after 1 January 2014
• IFRS 13 – Fair value measurement	Annual periods beginning on or after 1 July 2014
• IAS 16 – Property, Plant and Equipment	Annual periods beginning on or after 1 July 2014
• IAS 19 – Employee Benefits	Annual periods beginning on or after 1 July 2014
• IAS 24 – Related Party Disclosure	Annual periods beginning on or after 1 July 2014
• IAS 27– Separate Financial Statements	Annual periods beginning on or after 1 January 2014
• IAS 32– Financial Instruments: Presentation	Annual periods beginning on or after 1 January 2014
• IAS 36– Impairment of Assets	Annual periods beginning on or after 1 January 2014
• IAS 38– Intangible Assets	Annual periods beginning on or after 1 July 2014
• IAS 39– Financial Instruments: Recognition and Measurement	Annual periods beginning on or after 1 January 2014

The directors anticipate that the adoption of these Standards in future periods will have no material impact on the financial statements of the Group and Company.

## 2. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa. The financial statements have been prepared on the historical cost basis, except for the fair valuing of financial instruments. The principal accounting policies adopted are set out below.

### 2.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the

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power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The results of subsidiaries acquired or disposed of during the year are included in the consolidated statements of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Group.

All intra-Group transactions, balances, income and expenses are eliminated on consolidation. The non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. The non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholders' share of changes in equity since the date of the combination. Losses applicable to the non-controlling shareholder in excess of the non-controlling interests' share in the subsidiary's equity are allocated against the interests of the Group except to the extent that the non-controlling shareholder has a binding obligation and is able to make an additional investment to cover the losses.

## 2.2 Business combinations

The acquisition of subsidiaries is accounted for using the purchase method. The purchase price of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-Current Assets Held for Sale and Discontinued Operations, which are recognised and measured at fair value less costs to sell.

Goodwill arising on acquisition, after identifiable intangible assets are recognised, is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss. If the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised exceeds the cost of the business combination, the excess amount (i.e. gain on bargain purchase) is recognised in profit or loss immediately.

The interest of non-controlling shareholders in the acquiree is initially measured at the non-controlling shareholders' proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

## 2.3 Goodwill

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination.

Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment is immediately recognised as an expense and not reversed in future years.

On disposal of a subsidiary or a jointly controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

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### 2.4 Investments in associates

The results of associates are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associate, less any impairment in the value of individual investments. Losses of an associate in excess of the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate) are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

### 2.5 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts and sales-related taxes.

Sales of goods are recognised when goods are delivered and risks and rewards have passed to the customer.

Interest income is accrued on the time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

### 2.6 Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### *The Group as lessor*

When assets are leased out under finance leases, the present value of the lease payments is recognised as a receivable. Finance income is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return.

Rental income from operating leases is recognised on the straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on the straight-line basis over the lease term. Payments received in advance is recognised as deferred income and recognised in revenue over the term of the agreement.

#### *The Group as lessee*

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the statements of financial position as a finance lease obligation. Lease payments are apportioned between finance charges and a reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss.

Rentals payable under operating leases are charged to profit or loss on the straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are also spread on the straight-line basis over the lease term.

### 2.7 Foreign currencies

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in

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currency units, which are the functional currency of the Company, and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each statement of financial position date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the statements of financial position date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

In order to hedge its exposure to certain foreign exchange risks, the Group enters into forward contracts and options. For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are expressed in currency units using exchange rates prevailing on the statements of financial position date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

## **2.8 Borrowing costs**

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Borrowing costs directly attributable to the acquisition or construction of assets that necessarily take a substantial period of time to get ready for their intended use are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

## **2.9 Government grants**

Government grants towards staff re-training costs are recognised in profit or loss over the periods necessary to match them with the related costs and are deducted in reporting the related expense.

## **2.10 Retirement benefit costs**

### *Defined contribution pension and provident funds*

Current contributions to the defined contribution pension and defined contribution provident funds registered in terms of the Pension Fund Act, 1956 are based on current service and current salaries and are charged against income for the year. Payments to defined contribution retirement benefit plans are charged as an expense as they are incurred.

### *Other post-retirement obligations*

The Group provides a post-retirement medical aid subsidy to some of its retirees. The entitlement to these benefits is conditional on the employee having pensionable service from a particular date and continuous medical aid membership of a qualifying scheme from the same date. The expected costs of these benefits are accrued over the period of employment.

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### 2.11 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statements of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the statement of financial position date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and are accounted for using the statement of financial position liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. The carrying amount of deferred tax assets is reviewed at each statements of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off tax assets against tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends, and is able to, settle its tax assets and liabilities on a net basis.

### 2.12 Property, plant and equipment

Land is stated at cost whilst other fixed assets are stated at cost, less accumulated depreciation and any accumulated impairment losses.

Buildings are stated at cost less accumulated depreciation and any accumulated impairment losses, with the exception of certain buildings which are stated at deemed cost less accumulated depreciation and accumulated impairment losses. Deemed cost was determined in terms of an election made as permitted by IFRS 1.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Depreciation is calculated on the straight-line basis, so as to write the cost of the assets down to their residual values, at the following per annum rates, which are considered to approximate the estimated useful lives of the assets concerned.

Buildings	1 – 10%
Plant and equipment	10 – 20%
Leasehold improvements	Over the period of the lease
Motor vehicles	20 – 25%
Furniture and fittings	20%
Office equipment	10 – 33,3%
Computer equipment	20 – 33,3%
Golf cars	20%
Forklifts	25%

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The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Golf cars, forklifts and equipment rental fleets are accounted for as part of property, plant and equipment and are depreciated over their relevant contractual rental terms.

### 2.13 Other intangible assets

Other intangible assets consist of computer software which is amortised on the straight-line basis over a period of three years. Re-acquired agency rights, which are calculated with reference to the agency's forecast trading results to the end of the contracted lease term are amortised over the remaining contractual term of the agency agreement. Intangible assets relating to distribution agreements, trademarks, brands and customer relationships arising on the acquisition of subsidiaries are amortised over a period of five to seven years.

### 2.14 Impairment of tangible and intangible assets excluding goodwill

At each statement of financial position date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount.

An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

### 2.15 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first-out method.

Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

### 2.16 Financial instruments

Financial assets and financial liabilities are recognised on the Group's statements of financial position when the Group becomes a party to the contractual provisions of the instrument.

## Notes to the annual financial statements

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for the year ended 31 March 2014

### *Trade receivables*

Trade receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method as reduced by appropriate allowances for estimated irrecoverable amounts. These allowances are recognised in profit or loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

### *Investments*

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs.

At subsequent reporting dates, debt securities that the Group has the expressed intention and ability to hold to maturity (held-to-maturity debt securities) are measured at amortised cost using the effective interest rate method, less any impairment loss recognised to reflect irrecoverable amounts. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the investment's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Impairment losses are reversed in subsequent periods when an increase in the investment's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the investment at the date the impairment is reversed, shall not exceed what the amortised cost would have been had the impairment not been recognised.

Investments other than held-to-maturity debt securities are classified as either investments held for trading or as available-for-sale, and are measured at subsequent reporting dates at fair value. Where securities are held for trading purposes, gains and losses arising from changes in fair value are included in profit or loss for the period. For available-for-sale investments, gains and losses arising from changes in fair value are recognised directly in equity, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in equity is included in the profit or loss for the period. Impairment losses recognised in profit or loss for equity investments classified as available-for-sale are not subsequently reversed through profit or loss. Impairment losses recognised in profit or loss for debt instruments classified as available-for-sale are subsequently reversed if an increase in the fair value of the instrument can be objectively related to an event occurring after the recognition of the impairment loss.

### *Cash and cash equivalents*

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

### *Financial liabilities and equity*

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

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### *Bank borrowings*

Interest-bearing bank loans and overdrafts are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs.

### *Trade payables*

Trade and other payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

### *Equity instruments*

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

### *Guaranteed repurchase liability*

Guaranteed repurchase liabilities are initially and subsequently measured at present value using the effective interest rate method.

### *Non-controlling interest put option*

The minority put option is initially and subsequently measured at present value using the effective interest rate method.

### *Derivative financial instruments and hedge accounting*

The Group's activities expose it primarily to the financial risks of changes in foreign exchange rates and interest rates. The Group uses derivative financial instruments (primarily foreign currency forward contracts and interest rate swaps) to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments, forecast transactions and interest rate fluctuations relating to bank loans. The use of financial derivatives is governed by the Group's policies approved by the board of directors, which provide written principles on the use of financial derivatives consistent with the Group's risk management strategy.

The Group does not use derivative financial instruments for speculative purposes.

Derivative financial instruments are initially measured at fair value on the contract date, and are remeasured to fair value at subsequent reporting dates.

Derivatives embedded in other financial instruments or other non-financial host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contract and the host contract is not carried at fair value with unrealised gains or losses reported in profit or loss.

## **2.17 Provisions**

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the statements of financial position date, and are discounted to present value where the effect is material.

The warranty provision represents warranty income that has been deferred and which is recognised on a systematic basis over the warranty term. It is expected that the majority of warranty claims will be incurred within two years after the reporting period.



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### 2.18 Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of the grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on the straight-line basis over the vesting period, based on the Group's estimate of the shares that will eventually vest and is adjusted for the effect of non-market-based vesting conditions. Fair value is measured using the Black-Scholes pricing model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The Group modified its accounting for share-based payments originally treated as equity-settled due to the extent of share-based payments settled in cash from 1 April 2011 until 31 March 2013. Share-based payments to be settled after 31 March 2013 have been treated as equity-settled.

### 2.19 Key judgements made by management

Preparing financial statements in conformity with IFRS requires judgements and assumptions that affect reported amounts and related disclosures. Actual results could differ from these estimates. Certain accounting policies have been identified as involving particularly complex or subjective judgements or assessments as follows:

#### *Asset lives and residual values*

Property, plant and equipment is depreciated over its useful life taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In reassessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

#### *Intangible assets other than goodwill*

Intangible assets other than goodwill arising as a result of business combinations are valued using specific valuation methodologies pertaining to the underlying nature of the intangible and are amortised over their useful lives. The actual lives of the intangible assets are assessed annually and may vary depending on a number of factors. In reassessing intangible asset lives, factors such as technological innovation are taken into account.

#### *Warranty provisions*

Management bases their estimation for warranty provision on the number of products under warranty at year-end, the age of these products and the remaining period under warranty. Actual warranty costs may vary depending on a number of factors.

#### *Valuation of derivatives*

Derivatives valuations are determined by discounting the contractual stream of payments/receipts using appropriate discount rates at the valuation date.

#### *Valuation of investments*

Investments are carried at cost or fair value. The directors determine the fair value on an annual basis by assessing the future cash flows associated with the investment.

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### 3. BUSINESS SEGMENTS

#### 3.1 Segment revenues and operating profit

The following is an analysis of the Group's revenue and results from operations by reportable segments:

	Segment revenue		Segment operating profit	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
Engineering consumables	3 954 572	3 424 847	472 773	390 047
Capital equipment	5 122 299	3 502 965	483 641	339 338
Building supplies	1 383 421	625 141	66 969	38 610
Group, financing and other operations	4 219	4 946	19 567	115 764
	<b>10 464 511</b>	<b>7 557 899</b>	<b>1 042 950</b>	<b>883 759</b>

The accounting policies of the reportable segments are the same as the Group's accounting policies. Revenue and operating profit are the measures reported to the chief operating decision maker for the purposes of assessment of segment performance.

#### 3.2 Segment assets and liabilities

	2014 R'000	2013 R'000
<b>Segment assets</b>		
Engineering consumables	2 284 378	2 189 286
Capital equipment	3 789 321	3 215 154
Building supplies	693 971	502 070
Group, financing and other operations	6 681 002	6 298 301
Total assets	<b>13 448 672</b>	<b>12 204 811</b>
<b>Segment liabilities</b>		
Engineering consumables	729 493	867 637
Capital equipment	2 137 727	1 874 215
Building supplies	455 152	325 923
Group, financing and other operations	6 567 280	6 041 824
Total liabilities	<b>9 889 652</b>	<b>9 109 599</b>

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than investments in associates and tax assets.
- all liabilities are allocated to reportable segments other than current and deferred tax liabilities.

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**3. BUSINESS SEGMENTS** continued**3.3 Other segment information**

	Depreciation and amortisation		Additions to property, plant and equipment and intangible assets	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
Engineering consumables	45 467	36 907	42 954	33 961
Capital equipment	72 617	34 513	181 271	54 491
Building supplies	12 805	4 971	24 736	22 221
Group, financing and other operations	4 213	10 423	9 700	41 603
<b>Total</b>	<b>135 102</b>	<b>86 814</b>	<b>258 661</b>	<b>152 276</b>

**Geographical segments**

The Group has not reported segment information by geographical location as the operations occur substantially within Southern Africa. The Singapore operations have been included in the Capital equipment segment and accounts for 47% of the total assets and 34% of the total liabilities in the Capital equipment segment.

**Customers**

The Group has not reported segment information by customer as no customer contributes in excess of 2% of the Group's total revenue.

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	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>4. OPERATING PROFIT (LOSS) BEFORE FINANCE COSTS, INTEREST AND DIVIDENDS RECEIVED</b>				
Operating profit (loss) before finance costs, interest and dividends received is arrived at after taking into account the following items:				
<b>Income</b>				
Profit on disposal of property, plant and equipment	16 372	4 075	–	–
Realised and unrealised net profits on money market investments	4 032	6 754	–	–
Gain on modification of terms of financial investment	–	20 589	–	7 632
Gain on partial derecognition of financial investment	–	158 172	–	–
Negative goodwill recognised on acquisition of subsidiary	–	52 066	–	–
Credit default swap derivative gain	2 227	51 087	–	–
<b>Expenses</b>				
Auditors' remuneration – audit fees	7 500	5 176	–	–
– Current year	6 323	4 861	–	–
– Other services	1 177	315	–	–
Depreciation*	67 628	47 331	–	–
– Buildings	9 832	6 121	–	–
– Plant and equipment	12 829	8 678	–	–
– Leasehold improvements	4 348	2 487	–	–
– Motor vehicles	18 552	12 452	–	–
– Furniture and fittings	8 269	8 127	–	–
– Office equipment	2 396	1 250	–	–
– Computer equipment	11 402	8 216	–	–
Amortisation of intangible assets	39 984	14 480	–	–
Put option and interest rate swap derivatives	2 227	46 370	–	–
Impairment of property, plant and equipment	66	18	–	–
Goodwill impairment	–	2 791	–	–
Loss on disposal of property, plant and equipment	74	524	–	–
Employment costs	1 046 367	875 073	–	–
Operating lease expenses	115 427	109 287	–	–
– Premises	94 335	89 176	–	–
– Equipment	1 236	880	–	–
– Motor vehicles	19 280	19 007	–	–
– Other	576	224	–	–
Pension and provident fund contributions	57 810	38 342	–	–
Share options expense	27 129	46 382	–	–

\* This excludes depreciation charge relating to the forklift, golf car and equipment rental fleets disclosed in cost of sales of R27 490 294 (2013: R25 001 859).

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	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>5. FINANCE COSTS</b>				
Bank overdrafts and loans	39 554	41 514	–	–
Foreign exchange premiums	49 193	15 787	–	–
Finance leases	2 168	2 261	–	–
Guaranteed repurchase liability	330	730	–	–
Long-term borrowings	736 721	591 468	–	–
Total	827 966	651 760	–	–
<b>6. INTEREST RECEIVED</b>				
Bank balances and cash	12 010	35 974	2	1
Finance leases	4 412	1 918	–	–
Foreign exchange gains	3 433	7 324	–	–
Long-term receivables	303 226	169 555	4 090	4 398
Total	323 081	214 771	4 092	4 399
<b>7. TAXATION</b>				
<b>South African normal taxation</b>				
Current tax				
– current year	189 807	119 612	1 458	1 728
– prior year	(431)	(9 315)	(7)	(700)
Deferred tax				
– current year	(82 115)	(42 465)	–	–
– prior year	252	(2 025)	–	–
Share transfer tax	233	–	–	–
Foreign tax	33 033	9 417	–	–
Total	140 779	75 224	1 451	1 028
<b>Reconciliation of tax rate</b>	%	%	%	%
Statutory tax rate	28,0	28,0	28,0	28,0
Permanent differences and exempt income	(12,0)	(18,8)	(27,3)	(25,9)
Foreign tax	1,0	–	–	–
Effective tax rate	17,0	9,2	0,7	2,1

Estimated tax losses in the Group amount to R534 145 491 (2013: R284 921 901). A deferred tax asset of R149 354 665 (2013: R78 839 136) has been raised with respect to certain of these tax losses due to the uncertainty in estimating the remaining tax losses.

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>7. TAXATION</b> continued				
<b>7.1 Deferred tax</b>				
Net balance at the beginning of the year	135 883	101 413	(784)	(784)
Arising on acquisition of subsidiaries	625	(10 020)	–	–
Charge from the statement of comprehensive income	81 863	44 490	–	–
Net balance at the end of the year	218 371	135 883	(784)	(784)
<b>Comprising:</b>				
Capital allowances	(32 142)	(25 780)	–	–
Tax losses	149 355	78 839	–	–
Provisions	93 369	85 429	–	–
Other temporary differences	7 789	(2 605)	–	–
Total	218 371	135 883	–	–
<b>Disclosed as:</b>				
Deferred taxation asset	245 098	161 139	–	–
Deferred taxation liability	(26 727)	(25 256)	–	–
Total	218 371	135 883	–	–
<b>8. EARNINGS PER SHARE</b>				
Basic earnings per share (cents)	788	955	–	–
Diluted earnings per share (cents)	788	948	–	–
Normalised earnings per share (cents)	788	737	–	–
<b>8.1 Basic earnings per share</b>				
The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:				
Profit for the year attributable to owners of the Company	580 107	693 152	–	–
Weighted average number of ordinary shares for the purposes of basic earnings per share	73 592	72 588	–	–

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>8. EARNINGS PER SHARE</b> continued				
<b>8.2 Diluted earnings per share</b>				
The earnings used in the calculation of diluted earnings per share are as follows:				
Profit for the year attributable to owners of the Company	580 107	693 152	–	–
Weighted average number of ordinary shares used in the calculation of diluted earnings per share	73 592	73 125	–	–
The following potential ordinary shares are anti-dilutive and is therefore excluded from the weighted average number of ordinary shares for the purposes of diluted earnings per share:				
Put option granted to directors in terms of the loan scheme	(61)	–	–	–
<b>Reconciliation of weighted average number of ordinary shares</b>				
Basic number of ordinary shares	73 592	72 588	–	–
Share appreciation rights	413	1 072	–	–
Put option granted to directors in terms of the loan scheme	(474)	(535)	–	–
Diluted number of ordinary shares	73 531	73 125	–	–

	Group				
	Gross R'000	Taxation R'000	Non- controlling interests R'000	Preference dividends R'000	Attributable to equity holders R'000
<b>8.3 Normalised earnings per share</b>					
This calculation is based on the weighted average number of 73 591 668 (2013: 72 588 478) ordinary shares in issue during the year. It is derived, after taxation and non-controlling interest, as follows:					
2013					
Earnings attributable to ordinary shareholders	818 756	(75 224)	(28 468)	(21 912)	693 152
<i>Adjusted for:</i>					
Gain on partial derecognition of financial investment	(158 172)	–	–	–	(158 172)
Normalised earnings for purposes of normalised earnings per share	660 584	(75 224)	(28 468)	(21 912)	534 980
Normalised earnings for the year	534 980				
Weighted average number of ordinary shares for the purposes of basic earnings per share	72 588				





## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group	
	2014 R'000	2013 R'000
<b>9. PROPERTY, PLANT AND EQUIPMENT</b>		
<b>Land and buildings</b>	<b>859 288</b>	743 609
– Gross carrying amount	920 814	795 303
– Accumulated depreciation and impairment	61 526	51 694
<b>Plant and equipment</b>	<b>84 228</b>	78 069
– Gross carrying amount	142 785	123 731
– Accumulated depreciation and impairment	58 557	45 662
<b>Leasehold improvements</b>	<b>10 479</b>	11 616
– Gross carrying amount	23 848	20 637
– Accumulated depreciation and impairment	13 369	9 021
<b>Motor vehicles</b>	<b>58 928</b>	49 898
– Gross carrying amount	127 465	99 883
– Accumulated depreciation and impairment	68 537	49 985
<b>Furniture and fittings</b>	<b>5 123</b>	9 667
– Gross carrying amount	32 772	29 047
– Accumulated depreciation and impairment	27 649	19 380
<b>Office equipment</b>	<b>31 339</b>	22 128
– Gross carrying amount	79 206	67 599
– Accumulated depreciation and impairment	47 867	45 471
<b>Computer equipment</b>	<b>17 671</b>	16 614
– Gross carrying amount	83 429	70 970
– Accumulated depreciation and impairment	65 758	54 356
<b>Rental assets – Golf cars</b>	<b>16 132</b>	13 800
– Gross carrying amount	40 710	33 972
– Accumulated depreciation and impairment	24 578	20 172
<b>Rental assets – Forklifts</b>	<b>43 042</b>	41 968
– Gross carrying amount	130 547	117 578
– Accumulated depreciation and impairment	87 505	75 610
<b>Rental assets – Machinery</b>	<b>44 347</b>	23 267
– Gross carrying amount	68 241	35 972
– Accumulated depreciation and impairment	23 894	12 705
Net carrying value	1 170 577	1 010 636
Total gross carrying amount	1 649 817	1 394 692
Total accumulated depreciation and impairment	479 240	384 056

**9.1 Details of land and buildings**

A register containing details of land and buildings is available for inspection during business hours at the registered office of the Company by members or their duly authorised agents.

**9.2 Encumbrances**

The Group has encumbered land and buildings, motor vehicles and golf cars having a carrying value of R245 million (2013: R273 million) to secure mortgage bonds and finance lease liabilities as detailed in note 27.

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group	
	2014 R'000	2013 R'000
<b>9. PROPERTY, PLANT AND EQUIPMENT</b> continued		
<b>9.3 Reconciliation of movement in carrying value</b>		
<b>Land and buildings</b>		
Balance at the beginning of the year	743 609	207 665
Additions	113 312	48 656
Acquisitions of subsidiaries	–	490 066
Depreciation for the year	(9 832)	(6 121)
Disposals	(77)	(1 418)
Foreign currency translation	12 276	4 761
Balance at the end of the year	859 288	743 609
<b>Plant and equipment</b>		
Balance at the beginning of the year	78 069	32 169
Additions	18 813	22 460
Acquisitions of subsidiaries	1 215	32 487
Impairment raised	(66)	(18)
Depreciation for the year	(12 829)	(8 678)
Disposals	(1 104)	(392)
Foreign currency translation	130	41
Balance at the end of the year	84 228	78 069
<b>Leasehold improvements</b>		
Balance at the beginning of the year	11 616	7 287
Additions	2 775	2 879
Acquisitions of subsidiaries	291	3 907
Depreciation for the year	(4 348)	(2 487)
Disposals	–	(57)
Foreign currency translation	145	87
Balance at the end of the year	10 479	11 616
<b>Motor vehicles</b>		
Balance at the beginning of the year	49 898	30 209
Additions	23 903	20 055
Acquisitions of subsidiaries	7 015	16 333
Depreciation for the year	(18 552)	(12 452)
Disposals	(3 769)	(4 302)
Foreign currency translation	433	55
Balance at the end of the year	58 928	49 898
<b>Furniture and fittings</b>		
Balance at the beginning of the year	9 667	6 170
Additions	3 087	8 286
Acquisitions of subsidiaries	633	3 349
Depreciation for the year	(8 269)	(8 127)
Disposals	(56)	(30)
Foreign currency translation	61	19
Balance at the end of the year	5 123	9 667

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group	
	2014 R'000	2013 R'000
<b>9. PROPERTY, PLANT AND EQUIPMENT</b> continued		
<b>9.3 Reconciliation of movement in carrying value</b> continued		
<b>Office equipment</b>		
Balance at the beginning of the year	22 128	19 933
Additions	11 718	2 640
Acquisitions of subsidiaries	21	2 374
Depreciation for the year	(2 396)	(2 637)
Disposals	(177)	(204)
Foreign currency translation	45	22
Balance at the end of the year	31 339	22 128
<b>Computer equipment</b>		
Balance at the beginning of the year	16 614	12 164
Additions	12 050	7 452
Acquisitions of subsidiaries	185	5 255
Depreciation for the year	(11 402)	(8 216)
Disposals	(96)	(96)
Foreign currency translation	320	55
Balance at the end of the year	17 671	16 614
<b>Rental assets – Golf cars</b>		
Balance at the beginning of the year	13 800	13 066
Additions	7 209	5 353
Depreciation for the year	(4 406)	(3 764)
Disposals	(471)	(855)
Balance at the end of the year	16 132	13 800
<b>Rental assets – Forklifts</b>		
Balance at the beginning of the year	41 968	42 821
Additions	20 040	20 352
Depreciation for the year	(11 895)	(12 537)
Disposals	(7 071)	(8 668)
Balance at the end of the year	43 042	41 968
<b>Rental assets – Machinery</b>		
Balance at the beginning of the year	23 267	19 534
Additions	35 665	12 027
Depreciation for the year	(11 189)	(7 315)
Disposals	(3 396)	(979)
Balance at the end of the year	44 347	23 267
<b>Total</b>		
Balance at the beginning of the year	1 010 636	391 018
Additions	248 572	150 160
Acquisitions of subsidiaries	9 360	553 771
Net impairment raised	(66)	(18)
Depreciation for the year*	(95 118)	(72 334)
Disposals	(16 217)	(17 001)
Foreign currency translation	13 410	5 040
Balance at the end of the year	1 170 577	1 010 636

\* Depreciation relating to the forklift hire fleet, golf cars fleet and equipment is included in cost of sales.

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group	
	2014 R'000	2013 R'000
<b>9. PROPERTY, PLANT AND EQUIPMENT</b> continued		
<b>9.4 Assets classified as held for sale</b>		
Property, plant and equipment	–	4 667
Investment properties	–	5 290
<b>Total</b>	<b>–</b>	<b>9 957</b>

As at 31 March 2013, certain property, plant and equipment and investment properties of the Group were presented as assets held for sale following the intention of the Group's management to sell the property, plant and equipment and investment properties. These assets were carried in the financial statements at their net book value.

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>10. FINANCIAL INVESTMENTS</b>				
<b>Unlisted securities</b>				
<i>Business Venture Investments No 1048 (Pty) Ltd – 50 000 redeemable non-cumulative preference shares</i>	<b>480 737</b>	494 560	–	–
The preference shares are redeemable from 8 August 2011 until 8 February 2016 in semi-annual instalments. The preference shares are pledged as security to the debenture holders under a credit default swap (refer note 27).				
<i>Business Venture Investments No 1057 (Pty) Ltd – 50 000 redeemable non-cumulative preference shares</i>	<b>283 163</b>	291 305	<b>283 163</b>	291 305
The preference shares are redeemable from 8 August 2011 until 8 February 2016 in semi-annual instalments. The preference shares are pledged as security to the debenture holders under a credit default swap (refer note 27).				
<i>Gryphon Financial Engineering (Pty) Ltd preference shares</i>	<b>1 459 283</b>	1 317 915	–	–
The preference shares are redeemable on 15 August 2018. Government bonds have been pledged as security via a put option with Gryphon Support Services (Pty) Ltd (refer note 28).				

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>10. FINANCIAL INVESTMENTS</b> continued				
<b>Unlisted securities</b> continued				
<i>Business Venture Investments No 1062 (Pty) Ltd – Promissory Notes</i>	69 825	213 045	25 882	78 970
The promissory notes are redeemable from 8 August 2012 until 7 August 2014 in semi-annual instalments. Interest is received at a rate of 6,96% per annum compounded semi-annually. These promissory notes are secured by a credit default swap.				
<i>FirstRand Bank listed bonds – FRB11</i>	591 410	559 989	–	–
These bonds earn interest at Jibar plus 2,9% payable quarterly and are tradable on the Johannesburg Stock Exchange.				
<i>Other</i>	–	1 161	–	–
Total	2 884 418	2 877 975	309 045	370 275
Current portion of financial investments	(860 434)	(865 959)	(99 722)	(113 046)
Long-term portion of financial investments	2 023 984	2 012 016	209 323	257 229
Directors' valuation	2 023 984	2 012 016	209 323	257 229

	Group	
	2014 R'000	2013 R'000
<b>11. GOODWILL</b>		
<b>Goodwill arising on acquisition of subsidiaries</b>		
At the beginning of the year	593 164	358 408
Gross value	601 172	363 625
Accumulated impairment	(8 008)	(5 217)
Acquisition of subsidiaries	30 459	237 547
Goodwill impaired during the year	–	(2 791)
At the end of the year	623 623	593 164
Gross value	631 631	601 172
Accumulated impairment	(8 008)	(8 008)

The directors assess the carrying value of goodwill with reference to the future cash flows of the cash-generating unit. The goodwill has been assessed for impairment and no further impairment is required.

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group	
	2014 R'000	2013 R'000
<b>12. OTHER INTANGIBLE ASSETS</b>		
Computer software		
– Gross carrying value	36 083	31 697
– Accumulated amortisation	(22 166)	(16 497)
– Foreign currency translation	(45)	149
Re-acquired agency rights		
– Gross carrying value	76 317	55 987
– Accumulated amortisation	(21 377)	(4 278)
Distribution agreements		
– Gross carrying value	19 964	11 547
– Accumulated amortisation	(11 853)	(260)
Trademarks, house brands and non-compete intangibles		
– Gross carrying value	14 198	9 519
– Accumulated amortisation	(7 684)	(667)
Contractual and non-contractual customer relationships		
– Gross carrying value	115 112	100 690
– Accumulated amortisation	(30 540)	(7 236)
Total		
– Gross carrying value	261 674	209 440
– Accumulated amortisation	(93 620)	(28 938)
– Foreign currency translation	(45)	149
Net carrying value	168 009	180 651
<b>Reconciliation of movement in carrying value</b>		
Balance at the beginning of the year	180 651	58 198
Acquisition of subsidiaries	17 455	134 668
Additions	10 089	2 116
Disposals	(8)	–
Amortisation for the year	(39 984)	(14 480)
Foreign currency translation	(194)	149
Balance at the end of the year	168 009	180 651
<b>13. FINANCIAL ASSETS</b>		
Credit default swap derivative – Serec Capital (Pty) Ltd (note 27)	154 695	156 922
Interest rate swap derivative	710	–
	155 405	156 922

The fair values of the credit default swap derivative and the interest rate swap were determined by discounting the contractual stream of payments using the zero swap curve at the valuation date.

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group	
	2014 R'000	2013 R'000
<b>14. FINANCE LEASE RECEIVABLES</b>		
Due within one year	46 584	17 220
Due in the second to fifth years inclusive	10 782	13 166
	57 366	30 386
Unearned interest on finance leases	(3 731)	(2 946)
Net investment in finance leases	53 635	27 440
<i>Net investment in finance leases can be analysed as follows:</i>		
Due within one year	43 809	15 007
Due in the second to fifth years inclusive	9 826	12 433
Net investment in finance leases	53 635	27 440
The Group entered into finance lease agreements for certain of its equipment and forklifts. The average term of finance leases entered into is five years.		
The interest rate inherent in the leases is fixed at the contract date for the entire lease term. The average effective interest rate contract is prime-linked.		
<b>15. LONG-TERM RECEIVABLES</b>		
<b>Serec Capital (Pty) Ltd</b>	930 411	683 938
This amount relates to fees and interest receivable on the credit default swap relating to the Serec loan, which has a fixed date of repayment of 15 August 2018.		
<b>Pixiu Optimal Investments (Pty) Ltd – ordinary shares</b>	1 218 215	1 130 580
The financial investment does not have a redemption date nor a determinable redemption amount. The returns on the investment are variable and are contractually required to be reinvested. The investment is secured by a put option against Gryphon Support Services (Pty) Ltd which is in turn secured by South African Government Bonds of an equivalent value in terms of a Credit Support Annexure to the ISDA Master Agreement.		
<b>Directors' loans to acquire Invicta Holdings Limited shares</b>	10 000	10 944
The loans earn interest of 6% to 6,5% per annum and is repayable over seven years. Invicta Holdings Limited shares have been provided as security at a ratio of 150% of the initial loans provided.		
The directors have a put option equal to 75% of the initial loan value which can be exercised during the seven-year loan period. All regulatory approvals have been obtained for this transaction.		
<b>Term loan by foreign group company</b>	108 787	96 665
The convertible term loan to Usco is unsecured, bears interest at 6% per annum and is repayable by December 2014.		
<b>Other loans</b>	1 535	28 164
Total	2 268 948	1 950 291
Current portion of long-term receivables	(110 072)	(2 633)
Long-term portion of long-term receivables	2 158 876	1 947 658
	Company	
	2014 R'000	2013 R'000
<b>16. INVESTMENT IN SUBSIDIARIES</b>		
Details of the Company's subsidiaries at 31 March are as follows:		
Shares at cost	530 553	503 639
Total	530 553	503 639

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

## 16. INVESTMENT IN SUBSIDIARIES continued

Name of subsidiary	Principal activity	Place of operation	Group	
			Proportion of ownership interest and voting power held	
			2014 %	2013 %
<b>Direct holdings</b>				
Bearing Man 1955 Ltd	Investment holding company	South Africa	100	100
Humulani Investments (Pty) Ltd*	Investment holding company	South Africa	100	100
Invicta Offshore Holdings**	Investment holding company	Mauritius	1	67
October Winds 48 (Pty) Ltd	Investment holding company	South Africa	100	100
<b>Indirect holdings</b>				
A. T. Group Holdings Co. Ltd	Investment holding company	Thailand	48	0
A.T. Truck & Bus Parts Co. Ltd	Trading company	Thailand	60	0
Alpha Bearings (Pty) Ltd	Trading company	South Africa	29	29
Aptopart (Pty) Ltd	Investment holding company	South Africa	60	60
Bearing Man (Botswana) (Pty) Ltd	Trading company	Botswana	100	100
Bearing Man (Maputo) (Pty) Ltd	Trading company	Maputo	66	66
Bearing Man (Mozambique) LDA	Trading company	Mozambique	100	100
Bearing Man (Namibia) (Pty) Ltd	Trading company	Namibia	100	100
Bearing Man (Swaziland) (Pty) Ltd	Trading company	Swaziland	100	100
Bearing Man (Zambia) (Pty) Ltd	Trading company	Zambia	83	100
Brands 4 Africa Distribution and Logistics (Pty) Ltd	Investment holding company	South Africa	30	0
Criterion Equipment (Pty) Ltd	Trading company	South Africa	100	100
Disa Equipment (Pty) Ltd	Trading company	South Africa	100	100
Edmik Engineering (Pty) Ltd	Trading company	South Africa	100	100
Equipment Spare Parts (Africa) (Pty) Ltd	Trading company	South Africa	100	100
Erf 29 Samcor Park (Pty) Ltd	Property holding company	South Africa	100	100
Farmmac (Pty) Ltd	Trading company	South Africa	100	100
Floormark (Pty) Ltd	Trading company	South Africa	36	0
Gem Tool Company (Pty) Ltd	Trading company	South Africa	100	100
General Electrical Mechanical Tool & Engineering (Pty) Ltd	Trading company	South Africa	100	100
GK-IT Environmental Services (Pty) Ltd	Trading company	South Africa	67	67
Goldquest International Hydraulics SA (Pty) Ltd	Trading company	South Africa	100	100
High Power Equipment Africa (Pty) Ltd	Trading company	South Africa	100	0
Hi-Quip Hydraulics (Pty) Ltd	Trading company	South Africa	100	100
Humulani Marketing (Pty) Ltd	Trading company	South Africa	100	100
Humulani Marketing Mozambique Lda	Trading company	South Africa	100	100
Invicta Asian Holdings (Pte) Ltd	Investment holding company	Singapore	75	75
Invicta Offshore Holdings**	Investment holding company	Mauritius	99	33
Invicta Properties (Pty) Ltd	Property holding company	South Africa	100	100
Kian Ann Chue Hwa (Industries) (Pte) Ltd	Trading company	Singapore	60	60
Kian Ann Districentre (Pte) Ltd	Trading company	Singapore	75	75
Kian Ann Engineering (Pte) Ltd	Trading company	Singapore	75	75



## Notes to the annual financial statements

continued

for the year ended 31 March 2014

## 16. INVESTMENT IN SUBSIDIARIES continued

Name of subsidiary	Principal activity	Place of operation	Group	
			Proportion of ownership interest and voting power held	
			2014 %	2013 %
<b>Indirect holdings</b> continued				
Kian Ann Engineering Trading (Shanghai) Co. Ltd	Trading company	Singapore	75	75
Kian Ann Investment (Pte) Ltd	Trading company	Singapore	75	75
Lodge Stock and Barrel (Pty) Ltd	Trading company	South Africa	30	0
MacNeil (Pty) Ltd	Trading company	South Africa	53	53
MacNeil Bloemfontein (Pty) Ltd	Trading company	South Africa	53	53
MacNeil Durban (Pty) Ltd	Trading company	South Africa	53	53
MacNeil Eastern Cape (Pty) Ltd	Trading company	South Africa	27	27
MacNeil George (Pty) Ltd	Trading company	South Africa	53	53
MacNeil JHB (Pty) Ltd	Trading company	South Africa	51	51
MacNeil Plastics (Pty) Ltd	Trading company	South Africa	53	53
MacNeil Profiles (Pty) Ltd	Trading company	South Africa	53	53
Makona Hardware & Industrial (Mpumalanga) (Pty) Ltd	Trading company	South Africa	67	67
Makona Hardware & Industrial (Pty) Ltd	Trading company	South Africa	67	67
Man-Dirk (Pty) Ltd	Trading company	South Africa	100	100
Man-Dirk East (Pty) Ltd	Trading company	South Africa	74	74
Metric and Imperial Tool Systems (Pty) Ltd	Trading company	South Africa	100	100
MRO Produtos Industriais Lda	Trading company	Mozambique	80	80
Nova Vida Limitada	Trading company	Mozambique	80	80
One Owl Enterprises (Pty) Ltd	Trading company	South Africa	30	0
Operational Marketing (Pty) Ltd	Trading company	South Africa	100	100
Oscillating Systems Technology Africa (Pty) Ltd	Trading company	South Africa	100	100
Pt. Allegiance Primaparts Indonesia	Trading company	Singapore	60	60
Pt. Haneagle Heavyparts Indonesia	Trading company	Indonesia	74	74
Rumiset (Pty) Ltd	Trading company	South Africa	100	100
Salestalk 452 (Pty) Ltd	Property holding company	South Africa	50	50
Screen Doctor (Pty) Ltd	Trading company	South Africa	71	50
SET agency	Trading company	South Africa	60	60
Smart Taps (Pty) Ltd	Trading company	South Africa	29	29
Spring Lights 149 (Pty) Ltd	Trading company	South Africa	60	60
Tiletoria Cape (Pty) Ltd	Trading company	South Africa	36	36
Tool and Electric Distributors (Pty) Ltd	Trading company	South Africa	100	100
Transmec Engineering (Pte) Ltd	Trading company	Singapore	38	38
Trendy Property Investments (Pty) Ltd	Trading company	South Africa	60	60
Turnkey Hydraulics KZN (Pty) Ltd	Trading company	South Africa	100	100
Upfront Agencies (Pty) Ltd	Trading company	South Africa	13	13
Wegezi Power Holdings (Pty) Ltd	Trading company	South Africa	100	85
Wegezi Transformers (Pty) Ltd	Trading company	South Africa	100	85

\* The 5% and 20% of the ordinary issued share capital of Humulani Investments (Pty) Ltd owned by the Humulani Employee Investment Trust and Theramanzi Investments (Pty) Ltd (owned by the Humulani Empowerment Trust) respectively, have been consolidated in terms of SIC12. Refer the Directors' Report on page 63 of the 2014 Annual Report for further details.

\*\* The 99% of the ordinary issued share capital of Invicta Offshore Holdings is owned by Bearing Man 1955 Limited.

## Notes to the annual financial statements

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for the year ended 31 March 2014

### 16. INVESTMENT IN SUBSIDIARIES continued

The Group acquired an additional 15% share in Wegezi Power Holdings (Pty) Ltd and Wegezi Transformers (Pty) Ltd and an additional 21% share in Screen Doctor (Pty) Ltd. The Group acquired 100% of the share capital of High Power Equipment Africa (Pty) Ltd, effective 14 May 2013, 60% of the share capital of Brands 4 Africa Distribution group, which consists of Logistics (Pty) Ltd, One Owl Enterprises (Pty) Ltd and Lodge Stock and Barrel (Pty) Ltd effective 1 April 2013 and 100% of the share capital of Floormark (Pty) Ltd effective 29 April 2013.

A register containing details of the other direct and indirect subsidiaries is available for inspection during business hours at the registered office of the Company by members or their duly authorised agents.

The Company's attributable interest in the aggregate profits and losses (after taxation and non-controlling interest) of its subsidiaries is as follows:

	Group	
	2014 R'000	2013 R'000
Profits	498 644	680 618
Losses	57 428	13 052

### 17. INVESTMENT IN ASSOCIATES

Name of associates	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held	
			2014 %	2013 %
Compact Computers Solutions (Pty) Ltd	Trading company	South Africa	40	40
Commercial Car Components Logistics Ltd	Trading company	England	25	25
D&D Lifting and Crane Services (Pty) Ltd	Trading company	South Africa	48	48

	Group	
	2014 R'000	2013 R'000
Summarised financial information in respect of the Group's associates is set out below.		
Total assets	28 555	9 409
Total liabilities	(19 941)	(7 689)
Net assets	8 614	1 720
Revenue for the year	72 246	111 203
Profit for the year	6 233	10 206
Group's share of profits of associates	2 150	3 018
<b>Reconciliation of carrying amount:</b>		
Original investment in associate	2 080	2 080
Acquisition of associate (part of acquisition of subsidiary)	312	312
Acquisition of associate	3 762	2 068
Equity accounted earnings, net of taxation (cumulative since acquisition)	7 700	5 550
Dividends received (cumulative since acquisition)	(4 872)	(2 925)
Foreign currency translation	(743)	(748)
Carrying value at the end of the year	8 239	6 337

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>18. LOANS TO SUBSIDIARIES</b>				
Bearing Man 1955 Limited	–	–	605 891	625 892
Humulani Investments (Pty) Ltd	–	–	227 259	225 846
Humulani Marketing (Pty) Ltd	–	–	858 695	789 886
	–	–	1 691 845	1 641 624
The loans are unsecured, bear no interest and no fixed terms of repayment have been negotiated.				
<b>19. INVENTORIES</b>				
Merchandise	3 434 447	2 877 921	–	–
Work-in-progress	44 285	35 131	–	–
Total	3 478 732	2 913 052	–	–
The cost of inventories recognised as an expense in respect of write-downs of inventory to net realisable value	28 550	12 863	–	–
Inventory recognised in the statement of comprehensive income	7 537 363	5 399 090	–	–
<b>20. TRADE AND OTHER RECEIVABLES</b>				
Trade receivables	1 835 820	1 565 006	–	–
Provision for doubtful debts	(105 425)	(100 194)	–	–
Prepayments	33 041	22 386	151	148
Other receivables	80 636	132 369	1 906	1 014
Total	1 844 072	1 619 567	2 057	1 162
The directors consider that the carrying value of trade and other receivables approximates fair value at year-end.				
<i>Movement in provision for doubtful debts</i>				
Opening balance	100 194	39 000	–	–
Acquisition of subsidiaries	5 094	55 595	–	–
Amounts written off during the year, net of recoveries	1 890	(1 216)	–	–
Net provision raised during the year	(1 753)	6 815	–	–
Closing balance	105 425	100 194	–	–
An ageing analysis of these past due trade receivables that have not been impaired, is as follows:				
60 days	159 315	78 339	–	–
90 days	49 225	29 436	–	–
More than 120 days	125 178	76 743	–	–
Total	333 718	184 518	–	–



## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>22. SHARE PREMIUM</b>				
The ordinary share premium is made up as follows:				
Balance at the beginning of the year	331 515	272 320	331 515	272 320
Ordinary shares issued during the year	79 382	59 195	79 382	59 195
Balance at the end of the year	410 897	331 515	410 897	331 515
<b>23. TREASURY SHARES</b>				
1 452 920 (2013: 1 452 920) ordinary shares of 5 cents each	(73)	(73)	–	–
Share premium on 1 452 920 (2013: 1 452 920) ordinary shares	(44 420)	(44 420)	–	–
Shares not derecognised as a result of the put option on the directors' loans	(35 605)	(35 605)	–	–
Balance at the end of the year	(80 098)	(80 098)	–	–
<b>24. ORDINARY DIVIDENDS*</b>				
<b>Final</b>				
179 cents paid on 8 July 2013 (2012: 177 cents) to shareholders registered in the books of the Company on 5 July 2013	134 025	131 179	134 025	131 179
<b>Interim</b>				
102 cents paid on 9 December 2013 (2012: 89 cents) to shareholders registered in the books of the Company on 6 December 2013	76 790	66 316	76 790	66 316
Dividends received on treasury shares	(4 083)	(4 232)	–	–
Dividends declared by The Humulani Employee Investment Trust	2 057	–	–	–
<b>Total</b>	<b>208 789</b>	<b>193 263</b>	<b>210 815</b>	<b>197 495</b>
<i>* In accordance with IAS10 the final dividend of 184,65 cents per share (2013: 179 cents per share) proposed by the directors has not been reflected in the financial statements as it had not been declared at the year-end.</i>				
<b>25. PREFERENCE SHARES</b>				
<b>Authorised</b>				
10 000 000 cumulative, non-participating preference shares of no par value	1 000 000	1 000 000	1 000 000	1 000 000
<b>Issued</b>				
7 500 000 cumulative, non-participating preference shares of R100 each	750 000	750 000	750 000	750 000

The Group has no contractual obligation to redeem the preference shares and dividends are only payable if declared by the Group and so these have been treated as equity.

The unissued preference shares are under the control of the directors in terms of the resolution of members passed at the annual general meeting held on 16 August 2013. This authority remains in force for 12 months from this date.

## Notes to the annual financial statements

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for the year ended 31 March 2014

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>26. GUARANTEED REPURCHASE LIABILITIES</b>				
Present value at the beginning of the year	5 740	10 475	–	–
Interest accrued during the year	331	730	–	–
Liabilities settled during the year	(3 403)	(5 465)	–	–
Present value at the end of the year	2 668	5 740	–	–
Guaranteed repurchase liability can be analysed as follows:				
Due within one year	2 210	4 086	–	–
Due in the second to fifth years inclusive	458	1 654	–	–
	2 668	5 740	–	–
The Group has entered into repurchase undertakings with financial institutions over certain forklifts sold to customers. The Company will repurchase these forklifts from the financial institution at a predetermined value at the end of the customers' rental term with the respective financial institution.				
The directors consider that the carrying value of the residual value liability approximates fair value.				
<b>27. LONG-TERM BORROWINGS</b>				
<b>27.1 Secured borrowings</b>				
<i>Finance lease agreements</i>	28 597	26 691	–	–
The lease agreements are repayable between 36 and 60 months and bear interest at fixed rates between 10,5% and 11,5% per annum. The leases are repaid in equal monthly instalments. No arrangements have been entered into for contingent rental payments. The borrowings are secured by certain motor vehicles and golf cars as detailed in note 9.2.				
<i>Mortgage bonds</i>	128 567	146 023	–	–
The mortgage bonds are repayable over 120 months. The mortgage bonds attract interest at Jibar plus 2,05% per annum. The capital on the Jibar linked bonds are repayable from the third year onwards. The Jibar linked variable rates bonds have been swapped for fixed rate loans for a period of two years. These bonds are secured by certain land and buildings as referred to in note 9.2.				
Balance carried forward	157 164	172 714	–	–

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>27. LONG-TERM BORROWINGS</b> continued				
<b>27.1 Secured borrowings</b> continued				
<b>Balance brought forward</b>	<b>157 164</b>	172 714	–	–
<b><i>Debentures</i></b>	<b>834 438</b>	990 135	–	–
The debentures bear interest at 12,5% per annum and are redeemable in semi-annual instalments from 8 August 2011 to 8 February 2016. The rights of the debenture holders to the repayment of interest and capital are subordinated in favour of the claims of the creditors of certain of the Group's companies. The debentures are secured by certain preference share investments by means of a credit default swap transaction entered into with Standard Bank of South Africa Limited as detailed in note 10.				
<b><i>Serec Capital (Pty) Ltd loan</i></b>	<b>2 538 323</b>	2 291 852	–	–
The loan bears interest at a compounded quarterly fixed rate of 11,73% per annum. The fixed date of repayment is 15 August 2018. The Group may however elect to repay the loan at an earlier date without premium or penalty. The loan is secured by a credit default swap as detailed in note 13.				
<b><i>Industrial Development Corporation loans</i></b>	<b>82 524</b>	68 386	–	–
The loans bear interest at a rate between the prime rate less 3% and 6% per annum until 31 March 2015 and thereafter the interest rate reduces to a rate between 0,4% and 0,7% below the prime rate. The loans are redeemable in 48 to 120 monthly instalments. These loans are secured by sureties provided by Group companies.				
<b><i>Preference shares issued to Standard Bank</i></b>	<b>740 835</b>	584 505	–	–
The preference shares mature in 2018 and have a dividend coupon rate of Jibar plus 2%, and the dividends are payable semi-annually.				
<b><i>Domestic Medium-term Note Program</i></b>	<b>375 000</b>	375 000	–	–
These notes mature between 2014 and 2017 and bear interest at three month Jibar plus 2,2% to 2,5% per annum payable quarterly. These notes are secured by cross-sureties provided by Group companies.				
Balance carried forward	<b>4 728 284</b>	4 482 592		–

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>27. LONG-TERM BORROWINGS</b> continued				
<b>27.1 Secured borrowings</b> continued				
<b>Balance brought forward</b>	4 728 284	4 482 592		–
<i>Short-term loan from Southchester RF (Pty) Ltd</i>	200 762	100 338	–	–
The loan bears interest at Jibar plus 0,75% and is repayable on 11 September 2014. The loan is secured by an investment in FirstRand Bank bonds (FRB11) (refer note 10).				
<i>Loans from DBS Bank and OCBC Bank</i>	397 913	483 327	–	–
The loan bears interest at an aggregate of the variable swap offer rate and the applicable margin rate which varies between 2,5% and 4% per annum. The loan is repayable in 20 quarterly instalments. The quarterly instalments commenced in September 2013 and will mature in June 2018.				
<i>Short-term loan from Standard Bank</i>	–	146 000	–	–
The loan was repaid on 1 August 2013.				
<i>Loan from UOB Singapore</i>	–	5 214	–	–
The loan matured in March 2014.				
<b>27.2 Unsecured borrowings</b>				
<i>Other borrowings</i>	11 942	54 738	–	–
The amounts payable are unsecured, interest free and no fixed repayment terms have been set. The loans are long-term in nature.				
<i>Other borrowings</i>	60	47 868	–	–
The amounts payable are unsecured, bear interest at a range of 2,2% to 2,9% per annum. The loans are repayable in 10 to 16 equal quarterly to semi-annual instalments by March 2016.				
<i>Wesbank loan</i>	100 558	57 202	–	–
The recourse discounting facility bears interest at prime overdraft rate minus 1% and these loans are repayable over a period varying from 12 to 48 months.				
Balance carried forward	5 439 519	5 377 279		–



## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>27. LONG-TERM BORROWINGS</b> continued				
<b>27.1 Unsecured borrowings</b> continued				
<b>Balance brought forward</b>	5 439 519	5 377 279		–
<i>Financial liability arising on minority put option</i>	377 080	380 565	–	–
Financial liability arising as a result of a contractual put option on the non-controlling interest in Invicta Asian Holdings (Pte) Ltd.				
<i>Gryphon Financial Engineering (Pty) Ltd</i>	930 411	683 938	–	–
This amount relates to fees and interest payable on the put option relating to the Gryphon preference shares, which has a fixed date of repayment of 15 August 2018.				
<i>NSM Holdings (Pty) Ltd</i>	2 000	9 720	–	–
The loan bears interest at prime overdraft rate plus 2%, is unsecured and no fixed repayment term has been set.				
<i>Trust receipts and bills payables</i>	87 040	64 418	–	–
Trust receipts and bills payable are unsecured, bear interest at a range of 1,2% to 2,2% per annum and have an average maturity of three months from the end of the reporting period.				
<i>Contractual earn-out liabilities</i>	36 000	98 969	–	–
The amounts payable are interest-free and have been determined on the basis of the underlying contractual arrangements.				
<i>Invicta Share Trust loan</i>	–	–	688	688
The loan is unsecured, interest-free and there are no fixed terms of repayment. The loan is long-term in nature.				
Total borrowings	6 872 050	6 614 889	688	688
Less: Current portion of long-term borrowings disclosed in current liabilities	(933 312)	(1 127 001)	–	–
Total long-term borrowings	5 938 738	5 487 888	688	688
Borrowings are repayable as follows:				
On demand or within one year	933 312	1 127 001	–	–
In second to fifth year inclusive	5 900 290	3 096 003	–	–
After five years	38 448	2 391 885	688	688
Total	6 872 050	6 614 889	688	688

There is no limit on the Group's borrowings and guarantees in terms of the Company's Memorandum of Incorporation

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>28. FINANCIAL LIABILITIES</b>				
Put option derivative on the Gryphon Financial Engineering (Pty) Ltd preference shares (refer note 10)	154 695	156 922	–	–
Interest rate swap derivative	–	8 108	–	–
	<b>154 695</b>	<b>165 030</b>	<b>–</b>	<b>–</b>
The fair values of the put options and the interest rate swap derivative were determined by discounting the contractual stream of payments using the zero swap curve at the valuation date.				
<b>29. SHARE APPRECIATION RIGHTS LIABILITY</b>				
Opening balance	–	78 289	–	–
Share appreciation rights exercised	–	(119 681)	–	–
Share appreciation rights charged to statement of comprehensive income	–	41 392	–	–
Closing balance	–	–	–	–
<b>30. TRADE AND OTHER PAYABLES</b>				
Trade payables	1 758 448	1 559 597	–	–
Other payables	310 239	357 947	14 181	10 201
Deferred income	2 253	3 724	–	–
Total	<b>2 070 940</b>	<b>1 921 268</b>	<b>14 181</b>	<b>10 201</b>
<b>31. PROVISIONS</b>				
Employee benefit provisions	189 572	106 968	–	–
Warranties and service provisions	37 283	20 385	–	–
Total	<b>226 855</b>	<b>127 353</b>	<b>–</b>	<b>–</b>
<b>Movements in provisions</b>				
<i>Employee benefit provisions</i>				
Balance at the beginning of the year	106 968	60 114	–	–
Charged to income	82 604	34 759	–	–
Acquisition of subsidiaries (included in trade and other payables)	–	12 095	–	–
Balance at the end of the year	<b>189 572</b>	<b>106 968</b>	<b>–</b>	<b>–</b>
<i>Warranties and service provisions</i>				
Balance at the beginning of the year	20 385	54 526	–	–
Credited to income	16 898	(34 141)	–	–
Balance at the end of the year	<b>37 283</b>	<b>20 385</b>	<b>–</b>	<b>–</b>
The provision has been recognised for expected warranty claims on certain products sold during the last three financial years.				

## Notes to the annual financial statements

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for the year ended 31 March 2014

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>32. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS</b>				
Profit before taxation	850 690	818 756	206 128	48 528
<i>Adjusted for:</i>				
Depreciation	95 118	72 334	–	–
Amortisation of intangible assets	39 984	14 480	–	–
Impairment of property, plant and equipment	66	18	–	–
Interest rate swap and put option (gain) loss	(8 818)	6 155	–	–
Net profit on disposal of property, plant and equipment	(16 298)	(3 551)	–	–
Finance costs	827 966	651 760	–	–
Dividend received	(310 475)	(316 902)	(206 482)	(40 589)
Share of profits of associate	(2 150)	(3 018)	–	–
Interest received	(323 081)	(214 771)	(4 092)	(4 399)
Non-cash effects of foreign currency translation	–	22 363	–	–
Share appreciation rights issued	5 926	–	–	–
Negative goodwill	–	(52 066)	–	–
Goodwill impairment	–	2 791	–	–
Cash generated from (utilised by) before movements in working capital	1 158 928	998 349	(4 446)	3 540
Working capital changes:	(443 768)	(266 270)	3 085	9 687
(Increase) decrease in inventories	(457 096)	55 869	–	–
(Increase) decrease in trade and other receivables	(145 500)	(212 663)	(895)	5 675
Increase (decrease) in trade and other payables and provisions	158 828	(109 476)	3 980	4 012
Cash generated from (utilised by) operations	715 160	732 079	(1 361)	13 227

In the 2012 annual financial statements, the statements of cash flows included profit on treasury shares utilised to settle share appreciation rights. This profit was excluded from the 2013 annual financial statements in the statements of cash flows restated 2012 financial information as it was incorrectly disclosed.

Further to the modification of the share appreciation rights, the Board based their decision on modifying the accounting treatment for the SARs settled in cash on the participants' option to exercise the SARs. The date of the modification of the treatment best represents the start of the period in which the SARs were settled in cash.

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>33. DIVIDENDS PAID TO GROUP SHAREHOLDERS</b>				
Amounts unpaid at the beginning of the year	28 733	2 262	22 270	852
Dividends paid	208 789	193 263	210 815	197 495
Preference dividends accrued/paid	65 788	21 912	65 788	21 912
Amounts unpaid at the end of the year	(36 802)	(28 733)	(27 488)	(22 270)
<b>Total</b>	<b>266 508</b>	<b>188 704</b>	<b>271 385</b>	<b>197 989</b>
<b>34. TAXATION PAID</b>				
Amounts unpaid (prepaid) at the beginning of the year	11 368	24 634	(243)	684
Acquisition of subsidiary	(605)	28 157	–	–
Charged to the statement of comprehensive income	222 642	119 714	1 451	1 028
Amounts (unpaid) prepaid at the end of the year	(90 495)	(11 368)	(24)	243
<b>Total</b>	<b>142 910</b>	<b>161 137</b>	<b>1 184</b>	<b>1 955</b>
<b>35. CASH AND CASH EQUIVALENTS</b>				
Bank and cash balances	526 369	678 849	765	610
Bank overdrafts	(386 873)	(191 131)	–	–
<b>Total</b>	<b>139 496</b>	<b>487 718</b>	<b>765</b>	<b>610</b>

	Group	
	Bank R'000	Trading R'000
<b>Banking and trading facilities</b>		
Gross facility balances	831 865	3 844 947
Facilities utilised	386 873	1 221 817
<b>Facilities available</b>	<b>444 992</b>	<b>2 623 130</b>

These facilities are callable on notice being given by the facility provider.

These facilities are secured by cross-sureties provided by Group companies.

The directors are of the view that there are adequate facilities in place to operate for the next twelve months.

**36. CONTINGENT LIABILITIES**

The Group had no significant contingent liabilities in the current year.

## Notes to the annual financial statements

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for the year ended 31 March 2014

**37. DIRECTORS' EMOLUMENTS**

	Directors' fees R'000	Audit and Remuneration committee fees R'000	Salary and benefits R'000	Retirement benefits R'000	Performance related remuneration R'000	Total before share-based payments R'000
<b>2014</b>						
<b>Executive directors</b>						
C Barnard	–	–	1 985	263	2 700	4 948
A Goldstone	–	–	2 168	287	2 900	5 355
AM Sinclair	–	–	2 518	202	2 800	5 520
CE Walters	–	–	2 855	289	2 494	5 638
	–	–	9 526	1 041	10 894	21 461
<b>Non-executive directors</b>						
CH Wiese	804	24	–	–	–	828
JS Mthimunye	58	52	–	–	–	110
DI Samuels	116	191	–	–	–	307
JD Wiese	174	–	–	–	–	174
LR Sherrell	145	104	–	–	–	249
RA Wally	130	52	–	–	–	182
R Naidoo	29	–	–	–	–	29
	1 456	423	–	–	–	1 879
<b>Total</b>	<b>1 456</b>	<b>423</b>	<b>9 526</b>	<b>1 041</b>	<b>10 894</b>	<b>23 340</b>
<b>2013</b>						
<b>Executive directors</b>						
C Barnard	–	–	1 989	261	2 600	4 850
A Goldstone	–	–	2 170	286	2 200	4 656
AM Sinclair	–	–	2 520	200	2 600	5 320
CE Walters	–	–	2 853	279	600	3 732
	–	–	9 532	1 026	8 000	18 558
<b>Non-executive directors</b>						
CH Wiese	634	22	–	–	–	656
JS Mthimunye	54	93	–	–	–	147
DI Samuels	108	177	–	–	–	285
JD Wiese	108	48	–	–	–	156
LS Sherrell	108	102	–	–	–	210
	1 012	442	–	–	–	1 454
<b>Total</b>	<b>1 012</b>	<b>442</b>	<b>9 532</b>	<b>1 026</b>	<b>8 000</b>	<b>20 012</b>

## Notes to the annual financial statements

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for the year ended 31 March 2014

**37. DIRECTORS' EMOLUMENTS** continued

Share appreciation rights exercised by the directors in 2014:

	Out-standing rights beginning of year	Strike price	Granted during the year	Taken up during the year	Outstanding rights end of year	Date granted	Average weighted prices on rights taken up
<b>2014</b>							
A Goldstone	396 340		108 007	100 000	404 347		
	100 000	24,37	–	50 000	50 000	02-Mar-10	120,61
	150 000	42,55	–	50 000	100 000	01-Mar-11	120,61
	146 340	66,14	–	–	146 340	11-Jun-12	
	–	120,93	108 007	–	108 007	13 Mar-14	
C Barnard	213 333		100 559	85 000	228 892		
	83 333	24,37	–	41 667	41 666	02-Mar-10	120,61
	130 000	42,55	–	43 333	86 667	01-Mar-11	120,61
	–	120,93	100 559	–	100 559	13 Mar-14	
CE Walters	416 666		114 890	286 666	244 890		
	200 000	18,48	–	200 000	–	13-Mar-09	103,88
	86 666	24,37	–	43 333	43 333	02-Mar-10	120,61
	130 000	42,55	–	43 333	86 667	01-Mar-11	120,61
	–	120,93	114 890	–	114 890	13 Mar-14	
AM Sinclair	266 666		104 283	136 666	234 283		
	50 000	18,48	–	50 000	–	13-Mar-09	114,87
	86 666	24,37	–	43 333	43 333	13-Mar-09	120,61
	130 000	42,55	–	43 333	86 667	01-Mar-11	120,61
	–	120,93	104 283	–	104 283	13 Mar-14	
<b>2013</b>							
A Goldstone	1 800 000	–	146 340	1 550 000	396 340		
	500 000	24,84	–	500 000	–	14-Mar-08	77,20
	1 000 000	18,48	–	1 000 000	–	13-Mar-09	96,28
	150 000	24,37	–	50 000	100 000	2-Mar-10	94,34
	150 000	42,55	–	–	150 000	1-Mar-11	–
	–	66,14	146 340	–	146 340	11-Jun-12	–
C Barnard	655 000		–	341 667	313 333		
	400 000	18,48	–	300 000	100 000	13-Mar-09	96,28
	125 000	24,37	–	41 667	83 333	2-Mar-10	94,34
	130 000	42,55	–	–	130 000	1-Mar-11	–
CE Walters	1 160 000		–	743 334	416 666		
	500 000	24,84	–	500 000	–	14-Mar-08	69,26
	400 000	18,48	–	200 000	200 000	13-Mar-09	103,88
	130 000	24,37	–	43 334	86 666	2-Mar-10	93,94
	130 000	42,55	–	–	130 000	1-Mar-11	–
AM Sinclair	1 020 000		–	753 334	266 666		
	360 000	24,84	–	360 000	–	14-Mar-08	74,55
	400 000	18,48	–	350 000	50 000	13-Mar-09	93,85
	130 000	24,37	–	43 334	86 666	13-Mar-10	93,94
	130 000	42,55	–	–	130 000	1-Mar-11	–

The share appreciation rights exercised by the directors in 2014 amounted to R65 million (2013: R35 million).

## Notes to the annual financial statements

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for the year ended 31 March 2014

**38. RETIREMENT BENEFITS**

The Group contributes to a defined contribution pension plan and a defined contribution provident plan which are governed by the Pension Fund Act, 1956. No actuarial valuation of the plans is required. All staff are members of a fund and the costs of providing retirement benefits are charged to the statement of comprehensive income as they are incurred.

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
<b>39. COMMITMENTS</b>				
Commitments in respect of unexpired rental agreements for premises:				
– Payable within twelve months	72 547	68 153	–	–
– Payable thereafter	261 360	219 805	–	–
<b>Total</b>	<b>333 907</b>	<b>287 958</b>	<b>–</b>	<b>–</b>
Commitments in respect of unexpired rental agreements for motor vehicles:				
– Payable within twelve months	17 066	16 116	–	–
– Payable thereafter	22 885	23 459	–	–
<b>Total</b>	<b>39 951</b>	<b>39 575</b>	<b>–</b>	<b>–</b>
Commitments in respect of unexpired rental agreements for office equipment:				
– Payable within twelve months	1 624	231	–	–
– Payable thereafter	6 723	190	–	–
<b>Total</b>	<b>8 347</b>	<b>421</b>	<b>–</b>	<b>–</b>
Commitments in respect of contracted capital expenditure	51 936	81 770	–	–

Expenditure will be financed from existing cash facilities.

**40. FINANCIAL RISK MANAGEMENT**

The Group is considered to be exposed to interest rate, credit, liquidity and foreign currency risk.

**Interest rate management**

The interest rate profile of total borrowings is as follows:

Description	Currency	Redemption period	Interest rate % p.a.	2014 R'000	2013 R'000
Bank overdrafts	ZAR	N/A	8,25 to 10,50	386 373	191 131
Fixed rate borrowings	ZAR	2006 to 2019	10,50 to 12,50	4 331 769	3 992 616
Fixed rate borrowings	SGD	2015	2,10	–	5 214
Variable rate borrowings	ZAR	2009 to 2024	6,00 to 11,00	1 630 245	1 487 173
Variable rate borrowings	SGD	2013 to 2018	1,20 to 4,00	485 013	595 613

The Group is exposed to interest rate risk on its variable rate borrowings. The exposure to interest rate risk is managed using derivatives, where it is considered appropriate, and through a closely monitored cash management system. The impact of a change in the interest rate of 2% will have an effect of approximately R42 million (2013: R42 million) on the statement of comprehensive income.

## Notes to the annual financial statements

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for the year ended 31 March 2014

### 40. FINANCIAL RISK MANAGEMENT continued

#### Credit risk management

Potential areas of credit risk consist of trade accounts receivable and short-term cash investments. Trade accounts receivable consist of a widespread customer base. Group companies monitor the financial position of their customers on an on-going basis. Where considered appropriate, use is made of credit guarantee insurance. The granting of credit is controlled by application and account limits. Provision is made for specific bad debts and at the year end management did not consider there to be any material credit risk exposure that was not already covered by credit guarantee or a bad debt provision (refer to note 20 for further detail in this regard). It is Group policy to deposit short-term cash investments with only the major banks.

#### Liquidity risk management

The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities are maintained.

The following table details the Group's contractual maturities on the capital value of its financial liabilities (excluding the credit default swap, put option and interest rate swap derivatives):

	Less than 1 year R'000	2 to 5 years R'000	More than 5 years R'000	Total R'000
<b>2014</b>				
Mortgage bonds	17 879	88 161	22 527	128 567
Serec Capital loan	–	2 538 323	–	2 538 323
Debentures	207 089	627 349	–	834 438
Preference shares	–	740 835	–	740 835
Domestic medium-term note program	225 000	150 000	–	375 000
Loans	470 978	431 899	15 922	918 799
Gryphon Financial Engineering	–	930 411	–	930 411
Put option	–	377 080	–	377 080
Finance lease liabilities	12 365	16 232	–	28 597
Guaranteed repurchase liability	2 210	458	–	2 668
Trade and other payables	2 070 940	–	–	2 070 940
<b>Total</b>	<b>3 006 461</b>	<b>5 900 748</b>	<b>38 449</b>	<b>8 945 658</b>
<b>2013</b>				
Mortgage bonds	46 698	111 232	(11 907)	146 023
Serec Capital loan	–	–	2 291 852	2 291 852
Debentures	152 973	837 162	–	990 135
Preference shares	–	584 505	–	584 505
Domestic medium-term note program	–	375 000	–	375 000
Loans	907 986	116 254	54 738	1 078 978
Gryphon Financial Engineering	–	683 938	–	683 938
Put option	–	380 565	–	380 565
Finance lease liabilities	19 344	7 347	–	26 691
Guaranteed repurchase liability	4 086	1 654	–	5 740
Trade and other payables	1 921 268	–	–	1 921 268
<b>Total</b>	<b>3 052 355</b>	<b>3 097 657</b>	<b>2 334 683</b>	<b>8 484 695</b>



## Notes to the annual financial statements

continued

for the year ended 31 March 2014

**40. FINANCIAL RISK MANAGEMENT** continued**Foreign currency risk management**

The majority of the Group's monetary assets and liabilities are denominated in South African Rand. The Kian Ann monetary assets and liabilities are denominated in Singapore Dollar together with the assets and liabilities of the BMG foreign entities which are denominated in various foreign currencies.

	ZAR R'000	SGD R'000	OTHER R'000	TOTAL R'000
<b>Foreign currency monetary assets and liabilities</b>				
Total assets	9 098 324	3 282 778	1 067 570	<b>13 448 672</b>
Total liabilities	(8 778 259)	(972 248)	(139 145)	<b>(9 889 652)</b>
	320 065	2 310 530	928 425	<b>3 559 020</b>

The Group utilises currency derivatives to eliminate or reduce the exposure to its foreign currency denominated assets and liabilities, and to hedge future transactions. The Group has entered into certain forward exchange contracts in various currencies which will be utilised for the settlement of orders placed on suppliers and which are due for payment in the coming year. It is the Group's policy not to speculate in foreign exchange contracts.

At year-end, open forward exchange contracts are marked-to-market and the profits and losses arising on the contracts are recognised in the statement of comprehensive income. The estimated net fair values have been determined at the year-end, using available market information and appropriate valuation methodologies.

As at year-end, no uncovered foreign exchange denominated transactions were in existence.

The forward exchange contracts in place at the year-end to cover current and future inventory purchases, are as follows:

	Foreign currency '000	Average exchange rate	Rand '000
<b>2014</b>			
US Dollar	65 474	10,8774	712 188
Euro	27 244	15,3093	417 087
Yen	621 418	9,3779	66 264
British Pound	305	18,2984	5 581
<b>2013</b>			
US Dollar	41 916	8,9497	375 134
Euro	32 705	11,7070	382 877
Yen	485 876	9,8673	49 241
British Pound	219	14,0502	3 077

These forward exchange contracts mature within twelve months after year-end.

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

### 40. FINANCIAL RISK MANAGEMENT continued

#### Capital risk management

Capital is managed to ensure that operations are able to continue as a going concern, whilst maximising return to stakeholders through an appropriate debt and equity structure. The capital structure of the Group consists of debt, which includes borrowings, cash and cash equivalents, preference shares, debentures, a credit default swap and equity. Capital risk was reviewed in detail by the Board in the corporate restructure process and assessment of new acquisitions.

#### Financial instruments

Financial instruments as disclosed in the statement of financial position include trade receivables and payables, other receivables and payables, long-term debtors, overdrafts and short-term borrowings, long-term borrowings and shareholders for dividend.

	Group	
	2014 R'000	2013 R'000
<b>Categories of financial instruments</b>		
<i>Financial assets</i>		
<i>Investments at amortised cost</i>		
Financial investments	2 884 418	2 877 975
<i>Financial assets at fair value</i>		
Financial asset	155 405	156 922
<i>Loans and receivables at amortised cost</i>		
Finance lease receivables	53 635	27 440
Long-term loans	2 268 948	1 950 291
Trade and other receivables	1 811 031	1 597 181
Bank balances and cash	526 369	678 849
<b>Total</b>	<b>7 699 806</b>	<b>7 288 658</b>
<i>Financial liabilities</i>		
<i>Financial liabilities at fair value</i>		
Financial liabilities	154 695	165 030
<i>Financial liabilities at amortised cost</i>		
Borrowings	6 872 050	6 614 889
Guaranteed repurchase liabilities	2 668	5 740
Trade and other payables	2 068 687	1 917 544
Shareholders for dividends	36 802	28 733
Bank overdrafts	386 873	191 131
<b>Total</b>	<b>9 521 775</b>	<b>8 923 067</b>

#### Fair value disclosure

The following is an analysis of the financial instruments that are measured subsequent to initial recognition at fair value. They are grouped into levels 1 to 3 based on the extent to which the fair value is observable.

The levels are classified as follows:

Level 1 – fair value is based on quoted prices in active markets for identical financial assets or liabilities

Level 2 – fair value is determined using directly observable inputs other than Level 1 inputs

Level 3 – fair value is determined on inputs not based on observable market data

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

**40. FINANCIAL RISK MANAGEMENT** continued

	31 March 2014	Valuation techniques and key inputs	Level 1	Level 2	Level 3
<i>Financial assets at fair value</i>					
Financial asset	155 405	1	–	155 405	–
Trade and other receivables	1 844 072	2	–	–	1 844 072
<i>Financial liabilities at fair value</i>					
Financial liabilities	154 695	1	–	154 695	–
Trade and other payables	2 070 940	3	–	–	2 070 940
Foreign trade payables	301 860	4	–	301 860	–

	31 March 2013	Valuation techniques and key inputs	Level 1	Level 2	Level 3
<i>Financial assets at fair value</i>					
Financial asset	156 922	1	–	156 922	–
<i>Financial liabilities at fair value</i>					
Financial liabilities	165 030	1	–	165 030	–
Trade and other payables	615 434	4	–	615 434	–

1. Discounted contractual stream of payments using the zero swap curve at the valuation date.

2. Face value less specific related provision.

3. Expected settlement value.

4. Determined by the spot rate at year-end.

There has been no transfers between the levels during the financial year.

**41. DIRECTORS' INTEREST IN THE SHARES OF THE COMPANY**

	Number of shares held			
	2014		2013	
	Direct interest	Indirect interest	Direct interest	Indirect interest
<b>Ordinary shares</b>				
C Barnard	386 776	240 632	315 632	240 632
A Goldstone	262 281	3 982 032	262 281	4 238 678
DI Samuels	500 460	3 084 155	500 460	3 500 000
LR Sherrell	–	8 068 038	–	9 286 353
AM Sinclair	406 910	–	344 163	–
CE Walters	951 768	258 165	813 500	258 165
CH Wiese	–	27 000 000	–	27 000 000
<b>Preference shares</b>				
C Barnard	–	10 000	–	10 000
A Goldstone	200 000	105 000	200 000	105 000
LR Sherrell	–	160 000	–	160 000
AM Sinclair	10 000	–	10 000	–
JD Wiese	–	200 000	–	200 000
CH Wiese	–	800 000	–	800 000

## Notes to the annual financial statements

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for the year ended 31 March 2014

### 42. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties, are limited to dividends received from subsidiaries of R177 million (2013: R59 million).

#### Remuneration of key management personnel

The remuneration of key management personnel of the Group, is set out below:

	Group	
	2014 R'000	2013 R'000
Long- and short-term employee benefits	37 254	34 237
Retirement benefits	2 442	1 716
Total	39 696	35 953

#### Services provided by Bravura Equity Services ("Bravura")

Bravura is a related entity to one of the directors and major shareholders in the Group. Bravura has provided financial services to the Group with regard to its BEE transaction in 2006, giving rise to certain investments and borrowings (refer notes 10 and 27 respectively). During the prior year, Bravura provided financial services to the counterparty in the transaction giving rise to the investments and derivative instruments (refer note 10 and 13) and borrowings (refer note 27 and 28).

### 43. ACQUISITION OF SUBSIDIARIES

The significant acquisitions undertaken in the current year related to High Power Equipment Africa (Pty) Ltd, Brands 4 Africa (Pty) Ltd and Floormark (Pty) Ltd. These subsidiaries are all operational within the same segments as the current Group, thus the Board identified these businesses based on their ability to assist the Group with its expansion and growth. The goodwill is based on the provisional fair values of the assets and liabilities, including identifiable intangible assets at acquisition date. Refer to note 16 for effective dates and holdings. Effective control was obtained through the purchase of the majority equity of these subsidiaries. Non-controlling interest is measured as a percentage of the equity of the subsidiary.

Subsidiary	Industry
High Power Equipment Africa (Pty) Ltd	Import and distribution of Hyundai Construction Equipment and Crushers.
Brands 4 Africa (Pty) Ltd	Exporting for the building supplies, hardware and construction, automotive, agricultural and mining industries.
Floormark (Pty) Ltd	Supplier of vinyl and laminated flooring.

## Notes to the annual financial statements

continued

for the year ended 31 March 2014

**43. ACQUISITION OF SUBSIDIARIES** continued

Detailed below is a summary of the financial impacts of the acquisitions:

	Group	
	2014 R'000	2013 R'000
<b>Fair value of net assets acquired:</b>		
Property, plant and equipment	9 360	553 771
Assets held for resale	–	9 957
Intangible assets	17 455	134 668
Long-term receivable	–	134 625
Financial assets	–	1 161
Investment in associates	–	312
Taxation prepaid	734	–
Other assets	–	367
Bank and cash	15 990	142 264
Inventories	72 110	884 259
Trade and other receivables	60 784	537 720
Deferred taxation	625	(10 020)
Long-term borrowings	(15 367)	(128 204)
Trade and other payables	(83 155)	(361 296)
Current portion of long-term borrowings	(1 656)	(111 141)
Taxation liabilities	(129)	(28 157)
Non-controlling interest	(3 440)	(327 076)
Net tangible asset value	73 311	1 433 210
Non-controlling interest acquired in existing subsidiaries	7 982	17 787
Fair value of net assets acquired	81 293	1 450 997
Bank and cash	(15 990)	(142 264)
Net fair value of net assets acquired	65 303	1 308 733
Cash outflow on acquisitions	95 762	1 494 214
Fair value of net assets acquired	65 303	1 308 733
Total goodwill	30 459	185 481
Positive goodwill	30 459	237 547
Negative goodwill	–	(52 066)
Profit after taxation since acquisition date included in the consolidated results for the year	3 568	50 213
Revenue since acquisition date included in the consolidated results for the year	591 578	1 025 635
Profit after taxation should the business combinations have been included for the entire year	3 568	114 744
Revenue should the business combinations have been included for the entire year	591 578	2 140 747

**44. EVENTS AFTER THE REPORTING PERIOD**

There were no events to report on after the reporting period to the date of this report.