# Grant Thornton 75

# THE WINGHAM ENGINEERING COMPANY LIMITED

FINANCIAL STATEMENTS
FOR THE YEAR ENDED
28 FEBRUARY 1998



Company No. 29196

## FINANCIAL STATEMENTS

Company registration number:	29196
Registered office:	Unit 8 Building 2 Sandwich Industrial Estate Sandwich KENT CT13 9LY
Administrative office:	Unit 8 Building 2 Sandwich Industrial Estate Sandwich KENT CT13 9LY
Directors:	M McGuirk G A Ravenscroft M G Hart
Secretary:	M G Hart
Bankers:	Barclays Bank PLC 9 St Georges Street Canterbury KENT CT1 2JX
Auditors:	Grant Thornton Registered auditors Chartered accountants Grant Thornton House Melton Street Euston Square LONDON NW1 2EP

# FINANCIAL STATEMENTS

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### REPORT OF THE DIRECTORS

The directors present their report and the financial statements for the year ended 28 February 1998.

#### **Business review**

The principal activities remained unchanged and comprise general engineering, property management, plant hire and repair.

The financial results are set out in the profit and loss account. The retained loss for the financial year of £298,660 (1997; profit £149,910) has been deducted from the retained profits brought forward.

#### **Dividends**

The directors recommend a payment in full of the dividend on the 7% £10 preference shares.

During the year a dividend amounting to £645 (1997: £636 proposed and subsequently paid in 1997) was proposed to be paid to the holders of 921 7% £10 preference shares. The holders of 2,574 7% £10 preference shares and the 1% non-cumulative second preference shares of 25p have waived their entitlement to a dividend.

The directors recommend the payment of a dividend for the year on the ordinary shares of £400,000 (1997: £nil).

### Directors

The directors holding office throughout the year are shown in the table below, together with their interests in the 7% preference shares of £10 each which are held to comply with the company's articles of association.

Share interests
1 March 1997 and 28 February 1998

#### Name of director

M McGuirk	10
G A Ravenscroft	10
M G Hart	10

The directors' interests in the share capital of the parent company are disclosed in the directors' report of that company.

No right to subscribe for shares in or debentures of the company was granted or exercised by the directors.

### REPORT OF THE DIRECTORS

### Directors' responsibilities for the financial statements

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Auditors**

Grant Thornton offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985.

BY ORDER OF THE BOARD

M G HART Secretary

If August

1998

### REPORT OF THE AUDITORS TO THE MEMBERS OF

### THE WINGHAM ENGINEERING COMPANY LIMITED

We have audited the financial statements on pages 4 to 13 which have been prepared under the accounting policies set out on pages 4 and 5.

#### Respective responsibilities of directors and auditors

As described on page 2, the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

#### Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 28 February 1998 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS

LONDON

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### PRINCIPAL ACCOUNTING POLICIES

The following policies, which have been consistently applied, are considered material in relation to the company's financial statements.

#### **BASIS OF ACCOUNTING**

The financial statements have been prepared under the historical cost accounting rules set out in Schedule 4 Companies Act 1985, as modified by the revaluation of investment properties, and in accordance with applicable UK Accounting Standards.

#### **DEPRECIATION**

In accordance with Statement of Standard Accounting Practice No. 19, investment properties are stated at their open market value and no depreciation is charged thereon. In the opinion of the directors it is necessary to adopt this accounting policy for the financial statements to show a true and fair view. It is not practicable to quantify the depreciation which would otherwise have been charged. Surpluses and deficits on the revaluation of investment properties are transferred to the revaluation reserve.

Depreciation is provided on the net cost of other fixed assets at rates and on bases designed to write off the assets over their estimated useful lives. The following rates and bases have been applied:

Plant and machinery Fixtures, fittings and equipment 2% per month on cost 25% per annum on cost

### **STOCKS**

Stocks are stated at the lower of cost and net realisable value. Cost comprises material, labour and those overheads directly related to the manufacture of the goods. Net realisable value represents anticipated proceeds after selling costs.

### **DEFERRED TAXATION**

Deferred tax is provided for using the tax rates estimated to arise when the timing differences reverse and is accounted for to the extent that it is probable that a liability or asset will crystallise. Unprovided deferred tax is disclosed as a contingent liability.

### LEASED ASSETS

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. The interest element of leasing payments is charged to the profit and loss account over the period of the lease in equal monthly instalments.

All other leases are regarded as operating leases and the payments made under them are charged to the profit and loss account on a straight line basis over the lease term.

## PROFIT AND LOSS ACCOUNT

For the year ended 28 FEBRUARY 1998

	Note	1998 £	1997 £
Turnover	1	1,625,950	1,164,319
Cost of sales		(1,093,426)	(738,813)
Gross profit		532,524	425,506
Administrative expenses - (including exceptional item)	3	(409,877)	(266,416)
Operating profit		122,647	159,045
Interest payable	2	(6,184)	(2,871)
Profit on ordinary activities before taxation	3	116,463	156,174
Taxation on profit on ordinary activities	4	(14,478)	(5,628)
Profit for the financial year		101,985	150,546
Dividends	5	(400,645)	(636)
Retained (loss)/profit for the financial year		(298,660)	149,910
Statement of retained earnings			
Retained profits at 1 March 1997		571,652	421,742
Retained (loss)/profit for the financial year		(298,660)	149,910
Retained profits at 28 February 1998		272,992	571,652

All transactions arise from continuing operations.

The accompanying accounting policies and notes form an integral part of these financial statements.

## **BALANCE SHEET AT 28 FEBRUARY 1998**

	Note	1998 £	1997 £
Fixed assets			
Tangible assets	6	1,187,304	1,195,166
Current assets			
Stocks	7	93,523	93,706
Debtors	8	281,359	582,702
Cash at bank and in hand		181,762	115,621
		556,644	792,029
Creditors: amounts falling due within one year	9	(421,756)	(344,921)
Net current assets		134,888	447,108
Total assets less current liabilities		1,322,192	1,642,274
Creditors: amounts falling due after more than one year	10	(37,054)	(58,476)
Net assets		1,285,138	1,583,798
Capital and reserves			
Called up share capital	11	169,520	169,520
Revaluation reserve	12	842,626	842,626
Profit and loss account		272,992	571,652
Shareholders' funds (including non-equity interests)	13	1,285,138	1,583,798

The financial statements were approved by the Board of Directors on

4/8/ 1998

The accompanying accounting policies and notes form an integral part of these financial statements.

# STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

For the year ended 28 FEBRUARY 1998

	1998	1997	
	£	£	
Retained (loss)/profit for the financial year	(298,660)	149,910	
Unrealised surplus on revaluation of investment properties	<u> </u>	77,844	
Total recognised gains and losses	(298,660)	227,754	

The accompanying accounting policies and notes form an integral part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 28 FEBRUARY 1998

### 1 TURNOVER

Turnover comprises amounts invoiced in respect of goods and services supplied during the year, excluding value added tax. All turnover arose within the United Kingdom.

	1998 £	1997 £
An analysis by activity is:		
General engineering	826,600	464,672
Property management income	136,277	139,512
Plant hire and repairs	663,073	560,135
	1,625,950	1,164,319
2 INTEREST PAYABLE		
	1998	1997
	£	£
Finance charges in respect of finan	nce leases6,184	2,871
3 PROFIT ON ORDINARY ACT	IVITIES BEFORE TAXATION	
	1998	1997
(a) An analysis by activity is:	£	£
(a) 7 th analysis by activity is:		
General engineering	22,413	(17,188)
Property management income	133,918	138,604
Plant hire and repairs	83,247	34,758
Exceptional item (see below)	(123,115)	
	116,463	156,174

## NOTES TO THE FINANCIAL STATEMENTS

PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION (CONTINUE)
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•		
	1998	1997
	£	£
(b) the profit is stated after charging/(crediting):		
Depreciation on tangible fixed assets		
- owned	23,925	30,470
- held under finance leases and hire purchase contracts	37,434	16,768
Auditors' remuneration	,	,
- audit services	8,450	8,430
- other services Hire of plant and machinery	1,000	1,000
Profit on disposal of fixed assets	52,109 (18,717)	32,996 (11,037)
The state of the s		(11,057)
The exceptional item of £123,115 (1997: £nil) arises from a provision against a undertaking.	mounts due by a gro	oup
andoraking.	1998	1997
( ) 0 · 00 · 71 · · · · · · · · · · · · · · · · ·	Number	Number
(c) Staff. The tables below include directors.		
The average number of employees during the year was:		
Management and administration	6	6
Productions and warehousing	10	10
	16	19
	1998	1997
	£	£
Wages and salaries Social security	173,392	167,431
Pension costs	16,670	16,222 156
		150
	190,062	183,809
The directors received their remuneration from the holding company.		
TAXATION ON PROFIT ON ORDINARY ACTIVITIES		
	1998	1997
Taration less don the world woulder	£	£
Taxation based on the year's results:  Corporation tax at 21%/24% (1997: 24%/25%) on the profit for the year	10,627	8,028
Adjustment in respect of prior years	3,851	(2,400)
	<del></del>	
	14,478	5,628

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 28 FEBRUARY 1998

#### 5 DIVIDENDS

	1998 £	1997 £
Equity dividend proposed of 89p per ordinary share of 5p each (1997: £nil) Preference dividends at 7% proposed	400,000	636
	400,645	636

Dividends on 2,574 7% £10 preference shares and 448,568 1% non-cumulative second preference shares of 25p have been waived.

#### 6 TANGIBLE ASSETS

	Freehold investment properties	Plant and machinery	Fixtures, fittings and equipment	Total £
Cost or valuation at 1 March 1997 Additions	1,035,000	477,261 39,918	125,038 13,950	1,637,299 53,868
Disposals	<u>-</u>	(49,696)	(14,081)	(63,777)
Cost or valuation at 28 February 1998	1,035,000	467,483	124,907	1,627,390
Depreciation at 1 March 1997	-	350,526	91,607	442,133
Disposals	-	(49,696)	(13,080)	(62,776)
Charge for the year		41,730	18,999	60,729
Depreciation at 28 February 1998	-	342,560	97,526	440,086
Book value:				
28 February 1998	1,035,000	124,923	27,381	1,187,304
28 February 1997	1,035,000	126,735	33,431	1,195,166

Included within plant and machinery and fixtures, fittings and equipment at 28 February 1998 are assets held under finance lease agreements with a net book value of £125,680 (1997: £112,804). The depreciation charged on these assets during the year was £37,434 (1997: £16,768).

The investment properties are stated at open market value as valued by Cluttons, Chartered Surveyors, as at July 1996. If land and buildings had not been revalued they would have been stated at a cost of £209,958.

If the investment properties had been sold at their revalued amounts at the balance sheet date, there would have been a maximum corporation tax liability of approximately £175,000 (1997: £175,000). As there is no intention to sell the properties in the foreseeable future, no provision for deferred tax has been made.

## NOTES TO THE FINANCIAL STATEMENTS

7	STOCKS	

7	STOCKS		
		1998 £	1997 £
	Raw materials and consumables Finished goods and goods for resale	61,523 32,000	61,779 31,927
		93,523	93,706
8	DEBTORS		
		1998 £	1997 £
	Trade debtors Amounts owed by group undertakings	234,117 16,158	285,840 294,535
	Other debtors Prepayments and accrued income	278 30,806	2,327
		281,359	582,702
9	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		1998 £	1997 £
	Trade creditors	166,733	174,363
	Amounts owed to group undertakings Corporation tax	139,695 10,627	55,598 8,028
	Other taxes and social security	31,384	18,207
	Proposed dividend	645	636
	Other creditors	893	6,649
	Accruals and deferred income	18,973	33,690
	Current portion of finance leases liabilities (note 10)	52,806	47,750
		421,756	344,921

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 28 FEBRUARY 1998

## 10 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	1998	1997
	£	£
Finance leases liabilities Less: amounts falling due within one year (note 9)	89,860 (52,806)	106,226 (47,750)
Amounts falling due in the second to fifth years	37,054	58,476

All amounts due under finance leases agreements are secured on the assets acquired in the relevant leases.

### 11 SHARE CAPITAL

	1998	1997
	£	£
Authorised:		
3,495 7% preference shares of £10 each	34,950	34,950
448,568 1% non-cumulative second preference shares of 25p each	112,142	112,142
2,758,168 ordinary shares of 5p each	137,908	137,908
	285,000	285,000
Allotted, issued and fully paid:		
3,495 7% preference shares of £10 each	34,950	34,950
448,568 1% non-cumulative second preference shares of 25p each	112,142	112,142
448,568 ordinary shares of 5p each	22,428	22,428
	169,520	169,520

### 12 REVALUATION RESERVE

	1998 £	1997 £
At 1 March 1997 Revaluation in year	842,626	764,782 77,844
At 28 February 1998	842,626	842,626

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 28 FEBRUARY 1998

#### 13 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	1998 £	1997 £
	~	~
Profit for the financial year	101,985	150,546
Dividends	(400,645)	(636)
	(298,660)	149,910
Revaluation in the year	<u>-</u>	77,844
Net (reduction)/addition to shareholders' funds	(298,660)	227,754
Opening shareholders' funds	1,583,798	1,356,044
Closing shareholders' funds	1,285,138	1,583,798
Attributable to:		
Equity shareholders	1,138,046	1,436,706
Non-equity shareholders:		
7% preference shares	34,950	34,950
1% non-cumulative second preference shares	112,142	112,142
	1,285,138	1,583,798

#### 14 CONTINGENT LIABILITIES

The company has given an unlimited guarantee to secure bank borrowings of group undertakings. At 28 February 1998 these borrowings amounted to £1,157,000 (1997: £835,000).

### 15 CAPITAL COMMITMENTS

There were no capital commitments at 28 February 1998 or at 28 February 1997.

### 16 RELATED PARTIES AND RELATED PARTY TRANSACTIONS

The ultimate controlling party is M McGuirk, a director and majority shareholder of Ramac Holdings Limited.

As a wholly owned subsidiary of Ramac Holdings Limited, the company is exempt from the requirements of Financial Reporting Standard No.8 to disclose transactions with other members of the group headed by Ramac Holdings Limited. Group accounts are available from Companies House.

## **OPERATING STATEMENT**

	1998	1998	1997	1997
	£	£	£	£
		<u></u>		
Manufacturing				
Turnover		826,600		464,672
Cost of work done		•		
Materials	623,244		306,177	
Wages and allied costs	27,510		27,728	
Plant hire	13,023		9,865	
Works expenses	3,278		2,606	
Transport and warehouse costs	13,221		8,656	
Plant depreciation	2,644		2,449	
	<del>-</del>	(682,920)	,	(357,481)
Manufacturing profit		143,680		107,191
Rents				
Gross rents		136,277		139,512
Repairs to buildings		(2,359)		(908)
100000000000000000000000000000000000000		(2,557)		(708)
		133,918		138,604
Gross operating profit		277,598		245,795
Overhead expenses				
Statement attached		(244,242)		(124,379)
<del></del>		(2 , 1,2 ,2)		(12-1,517)
Profit on ordinary activities				
before taxation		33,356		121,416

### STATEMENT OF OVERHEAD EXPENSES

		•		
	1998	1998	1997	1997
	£	£	£	£
		<b>\</b> ,		
Establishment				
Rent and rates	3,977		3,835	
Light and heat	(2,449)		(4,050)	
		1,528		(215)
Administration				
Salaries and allied costs	17,464		16,332	
Motor running expenses	10,123		7,687	
Legal and professional	(3,733)		9,774	
Telephone, printing, postage and stationery	4,520		5,328	
Travel expenses	6,128		4,414	
Insurance	1,881		624	
General expenses	2,449		3,023	
Management charge	54,000		46,000	
Audit and accountancy	4,450		4,430	
Internal accounting charges	5,000		5,000	
Pensions to former employees	-		156	
Advertising	17,918		17,711	
		120,200		120,479
Finance				
Bad debts	4,776		7,386	
Exceptional items - provision against				
inter-company indebtedness	123,115		-	
Depreciation	140		-	
Profit on disposal of fixed assets	(799)		(950)	
Discounts received	(4,578)		(3,131)	
Investment written off			810	
	•	122,514		4,115
	_	244,242		124,379

# THE WINGHAM ENGINEERING COMPANY LIMITED TRADING AS OAKS PLANT HIRE

# OPERATING STATEMENT

·				
•		1998		1997
		£		£
Turnover		663,073		560,135
Cost of work done				
Material and plant repairs	99,692		102,332	
Wages and allied costs	145,088		139,593	
Plant hire	43,905		23,131	
Plant depreciation	39,086		27,944	
Site expenses	7,336		7,767	
Transportation costs	917		733	
Purchases for resale	90,041		85,138	
Profit on disposal of fixed assets	(17,918)		(6,214)	
Gross operating profit		(254,926)		(179,711)
Overhead expenses				
Statement attached		(171,679)		(144,953)
Profit on ordinary activities before taxation		83,247		34,758

# THE WINGHAM ENGINEERING COMPANY LIMITED TRADING AS OAKS PLANT HIRE

## STATEMENT OF OVERHEAD EXPENSES

		• • •		
•	40 mg	1998		1997
	£	£		£
Establishment				
Rent and rates	28,256		27,588	
Light and heat	4,212		4,108	
Repairs and renewals	1,734		, <u>-</u>	
	-	34,202		31,696
Administration				
Motor expenses	34,313		26,829	
Legal and professional	1,917		1,531	
Telephone, printing, postage and stationery	6,372		5,468	
Insurance	4,350		4,351	
General expenses	4,441		2,948	
Management charge	50,500		46,500	
Audit and accountancy	5,000		5,000	
Advertising	4,779		4,889	
		111,672		97,516
Finance				
Bad debts	2,000		1,279	
Depreciation	18,859		16,845	
Profit on disposal of fixed assets	-		(3,873)	
Finance lease charges	6,184		2,871	
Discounts received	(1,238)		(1,381)	
		25,805	·	15,741
		171,679		144,953