REGISTRAN

## WEBSTER & HORSFALL LIMITED

#### **ACCOUNTS**

#### YEAR ENDED 31ST DECEMBER 1995

(As abbreviated by section 246, Companies Act 1985)

Registered no. 35630



WENHAM MAJOR CHARTERED ACCOUNTANTS BIRMINGHAM

#### REPORT AND FINANCIAL STATEMENTS

#### YEAR ENDED 31ST DECEMBER 1995

CONTENTS	PAGE
Directors' report	1
Auditors' report	3
Accounting policies	5
Profit and loss account	6
Balance sheet	7
Cash flow statement	8
Notes to the financial statements	10 to 15

#### **COMPANY INFORMATION**

DIRECTORS:	Col J H C Horsfall J M C Horsfall C A L C Horsfall P J C Robinson G H G C Horsfall C A C Horsfall B P Knox-Peebles C W Bragg W I Lawrie
SECRETARY:	W I Lawrie

REGISTERED OFFICE:	Hay Mills
	Birmingham
	B25 8DW

AUDITORS:	Wenham Major
	89 Cornwall Street
	Birmingham
	B3 3BY

BANKERS:

National Westminster Bank Plc
Bennetts Hill Branch

Birmingham Business Centre 8 Bennetts Hill

8 Bennetts Hil Birmingham B2 5RT

#### **DIRECTORS' REPORT**

#### YEAR ENDED 31ST DECEMBER 1995

The Directors present their report together with the audited financial statements of the company for the year ended 31st December 1995.

#### PRINCIPAL ACTIVITIES

The principal activity of the company throughout the year was that of manufacture of wire from steel rod.

#### REVIEW OF BUSINESS

The results for the year and the financial position at the year end were considered satisfactory by the directors.

#### RESULTS AND DIVIDENDS

The results of the year's trading, the financial position of the company and the transfer to reserves are shown in the annexed accounts.

#### INLAND REVENUE TAX SETTLEMENT

During 1994 settlement was reached with the Inland Revenue following their investigation of the Company's tax affairs for the six years ended 31st December 1992. This related to the under-valuation of stocks and the incorrect treatment of prepayments and accruals. The total cost involved was £714,488 which is disclosed on page 8 as exceptional expenditure in the Cash Flow Statement.

In the Financial Statements for the year ended 26th December 1992 provision was made for the estimated Corporation Tax that would arise from the Inland Revenue investigation; this was done by way of a prior year adjustment. The balance of the tax settlement amounts to £270,848 and has again been shown as a prior year adjustment; this is disclosed in note 16 on page 14. This ensures that the whole matter has been dealt with on a consistent basis from year to year.

#### **DIRECTORS' INTERESTS**

The directors in office who have served during the year and their interests in the shares of the company at the beginning and end of the year, was as follows:

	31.12.95		31.	12.94
	£1	£1	£1	£1
	"A" Ord	"B" Ord	"A" Ord	"B" Ord
Col J H C Horsfall	21,220	7,200	21,220	7,200
J M C Horsfall	11,100	4,612	11,100	4,612
C A L C Horsfall	21,500	6,525	21,500	6,525
P J C Robinson	8,000	17,875	8,000	17,875
G H G C Horsfall	12,740	2,272	12,740	2,272
C A C Horsfall	-	2,291	-	2,291
B P Knox-Peebles	12,040	18,060	12,040	18,060
C W Bragg	500	3,650	500	3,650
W I Lawrie	1,370	5,500	1,370	5,500

The directors retiring by rotation are Col J H C Horsfall, Mr G H G C Horsfall and Mr C A C Horsfall who, being eligible, offer themselves for re-election.

#### DIRECTORS' REPORT

#### YEAR ENDED 31ST DECEMBER 1995

Date: 30TH APRIL 1996

#### **DIRECTORS' RESPONSIBILITIES**

Company law requires us as 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, we are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent:
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

We are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable us to ensure that the financial statements comply with the Companies Act 1985. We are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### FIXED ASSETS

The movement in fixed assets is shown in the notes to the financial statements.

#### FREEHOLD LAND AND BUILDINGS

The directors are of the opinion that the market value of properties at 31st December 1995 would significantly exceed the net book values included in the financial statements, but they are unable to quantify this excess in the absence of a professional valuation, the costs of which are not considered justifiable in view of the Company's intention to retain ownership of its existing properties for use in its business for the foreseeable future.

#### **FUTURE DEVELOPMENTS**

The directors aim to maintain the management policies which have resulted in the company's growth in recent years. They consider that the current year will show a significant growth in sales.

#### RESEARCH AND DEVELOPMENT

The company will continue it's policy of investment in research and development in order to retain a competitive position in the market.

#### DONATIONS

During the year the company made various charitable donations totalling £690 (1994: £215).

#### CLOSE COMPANY STATUS

The company is a close company within the meaning of the Income and Corporation Taxes Act 1988.

#### **AUDITORS**

The auditors, Wenham Major, have indicated their willingness to accept re-appointment under Section 385(2) of the Companies Act 1985.

ON BEHALF OF THE BOARD

COL J H C HORSFALL- DIRECTOR

2

# AUDITORS' REPORT TO THE DIRECTORS OF WEBSTER & HORSFALL LIMITED PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8 TO THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 5 to 15, together with the financial statements of Webster & Horsfall Limited prepared under section 226 of the Companies Act 1985 for the year ended 31st December 1995.

## RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors are responsible for preparing the abbreviated accounts in accordance with Schedule 8 to the Companies Act 1985. It is our responsibility to form an independent opinion as to the company's entitlement to the exemptions claimed in the directors' statement on page 7 and whether the abbreviated accounts have been properly prepared in accordance with that Schedule.

#### BASIS OF OPINION

We have carried out the procedures we considered necessary to confirm, by reference to the audited financial statements, that the company is entitled to the exemptions and that the abbreviated accounts have been properly prepared from those financial statements. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

#### **OPINION**

In our opinion the company is entitled under sections 246 and 247 of the Companies Act 1985 to the exemptions conferred by Section B of Part III of Schedule 8 to that Act, in respect of the year ended 31st December 1995, and the abbreviated accounts on pages 5 to 15, have been properly prepared in accordance with that Schedule.

#### OTHER INFORMATION

On 30th April 1996 we reported, as auditors of Webster & Horsfall Limited, to the members on the financial statements prepared under section 226 of the Companies Act 1985 for the year ended 31st December 1995 and our audit report was as follows:

"We have audited the financial statements on pages 4 to 14 which have been prepared under the historical cost convention and the accounting policies set out on page 4.

#### 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

# AUDITORS' REPORT TO THE DIRECTORS OF WEBSTER & HORSFALL LIMITED PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8 TO THE COMPANIES ACT 1985

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 31st December 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985".

Wenham Major

Chartered Accountants and Registered Auditors

Date: 30th April 1996

89 Cornwall Street Birmingham B3 3BY

#### ACCOUNTING POLICIES

#### YEAR ENDED 31ST DECEMBER 1995

#### BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention.

#### DEPRECIATION

Depreciation has been computed to write off the cost of tangible fixed assets over their expected useful lives using the following rates:

Freehold buildings

Over 40 years

Plant, machinery and motor vehicles

Written off as expenditure incurred.

#### **STOCKS**

Stocks have been valued at the lower of cost and net realisable value.

#### FOREIGN EXCHANGE

Transactions denominated in foreign currencies are translated into sterling and recorded at the rate of exchange ruling at the date of transaction.

#### FIXED ASSET INVESTMENTS

Long term investments are described as participating interests and are classified as fixed assets. Participating interest and unlisted investments are stated at cost.

#### PENSION COSTS

The company operates a pension scheme for the benefit of its employees. The funds of the schemes are administered by trustees and are separate from the company. Independent actuaries complete valuations at least every three years and, in accordance with the recommendations, annual contributions are paid to the schemes so as to secure the benefits set out in the rules and the periodic augmentation of current pensions. The cost of these and any variations from regular cost arising from actuarial valuations are charged or credited to profits on a systematic basis over the remaining service life of the employees.

#### **TURNOVER**

The Company's turnover represents the value, excluding Value Added Tax, of goods and services supplied to customers during the year.

#### ABBREVIATED PROFIT AND LOSS ACCOUNT

#### YEAR ENDED 31ST DECEMBER 1995

	Note	1995	1994
		£	£
GROSS PROFIT		1,951,707	1,477,808
Net operating expenses	1	1,392,297	1,233,241
OPERATING PROFIT	-	559,410	244,567
Profit on disposal of assets		2,500	1,000
	_	561,910	245,567
Interest receivable	4	35,695	62,077
Interest payable		(157)	(33)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	_	597,448	307,611
Taxation PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	5 _	193,731	100,101
Dividends  PETALNED PROFESS FOR TIME ASEAD	6 -	140,076	70,038
RETAINED PROFIT FOR THE YEAR	15	263,641	137,472

#### **NOTES**

- 1. This account relates to continuing operations.
- 2. Profit after taxation equals total recognised gains and losses for the year.
- 3. Retained Profit is the only addition to shareholders funds for the year.

#### STATEMENT OF RETAINED PROFITS

At the beginning of the year, as previously reported	1,889,263	2,022,639
Prior year adjustment	-	270,848
As restated	1,889,263	1,751,791
Retained profit for the year, as above	263,641	137,472
At the end of the year	2,152,904	1,889,263

The prior year adjustment arises from a tax settlement.

#### ABBREVIATED BALANCE SHEET

#### 31ST DECEMBER 1995

	Note		1995		1994
		£	£	£	£
FIXED ASSETS					
Tangible Assets	7		21,007		21,007
Investments	8		18,340		19,340
			39,347		40,347
CURRENT ASSETS					·
Stocks	9	1,338,956		984,179	
Debtors	10	1,390,911		1,407,935	
Latch & Batchelor Limited		610,610		526,399	
Cash at bank and in hand		503,345		456,827	
	-	3,843,822	•	3,375,340	
Deferred taxation asset	11	17,510		5,837	
	-	3,861,332	•	3,381,177	
CREDITORS					
Amounts falling due within one year	12	1,177,426		961,912	
NET CURRENT ASSETS	•		2,683,906		2,419,265
NET ASSETS			2,723,253	•	2,459,612
				:	
CAPITAL AND RESERVES					
Called up share capital	13		233,461		233,461
Capital reserves	14		336,888		336,888
Profit and loss account	15		2,152,904		1,889,263
			2,723,253	•	2,459,612
				:	

The Directors have taken advantage of the exemptions conferred by Part III of Schedule 8 of the Companies Act 1985 and have done so on the grounds that, in their opinion, the Company is entitled to those exemptions as a medium-sized company.

Approved by the Board of Directors and signed on their behalf on 30th April 1996

COLJHCHORSFALL - DIRECTOR

J M C HORSFALL - DIRECTOR

J. M. c. Hon of all.

# CASH FLOW STATEMENT

# YEAR ENDED 31ST DECEMBER 1995

		1995		1994
	£	£	£	£
NET CASH INFLOW/(OUTFLOW) FROM				
OPERATING ACTIVITIES (NOTÉ 1)		282,232		(81,264)
RETURNS ON INVESTMENTS AND				
SERVICING OF FINANCE				
Interest received	25,403		41,493	
Interest paid	(157)		(33)	
Dividends received	8,234		16,467	
Dividends paid	(93,384)		(81,711)	
NET CASH (OUTFLOW) FROM RETURNS		_		
ON INVESTMENTS AND SERVICING OF				
FINANCE		(59,904)		(23,784)
TAXATION				
Corporation tax paid (including ACT)		(92,825)		(114,912)
EXCEPTIONAL EXPENDITURE		,		, , ,
Tax settlement	-		440,354	
Interest	-		195,013	
Penalties	-		68,121	
Professional costs	-		11,000	
				(714,488)
INVESTING ACTIVITIES				` , ,
Payments to acquire fixed assets	(85,485)		(94,948)	
Receipts from sale of fixed assets	2,500		1,000	
NET CASH (OUTFLOW) FROM		_	<u>-</u>	
INVESTING ACTIVITIES		(82,985)		(93,948)
INCREASE/(DECREASE) IN CASH AND		•		` ' '
CASH EQUIVALENTS (NOTE 3)	_	46,518		(1,028,396)

#### NOTES TO THE CASH FLOW STATEMENT

YEAR ENDED 31ST DECEMBER 1995

# 1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

	1995	1994
	£	£
Operating profit	559,410	244,567
Depreciation charges	85,485	94,948
Loss on disposal of investments	1,000	-
(Increase) in stocks	(354,777)	(163,407)
(Increase) in debtors	(72,922)	(431,883)
Increase in creditors	64,036	174,511
Net cash inflow/(outflow) from operating activities	282,232	(81,264)

# 2. ANALYSIS OF THE CHANGES IN CASH AND CASH EQUIVALENTS DURING THE YEAR

At 31st December 1994	456,827	1,485,223
Net cash inflow/(outflow)	46,518	(1,028,396)
At 31st December 1995	503,345	456,827

# 3. ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS AS SHOWN IN THE BALANCE SHEET

	1995	1994	Change in
			year
	£	£	£
Cash at bank and in hand	503,345	456,827	46,518

# NOTES TO THE ABBREVIATED ACCOUNTS

# YEAR ENDED 31ST DECEMBER 1995

# 1. OTHER OPERATING EXPENSES (NET)

	1995	1994
	£	£
Salaries costs and social security	579,199	570,202
Depreciation and amounts written off tangible fixed assets	85,485	94,948
Other operating income	(21,825)	(14,393)
Other operating charges	749,438	582,484
	1,392,297	1,233,241
Operating profit is stated after charging:		
Directors' remuneration	91,088	79,104
Depreciation on tangible fixed assets - Own assets	85,485	90,530
Exchange (profits)	-	(512)
Auditors' remuneration and expenses	19,300	19,050
And after crediting:		
Rents received - Sundry income	21,825	14,393
2. DIRECTORS REMUNERATION		
Directors' emoluments	91,088	79,104
Fees	18,000	18,000
Other remuneration (including pension contributions and benefits in kind)	73,088	61,104
	91,088	79,104
The remuneration of the chairman was	0.575	2 (27
	9,575	3,627
The remuneration of the highest paid director was	33,104	29,683
The remuneration of all the directors, including the above, was within the		
following ranges:	Number	Number
£ Nil - £ 5,000	5	6
£5,001 - £10,000	2	1
£25,001 - £30,000	-	2
£30,001 - £35,000	2	-

# NOTES TO THE ABBREVIATED ACCOUNTS

#### YEAR ENDED 31ST DECEMBER 1995

#### 3. STAFF COSTS

The average weekly number of persons employed by the company, including directors, during the year was as follows:

		1995	1994
		Number	Number
	Administration	16	16
	Production	105	95
	Sales	4	3
		125	114
	The aggregate payroll costs of these persons were as follows:		
		£	£
	Wages and salaries	1,732,378	1,473,156
	Social security	167,994	142,091
	Other pension costs	84,003	89,559
		1,984,375	1,704,806
4.	INVESTMENT INCOME		
	Income from fixed asset investments - Unlisted	10,292	20,584
	Other interest receivable	25,403	41,493
		35,695	62,077
5.	TAXATION		
	Current Year:		
	Corporation tax at 33%	190,274	97,795
	UK Corporation tax payable on subsidiary company profits	804	-
	Tax attributable to franked investment income  Prior Year:	2,058	4,117
	Corporation tax	595	(1,811)
		193,731	100,101
6.	DIVIDENDS		
	Dividends paid - 1st interim	23,346	23,346
	Dividends paid - 2nd interim	46,692	23,346
	Dividends payable - final	70,038	23,346
		140,076	70,038

#### NOTES TO THE ABBREVIATED ACCOUNTS

#### YEAR ENDED 31ST DECEMBER 1995

#### 7. TANGIBLE FIXED ASSETS

	Land and Buildings	Plant and Machinery	Fixtures & Fittings	Motor Vehicles	Total
	£	£	£	£	£
Cost	~	<b>~</b>	<b>d</b> ₩	<b>d•</b>	r.
At 31st December 1994	115,536	773,454	62,743	275,189	1,226,922
Additions	-	22,606	25,567	37,312	85,485
Disposals	-	-	-	(12,640)	(12,640)
At 31st December 1995	115,536	796,060	88,310	299,861	1,299,767
Depreciation				<del></del>	
At 31st December 1994	94,529	773,454	62,743	275,189	1,205,915
Charge for the year	-	22,606	25,567	37,312	85,485
Disposals	-	-	-	(12,640)	(12,640)
At 31st December 1995	94,529	796,060	88,310	299,861	1,278,760
Net book value					
At 31st December 1995	21,007		-	-	21,007
At 31st December 1994	21,007	~	-	<u>-</u>	21,007

#### 8. FIXED ASSET INVESTMENTS

	1995	1994
COST AND NET BOOK VALUE:-	£	£
31st December 1994 and 31st December 1995		
Latch and Batchelor Limited	13,340	13,340
Webster and Horsfall (Canada) Limited	5,000	5,000
Dalchosnie Estate - Commercial Woodlands	Nil	1,000
	18,340	19,340

The investment in Latch & Batchelor, a Company incorporated in England and Wales, represents a holding of 42.9% of the issued ordinary share capital. The aggregate of the share capital and reserves of Latch & Batchelor Limited at 31st December 1995 amount to £407,246 (1994: £504,875) and its (loss)/profit on ordinary activities before taxation for the year then ended was £(89,064) (1994: profit £98,102).

The investment in Webster & Horsfall (Canada) Limited, a Company incorporated in Canada, represents a holding of 100% of the issued ordinary share capital. The Company ceased trading on 28th January 1993.

# NOTES TO THE ABBREVIATED ACCOUNTS

# YEAR ENDED 31ST DECEMBER 1995

# 9. STOCKS

	1995	1994
	£	£
Raw materials and consumables	842,523	654,438
Work in progress	382,713	230,052
Finished goods	113,720	99,689
	1,338,956	984,179
10. DEBTORS: AMOUNTS DUE WITHIN ONE YEAR		
Trade debtors	1,369,938	1,377,169
Other debtors	2,557	13,453
Corporation tax repayable	-	5,735
Prepayments and accrued income	18,416	11,578
	1,390,911	1,407,935
11. DEFERRED TAXATION ASSET		
This comprises recoverable advance corporation tax on proposed dividends		
in accordance with the Statement of Standard Accounting Practice No 8.	17,510	5,837
in accordance with the statement of standard recounting Practice 140 6.	17,510	3,037
12. CREDITORS: AMOUNTS DUE WITHIN ONE YEAR		
Trade creditors	540,109	458,032
Proposed dividend	70,038	23,346
Corporation tax	196,914	92,128
Other tax and social security	125,092	146,508
Accruals and deferred income	245,273	241,898
	1,177,426	961,912
13. SHARE CAPITAL		
Authorised:		
161,539 11% non-cumulative preference shares of £1 each	161,539	161,539
97,982 "A" ordinary shares of £1 each	97,982	97,982
135,479 "B" ordinary shares of £1 each	135,479	135,479
	395,000	395,000
Issued and fully paid:		
97,982 "A" ordinary shares of £1 each	97,982	97,982
135,479 "B" ordinary shares of £1 each	135,479	135,479
	233,461	233,461

# NOTES TO THE ABBREVIATED ACCOUNTS

#### YEAR ENDED 31ST DECEMBER 1995

#### 14. RESERVES

14. RESERVES			
	Balance	Additions	Balance
	31.12.94	During Year	31.12.95
	£	£	£
Plant replacement reserve	31,000	-	31,000
Capital reserve	100,000	-	100,000
General reserve	44,349	-	44,349
Capital redemption reserve	161,539	-	161,539
	336,888		336,888
15. PROFIT AND LOSS ACCOUNT			
		1995	1994
		£	£
Profit and loss account			
At 31st December 1994		1,889,263	2,022,639
Prior year adjustment			270,848
		1,889,263	1,751,791
Retained profit for the year		263,641	137,472
At 31st December 1995	•	2,152,904	1,889,263
The prior year adjustment arises from a tax settlement.			
16. RECONCILIATION OF MOVEMENTS IN SHAREHO	LDERS' FUND	s	
Profit for the financial year		403,717	207,510
Dividends		140,076	70,038
	·	263,641	137,472
Prior year adjustment		-	270,848
Net addition to/(deduction from) shareholders' funds		263,641	(133,376)
Opening shareholders' funds		2,459,612	2,592,988
Closing shareholders' funds		2,723,253	2,459,612

## NOTES TO THE ABBREVIATED ACCOUNTS

#### YEAR ENDED 31ST DECEMBER 1995

#### 17. CAPITAL COMMITMENTS

	1995	1994
	£	£
Commitments for capital expenditure at the end of the year were as follows:		
Authorised and contracted for	Nil	Nil
Authorised but not contracted for	Nil	Nil

#### 18. PENSION COSTS

The company operates a contributory pension scheme. It is a defined contribution scheme and contributions are charged in the profit and loss account as they accrue. The charge for the year was £84,002 (1994: £88,889).

#### **AUDITORS' REPORT TO THE DIRECTORS OF**

#### WEBSTER & HORSFALL LIMITED

#### PURSUANT TO SECTION 248 OF THE COMPANIES ACT 1995

We have examined the Accounts of Webster & Horsfall Limited and its Subsidiaries for the year ended 31st December 1995. The scope of our work for the purpose of this report was limited to confirming the Directors' entitlement to the exemption from preparing and delivering Group Accounts.

In our opinion the Company is entitled to the exemption conferred by Section 248 of the Companies Act 1985 from the requirement to prepare Group Accounts for the year ended 31st December 1995.

WENHAM MAJOR Chartered Accountants and Registered Auditors

89 Cornwall Street BIRMINGHAM B3 3BY

30th April 1996