

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 1994

(REGISTERED IN ENGLAND AND WALES NO. 32352)



TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

DIRECTORS' REPORT

The directors present their report and the financial statements for the year ended 31 March 1994.

Activities, business review and future developments

The company disposed of all its properties to another group company other than the Dudley Road site which it sold to a third party, but in respect of which has contracted to carry out the development of the site, and the Park Lane site which it continues to hold and has commenced development. The company's activity is now that of a property developer. The result for the year as set out in the profit and loss account on page 5 was satisfactory given the current climate in the industry.

Change of name

On 1 June 1994 the company changed its name to Triplex Lloyd Property Developments Limited.

Results and dividends

The profit for the financial year amounted to £281,302 (1993: £508,601). The directors do not recommend the payment of a dividend (1993: £600,000).

Fixed assets

The fixed asset movements are set out in note 5 to the financial statements.

Directors and directors' interests

The directors who served during the year are as follows:

J R Foley  
S Ford  
R Richmond

No director held any interest in the shares of this company. The interests of J R Foley in the shares of the ultimate holding company are shown in the financial statements of Triplex Lloyd plc. The interests of the other directors in ordinary shares of Triplex Lloyd plc are as follows:

	<u>31 March 1994</u>	<u>1 April 1993</u>
	Options	Options
R Richmond	75,000	62,559
S Ford	4,361	20,000

The company maintains insurance to cover Directors' and Officers' liability as defined by section 310 (3) (a) of the Companies Act 1985 as amended.

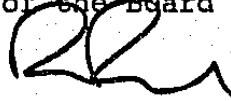
TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

DIRECTORS' REPORT  
(continued)

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Peat Marwick as auditors of the company is to be proposed at the forthcoming annual general meeting.

By order of the Board



R RICHMOND  
Secretary

Registered office:

Quayside House  
Sandwell Green  
Rounds Green Road  
Oldbury  
West Midlands  
B69 2DG

12 July 1994

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

DIRECTORS' RESPONSIBILITIES IN RELATION TO  
THE FINANCIAL STATEMENTS

The following statement, which should be read in conjunction with the auditors' statement of auditors' responsibilities set out on page 4, is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the auditors in relation to the financial statements.

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss for the financial year.

The directors consider that in preparing the financial statements, the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgments and estimates, and that all accounting standards which they consider to be applicable have been followed. The directors are required to use a going concern basis in preparing the financial statements unless this is inappropriate.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and to detect fraud and other irregularities.

AUDITORS' REPORT TO THE MEMBERS OF  
TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

We have audited the financial statements on pages 5 to 14.

Respective responsibilities of directors and auditors

As described on page 3 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 as at 31 March 1994 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Peat Marwick  
Chartered Accountants  
Registered Auditors  
Birmingham  
12 July 1994

*KPMG Peat Marwick*

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 1994

	Note	1994 £	1993 £
TURNOVER	2	738,638	466,015
Cost of sales		<u>(223,502)</u>	<u>(81,424)</u>
GROSS PROFIT		515,136	384,591
Administrative expenses		<u>(342,836)</u>	<u>(115,087)</u>
Operating profit from discontinued operations		172,300	269,504
Exceptional item: Profit on disposal of property		<u>104,076</u>	<u>293,911</u>
Profit on ordinary activities before interest		276,376	563,415
Interest		<u>-</u>	<u>186</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	276,376	563,601
Tax on profit on ordinary activities	4	<u>4,926</u>	<u>(55,000)</u>
PROFIT FOR THE FINANCIAL YEAR		281,302	508,601
Dividends - proposed		<u>-</u>	<u>(600,000)</u>
TRANSFER TO/(FROM) RESERVES		<u>281,302</u>	<u>(91,399)</u>

The above results arise entirely from the discontinued property management activity.

The notes on pages 8 to 14 form part of these financial statements.

Movements on reserves are set out in note 12 on page 14 of these financial statements.

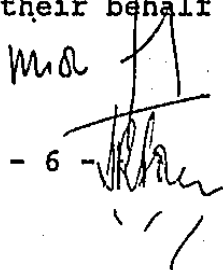
**TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED**  
**(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)**

**BALANCE SHEET**  
**AT 31 MARCH 1994**

		1994		1993	
	Note	£	£	£	£
<b>FIXED ASSETS</b>					
Tangible assets	5		-		5,709,613
Investments	6		120,123		120,123
			<u>120,123</u>		<u>5,829,736</u>
<b>CURRENT ASSETS</b>					
Stocks	7	1,412,473			
Debtors	8	6,808,744		125,050	
Cash at bank and in hand			-		12,132
		<u>8,221,217</u>		<u>137,182</u>	
<b>CREDITORS:</b>					
AMOUNTS FALLING DUE WITHIN ONE YEAR	9	(3,502,248)		(1,364,128)	
<b>NET CURRENT ASSETS/ (LIABILITIES)</b>			<u>4,718,969</u>		<u>(1,226,946)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>4,839,092</u>		<u>4,602,790</u>
<b>PROVISION FOR LIABILITIES AND CHARGES</b>	10		-		(45,000)
<b>NET ASSETS</b>			<u>4,839,092</u>		<u>4,557,790</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	11		2,085,240		2,085,240
Revaluation reserve	12		797,000		1,937,339
Capital reserve	12		-		517,280
Profit and loss account	12		1,956,852		17,931
			<u>4,839,092</u>		<u>4,557,790</u>

The notes on pages 8 to 14 form part of these financial statements.

These financial statements were approved by the Board of directors on 12 July 1994 and signed on their behalf by:

  
 S FORD)  
 J R FOLEY)  
DIRECTORS

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES  
FOR THE YEAR ENDED 31 MARCH 1994

There is no difference between the profit for the financial year and the total recognised gains for the years ended 31 March 1993 and 1994.

NOTE OF HISTORICAL COST PROFITS AND LOSSES  
FOR THE YEAR ENDED 31 MARCH 1994

	<u>1994</u> £	<u>1993</u> £
Profit on ordinary activities before taxation	276,376	563,601
Realisation of property revaluation gains of previous years	<u>745,200</u>	<u>-</u>
Historical cost profit on ordinary activities before taxation	<u>1,021,576</u>	<u>563,601</u>
Historical cost profit/(loss) for the year retained after taxation and dividends	<u>1,026,502</u>	<u>(91,399)</u>

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS'  
FUNDS FOR THE YEAR ENDED 31 MARCH 1994

	<u>1994</u> £	<u>1993</u> £
Profit for the financial year	281,302	508,601
Dividends	-	(600,000)
Movements in year to 31 March 1994	<u>281,302</u>	<u>(91,399)</u>
Shareholders' funds at 31 March 1993	<u>4,557,790</u>	<u>4,649,189</u>
Shareholders' funds at 31 March 1994	<u>4,839,092</u>	<u>4,557,790</u>



TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 1994

1. Accounting policies

(a) Basis of accounting

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain tangible fixed assets, and in accordance with applicable accounting and financial reporting standards.

(b) Turnover

The turnover stated is the amount receivable (excluding VAT) in respect of rents receivable and property service and management charges.

(c) Depreciation

Freehold land and properties held for resale or development are not depreciated. Depreciation is calculated so as to write off the cost or valuation less estimated residual value of other fixed tangible assets by the straight line method over the period of their useful lives, as follows:-

Freehold buildings and long leasehold property 2% per annum

(d) Stocks

Property, previously classified as a fixed asset, but which is no longer required by the company and so is to be redeveloped prior to its sale, has been reclassified as a current asset. In previous years, whilst recorded as a fixed asset, the property was revalued at its then market value. On reclassification the property has been transferred at its net book value. This treatment is a departure from the requirements of the Companies Act 1985 which requires current assets to be included in the accounts at the lower of their purchase price and net realisable value. The directors consider that no profit should be created nor loss avoided by reclassifying the property and have therefore adopted the treatment in order that the accounts give a true and fair view.

Had the prescribed treatment been applied the carrying value of the development property would have been reduced by £797,00 to £492,500 and the revaluation reserve, amounting to £797,000 would have been eliminated. Other development properties are stated at cost.

The directors are of the opinion that the estimated net realisable value of the development properties is not less than its book value.

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 1994  
(continued)

1 Accounting policies

(e) Deferred taxation

Provision is made under the liability method only in respect of those timing differences which are expected to become payable in the foreseeable future.

2 Turnover

Turnover for the year includes rent receivable of £238,638 (1993: £466,015). The whole of the company's turnover arose in the United Kingdom.

3 Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging:

	<u>1994</u>	<u>1993</u>
	£	£
Lease termination payment	125,000	-
Directors' remuneration	-	-
Depreciation	-	5,681
Staff costs	-	-
Auditors' remuneration	<u>4,000</u>	<u>5,000</u>

Non-audit fees payable to the auditors amounted to £3,000 (1993: £nil).

4 Tax on profit on ordinary activities

	<u>1994</u>	<u>1993</u>
	£	£
Corporation tax at 33% on the profits for the year	42,872	63,000
Adjustment in respect of prior years	(47,798)	(8,000)
	<u>(4,926)</u>	<u>55,000</u>

The tax charge for the year is lower than the standard rate of corporation tax primarily due to adjustments in respect of prior years and the utilisation of capital losses.

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 1994  
(continued)

5 Tangible fixed assets

	<u>Land and buildings</u>			
	<u>Freehold</u>	<u>Long</u>	<u>Short</u>	<u>Total</u>
	<u>£</u>	<u>Leasehold</u>	<u>Leasehold</u>	<u>£</u>
		<u>£</u>	<u>£</u>	
<u>Cost or valuation</u>				
At 1 April 1993	5,758,074	123,116	46,000	5,927,190
Additions	62,182	-	-	62,182
Intra-group transfers	(3,697,750)	(123,116)	(46,000)	(3,866,866)
Disposals and adjustments	<u>(2,122,506)</u>	<u>-</u>	<u>-</u>	<u>(2,122,506)</u>
At 31 March 1994	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<u>Depreciation</u>				
At 1 April 1993	209,058	6,679	1,840	217,577
Intra-group transfers	(166,989)	(6,679)	(1,840)	(175,508)
Disposals and adjustments	<u>(42,069)</u>	<u>-</u>	<u>-</u>	<u>(42,069)</u>
At 31 March 1994	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<u>Net book values</u>				
At 31 March 1994	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
At 31 March 1993	<u>5,549,016</u>	<u>116,437</u>	<u>44,160</u>	<u>5,709,613</u>

Disposals and adjustments include £1,289,500 (net book value) relating to the Park Lane property transferred to stocks - property development (note 7).

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 1994  
(continued)

5 Tangible fixed assets (continued)

	<u>1994</u>	<u>1993</u>
	<u>£</u>	<u>£</u>
<u>Land and buildings</u>		
Cost or valuation comprises:		
Open market valuation in 1988	-	1,075,000
Cost	-	4,852,190
	-	<u>5,927,190</u>
Historical cost of assets	-	5,923,430
Aggregate depreciation based on historical cost	-	(961,948)
Historical cost net book value	-	<u>4,961,482</u>

Capital commitments

There were no outstanding capital commitments at 31 March 1994 (1993: £Nil).

6 Investments

	<u>Cost</u>	<u>Provision</u>	<u>Net book value</u>
	<u>£</u>	<u>£</u>	<u>£</u>
Shares in unlisted, wholly owned subsidiary undertakings:			
At 1 April 1993 and 31 March 1994	<u>502,121</u>	<u>(382,048)</u>	<u>120,073</u>
Shares in unlisted associated undertaking:			
At 1 April 1993 and 31 March 1994	<u>50</u>	<u>-</u>	<u>50</u>

**TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED**  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 1994**  
(continued)

**6 Investments (continued)**

The investments, all of which are incorporated in Great Britain and registered in England and Wales are:-

Subsidiary undertakings:

Triplex Properties Limited	- non-trading
Alcester Street Properties Limited	- non-trading
Hopecar Limited	- non-trading
E C & J Keay Limited	- non-trading
Deritend Properties Limited	- non-trading

Associated undertaking (50% owned):

Hale Property Developments Limited	- property development
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All shares held are ordinary shares.

In the opinion of the directors the value of the investments in subsidiary and associated undertakings is not less than the value at which it is included in the balance sheet.

The company does not prepare Group accounts because it is a wholly-owned subsidiary of a company incorporated in Great Britain (see note 13).

**7 Stocks**

	<u>1994</u>	<u>1993</u>
	<u>£</u>	<u>£</u>
Development properties	1,939,473	-
Less: cash received on account of contracts	(527,000)	-
	<u>1,412,473</u>	<u>-</u>

**8 Debtors**

	<u>1994</u>	<u>1993</u>
	<u>£</u>	<u>£</u>
Trade debtors	-	125,000
Amounts owed by group undertakings	5,767,428	-
Other debtors	955,500	50
Prepayments and accrued income	85,816	-
	<u>6,808,744</u>	<u>125,050</u>

**TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED**  
**(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 1994**  
**(continued)**

**9 Creditors: amounts falling due within one year**

	<u>1994</u>	<u>1993</u>
	£	£
Payments received on account	2,177,649	-
Trade creditors	6,729	1,321
Amounts owed to group undertakings	-	428,500
Amounts owed to subsidiary undertakings	250,008	250,008
Corporation tax	42,872	63,000
Other taxation and social security	852,982	-
Accruals and deferred income	152,008	-
Dividend payable	-	600,000
Other creditors	20,000	21,299
	<u>3,502,248</u>	<u>1,364,128</u>

**10 Provision for liabilities and charges**

Deferred taxation

At 31 March 1993	45,000
Transfer to profit and loss account	<u>(45,000)</u>
At 31 March 1994	<u>-</u>

The deferred taxation liability in respect of all timing differences is:

	<u>1994</u>		<u>1993</u>	
	<u>Amount provided</u>	<u>Amount not provided</u>	<u>Amount provided</u>	<u>Amount not provided</u>
	<u>£</u>	<u>£</u>	<u>£</u>	<u>£</u>
Capital allowances	-	-	45,000	-

**11 Called up share capital**

	<u>1994</u>	<u>1993</u>
	£	£
Authorised:		
4,170,480 stock units of 50p each	2,085,240	2,085,240
829,520 shares of 50p each	414,760	414,760
	<u>2,500,000</u>	<u>2,500,000</u>
Allotted, called up and fully paid:		
4,170,480 stock units of 50p each	<u>2,085,240</u>	<u>2,085,240</u>

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED  
(FORMERLY TRIPLEX LLOYD PROPERTIES LIMITED)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 1994  
(continued)

12 Reserves

	<u>Revaluation reserve</u> <u>£</u>	<u>Capital reserve</u> <u>£</u>	<u>Profit and loss account</u> <u>£</u>
At 1 April 1993	1,937,339	517,280	17,931
Profit for the year	-	-	281,302
Realised on disposals	<u>(1,140,339)</u>	<u>(517,280)</u>	<u>1,657,619</u>
At 31 March 1994	<u>797,000</u>	<u>-</u>	<u>1,956,852</u>

13 Ultimate holding company

The company's ultimate holding company is Triplex Lloyd plc, a company incorporated in Great Britain and registered in England and Wales.

The consolidated financial statements of Triplex Lloyd plc are available to the public and may be obtained from Quayside House, Sandwell Green, Rounds Green Road, Oldbury, West Midlands, B69 2DG.

No other Group financial statements include the results of the company.