46883

H. BRONNLEY & CO. LIMITED

DIRECTORS' REPORT

YEAR ENDED 31ST DECEMBER 1992



MOORES ROWLAND Chartered Accountants LONDON



NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the members of the Company will be held at the office of the Company at Radstone Road, Brackley, on 22nd October 1993 at 2.30 pm to transact the following business:-

1. To receive and consider the Directors' Report and Audited Accounts for the year ended 31st December 1992.

To confirm the Dividends as ser out in the Audited Accounts for the year.

- 3. To tomoloes Mr. H.G. Blank as a Director.
- 6 To resolve that the annual amount of Directors' fees to be paid to each Director under Article 88 chall be £3,478 per annum as from 1st January 1993.
- S To reappoint auditors and authorise the Directors to determine their lemuneration.
- to To Francact and Other business which may be properly transacted at an Annual Seneral Meeting of the Company.

By Order of the Board,

F.J. SHEPPARD Secretary

28th June 1493



## DIREC ORS

Miss A. Rossiter (Chairman)

A.R. Smith, C.A.

H.G. Blank, F.C.A.

F.J. Sheppard (Managing Director and Secretary)

## SERVICE DIRECTORS

T.M. Stocker Mro P. Swift H. Lovett

# REGISTERED OFFICE AND FACTORY

Radatone Road, Brackley, Morthamptonahire, MN13 SAU

# LOUBON OFFICE AND SHOWROOM

10 Conduit Street, London WIR OBR

## AUDITORS

Medoto Meoreo Rewland, Clillord's Inn, Pettor Lanc, London, EGGA IAS

# SMILE TERR

Menus Denton Hall Burgin & Warren, C Chancery Lane, Lendon We2A 11P

## PRINCIPAL PARKER

Midland Bank Camited, 17 Market Place, Banburv, 85.191dubire 9X16 ARD



## DIRECTORS' REPORT

The directors submit their report and the accounts for the year ended 31st December 1992.

# PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the group during the year continued to be the production and wholesale distribution of quality soap and toiletries.

The volume of sales has been maintained at 1991 levels despite a sluggish domestic market.

An improvement in overall efficiency together with a cost reduction programme, and a lower level of borrowings has led to a satisfactory result for the year under review.

#### DIVIDENDS AND APPROPRICTIONS

Dividends have been paid on the preference shares for 1992. The directors recommend that a final dividend of 6 pence per share (1991  $\Rightarrow$  3 pence) be paid on both classes of the ordinary shares.

The profit for the year and the appropriation thereof is set out in the Profit and Loss Atsount on page 6.

## DIRECTORS AND INTERESTS IN SHARES

The names of the present directors of the company are stated on page 2. Mr. H. Rosalter ser , as a director until his death on 24th January 1992. The number of shares in the company in which the directors had an interest as defined by the Companion Act 1985, is as follows:

At and of year		leial In nary Non-	terest Prefere	nce	Oth Ordina		terest Preference	
	<u>Yating</u>	Voting	<u>6%B</u>	5%	Voting	Vor inc.	<u>6%B</u>	5%
Miss A. Rossiter	17,365	141,556	15,624	125				
A.R. Smith		to	100	~				
H.C. Blank	E-	E2	ь	-				
₩F.J. Sheppard	500	=	⇒	tto				

# Directors joint and collective inverests

4,181 15,985 4,096 4,625

At beginning of year		neficial nary Non⇔	Interest Profere			ther Int nary Non=	erest Preterence	
	Verine	<u>Vot inc</u>	<u> </u>	5%	Voring.	Voring	<u>0%B</u>	5%
H. Rossiter (deceased 24th January 1992)	2,394	14,334						
WMiss A. Rossiter	6,100	144, 138	9,865	12	5			
WA.P. Smith			100	69				
%H.G. Blank	_	**	<b></b>					
MF J. Sheppard	-	<b>V</b> 3	-	-				

a Directors joint and collective interests

13,552 29,069 9,878 4,625



## DIRECTORS' REPORT - CONTINUED

"In respect of these shareholdings which are partly held through trusts, Miss A. Rossiter is beneficially interested in a proportion of trust shareholdings of 625 (1991 - 625) 5% Preference Shares, 2,610 (1991 - 7,710) 6% B Preference Shares, 4,181 (1991 - 12,495) Ordinary voting shares and 15,985 (1991 - 17,445) Ordinary non voting shares.

#### MARKET VALUE OF LAND AND BUILDINGS

The directors are of the opinion that the market value of land and buildings is in excess of book value but since there is no intention of selling the property, they do not consider the cost of obtaining a professional valuation is justified.

## ENVIRONMENTAL POLICY

The Board intend to commission an environmental audit during the next year.

## STAFF

The directors wish to thank the staff for their loyalty and co-operation during the year.

## **AUDITORS**

A resolution will be proposed at the Annual General Meeting to re-appoint Messrs. Meeres Row's nd as auditors for the ensuing year.

By order of the board.

F.J. Slybypard Sceretary

Radotone Road, Brackley, Northanes, NNIS SAU

28th June 1993

# AUDITORS REPORT TO THE MEMBERS OF

# H. BRONNLEY & CO. LIMITED

We have audited the accounts on pages 6 to 18 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of the affairs of the company and of the group at 31st December 1992 and of the profit and cashflow of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Mase, I also d

Chartered Accountants Registered Auditor LONDON

28th June 1993

# CONSOLYDATED PROFIT AND LOSS ACCOUNT YEAR Caded 31st December 1992

	W = 4-	a.	1992	1991
TURNOVER	Note 2	£	£ 6,079,165	£ 5,731,942
Cost of sales			(3,111,978)	(2,996,090)
GROSS PROFIT Selling and			2,967,188	2,735,852
distribution costs		(1,461,941)		(1,310,419)
Administrative expenses		(1,050,481)		(1,046,279)
			(2,512,022)	(2,356,698)
			455, 166	379, 154
Other operating income	3		71,783	3,177
			526,949	382,331
Interest pavable	4		(102,842)	(133,097)
PROFIT ON GRUINARY ACTIVITIES DEFORE TAXATION	5 2		424, 107 °	249,234
Tax on profit on ordinary activities	6		(206,689)	(104,539)
PROFIT ON ORDINARY ACTIVITIES. AFTER TAXATION	c.		217,418	144,695
Dividends	8		(27,010)	(14,496)
RETAINED PROFIT FOR THE YEAR			190,408	130,199
Recained profits brought for	/ard		645,557	515,358
RETAINED PROFITS CARRIED FOR	yard		£ 835,965	£645,557

# CONSOLIDATED BALANCE SHEET 31st December 1992

		_	1992	_	1991
TANGIBLE FIXED ASSETS	Note 9	£	£ 2,272,103	£	£ 2,295,284
CURRENT ASSETS					
Stocks	11	931,335		815,969	
Debtors	12	1,710,080		1,496,480	
Cash at bank and in hand		101,259		42,262	
		2,742,674		2,354,711	
CREDITORS - amounts falling due within one year	13	1,541,003		1,370,045	
NET CURRENT ASSETS			1,201,671		984,666
TOTAL ASSETS LESS CURRENT					
Liabii ities			3,473,774		3,279,950
CREDITORS - amounts falling due after more wan one year	14	130,052		159,147	
THE USENS MEAN & IN. COM Juns	• • •	150,002			
PROVISION FOR LTABILITIES					
and charges	15	151,766		119,255	
		Address of the State of the Sta	281,818		278,402
			£3, 191, 956		£3,001,548
			10 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
CAPITAL AND RESERVES					
Galled up share capital	16		450,991		450,991
Other reserves			1,905,000		1,905,000
Profix and loss account			835,965		645,557
			£3, 191, 956		£3,001,548
			<b>海公司在加州公司</b>		

Approved by the board on 28th June 1993

An Rossito.

Ann Rossiter Director BALANCE SHEET
31st December 1992

	Note	£	1992 £	£	1991 £
FIXED ASSETS Tangible assets	9		2,261,225		2,282,968
Investments	10		202		202
			2,261,427		2,283,170
CURRENT ASSETS			<b>-, -, -,</b> ,		•
Stock	11	931,335		815,969	
Debtors	12	1,740,052		1,422,292 27,657	
Cash at bank and in hand		25,202		27,037	
		2,696,589		2,265,918	
CREDITORS - amuonus falling					
due within one year	13	1,442,614		1,308,630	
NET CURRENT ASSETS		<u> </u>	1,253,975		957,288
TOTAL ASSETS LESS CURRENT			<del></del>		
LIABILITIES			3,515,402		3,240,458
CREDITORS - amounts falling					
due after more than one year	14	130,052		159,147	
PROVISION FOR LIABILITIES					
AND CHARGES	15	151,766		119,255	
			281,818	**************************************	278,402
			£3,233,584		£2,962,056
			<del></del>		
CAPITAL AND RESERVES  Galled up share capital	16		450,991		450,991
Other reserves	10		1,905,000		1,905,000
Profit and leas account			877,593		606,065
			£3,233,584		£2,962,056

Approved by the board on 25th June 1993

An Rossiter.

Ann Rossiter Director

н. в	RONNLEY & CO. LIMITED				9
	DLIDATED CASH FLOW STATEMENT December 1992		1992		1991
NET	CASH FLOW FROM OPERATIONS	£	£ 377,189	£	£ 638,827
Inte Ince	FLOW ON INVESTMENTS AND SERVICIN rest received rest paid dends paid	IG OF FINAN 1,376 (102,842) (14,496)	CE:	521 (133,097) (14,496)	
			(115,962)	<del></del>	(147,072)
TAXA UK p Over		38,174 613		33,424 (1,714)	
			(38,787)	<del>,</del>	31,710
Payin	STING ACTIVITIES ents to acquire tangible fixed as ipts from sales of tangible fixed		(114,447) 6,752		(116,000)
Capi leas Pens	NCING tal elements of finance e rentals ion fund loan yment of long term bank loan	(35,471) - -		(50,229) 50,000 (450,000)	
		<u> </u>	(33,471)	•	(450,229)
INGR	ease/(decrease) in Gash Equivalen	ITS	£81,274		£ (42,764)
NOTE	3				
1.	RECONCILIATION OF OPERATING PROF FLOW FROM OPERATIONS:	TT TO NET			
	Operating profit Exchange goin Depreciation (Increase)/decrease in stock Increase in debtors Increase in creditors		455,166 66,120 135,163 (115,366) (223,262) 59,368		379,154 2,867 110,055 70,594 (28,413) 104,570
2.	ANALYSIS OF CASH AND CASH EQUIVA	LENTS	1992	<u>1991</u>	<u>Change</u>
	Cash at bank and in hand Bank overdraft		101,259 (35%,700)	42,262 (377,977)	58,997 22,277
			(254,441)	(335,715)	81,274

Moores Rowland

#### NOTES TO THE ACCOUNTS

#### ACCOUNTING POLICIES

Basis of accounting:

The group accounts are prepared on the historic cost basis and in accordance with applicable Accounting Standards.

Consolidation:

The group accounts comprise the consolidated accounts of the holding company and all its subsidiary undertakings made up to 31st December 1992.

Depreciation of tangible fixed assets:

Fixed assets other than freehold land are being depreciated so as to write them off over their anticipated useful lives at the following annual rates:-

Freehold buildings

Plant and machinery: - plant and fixtures

- 2%-5% Straight Line

- 10% Straight Line

(formerly 10% Reducing Balance)

- computer and vehicles

- 20% Straight Line

Stock, work in progress and finished goods:

Stock and work in progress are valued at the lower of cost, including appropriate everhead expenses, and estimated net realisable value.

Foreign currency translation:

Foreign currency namets, liabilities and trading results have been translated into atterling at the end of year exchange rates. Transactions in foreign currency are translated at the rates at the time of a transaction and ensuing differences taken to profit and loss account. The difference arising on restatement of the accumulated losses of foreign subsidiaries is also taken to profit and loss account because the losses have been financed by the holding company.

Deferred taxation:

Providion is made, at current rates of corporation tax, for net deterred liabilities arising from timing differences, principally on depreciation of fixed assets.

Leaned assers:

Assets the subject of hire purchase contracts are capitalised and all other leasing payments are charged to profit and loss account.

Pension costs:

Contributions to the defined benefit pension scheme are charged to the protit and loss account on a systematic and rational basis so as to spread the cost of providing pensions over the employees' working lives with the group.

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2.	TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1992	1991
	Geographical analysis of turnover.	£	£
	Sales to; -		
	United Kingdom	3,820,981	3,851,433
	Rest of Europe	1,468,068	1,366,874
	North and South America	364,745	266,260
	Africa, Asia and Australia	425,372	247,375
		6,079,166	5,731,942
	Profit on ordinary activities has been arrived		المائدات وخدا بيانانيوبان بيبار
	at after charging:-		
	Depreciation of tangible fixed assets	135,163	110,055
	Directors' emoluments	168,531	187,851
	Auditors' remuneration - audit	25,800	24,200
	- other professional services	16,550	22,850
	Hire of plant and equipment	107,959	103,838
	Rent of property	48,441	41,019
	The change in depreciation method in respect of planing increased the current year charge by approximately £25		tures has
3.	other operating income	1992 £	1991 £
	Cala an Avabanan	68,167	2,656
	Gain on exchange		•
	Invereas reserved	1,376	521
	Profit on disposal of fixed assers	2,240	~
		£71,783	£3,177
			Tellipson Plant
ζ <b>έ</b> μ	INTEREST PAYABLE	1992	1991
	Hire purchase inceseas	13,843	15,818
	Bank everdrafts and other leans	7 = 3 =	
	repayable within five years	77,867	68,247
	Bank leans repayable over more than five years		47,953
	Other	11,132	47,733
		£102,842	£133,097
		-	
٦.	DIPECTORS AND OTHER EMPLOYEES		
	The average number of persons employed by the		
	group during the /- 1 was as follows:-	1992	1991
	Production	80	78
	Selling and distribution	37	35
		27	28
	Administration	61	ű G
		144	विवा
			S

Mocres Rowland

5.	DIRECTORS AND OTHER EMPLOYEES - CONTINUED Staff costs include the following:-	1992 £	1991 £
	Wages and salaries	1,900,354	1,832,872
	Social Security costs	200,060	
	Other pension costs	77, 197	
		£2,177,611	£2,076,174
	The emoluments of the directors were as follows:-	L	3
	For services as executives	154,893	172,191
	For pervices as directors	13,638	15,750
		£168,531	£187,851
	The individual emoluments, excluding pension contributions of all the directors fell into the following brackets:	1992	1991
	torioning bidences;	1992	1991
	£ 1 = £5,000	1	-
	£ 5,001 = £10,000		1
	£10,001 = £15,000	1	-
	£15,001 = £20,000	1	1
	£35,001 = £40,000		1
	£55,001 = £60,000 £60,001 = £65,000	1	2
	165,001 - 170,000	1	•••
	The emotuments, excluding pension contributions, was also the highest paid director amounted to ££38,542, Highest paid Director - £59,387).		
6.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
		1992	1991
		٤	£
	Based on profit for the year:		
	U.K. Corporation tax based on the		
	profit for the year at 33%	171,575	47,832
	Deferred tox	34,946	46,769
	Overseas tax	168	453
		206,689	95,054
	U.K. Corporation tax in respect of prior year		(4,832)
	Deterred tax adjustment relating to previous year	~	14,317
		£206,689	£104,539



# 7. PROFIT FOR THE FINANCIAL YEAR

As permitted by Section 228 (7) of the Companies Act 1985, the profit and loss account of the holding company is not presented as part of these financial statements. The accounts of the holding company include a profit for the financial year of £298,538 (1991 - £141,292).

8.	DIVIDENDS	1992 £	1991 £
	5% Preference shares 6% 'B' Preference shares Ordinary shares - 6 pence per share	250 1,732	250 1,732
	(1991 ~ 3 pence)	25,028	12,514
		£27,010	£14,496



# NOTES TO THE ACCOUNTS - CONTINUED

TANGIBLE FIXED ASSETS	Under	Freehold land	Plant and	
	Construction	and buildines	machinery	Total
The Group	£	£	£	2
COST				
At 1st January 1992	~	2,024,819	729,043	2,753,862
Exchange rate adjustment			2,047	2,047
Additions	6,500	2,556	105,391	114,447
Diaposals	-	-	(23,091)	(23,091)
At 31at December 1992	6,500	2,027,375	813,390	2,847,265
nnnnna41m; 011	***************************************	<del>- 1" </del>	<del></del>	
DEPRECIATION		160 010	000 ((0	/ FO 570
At lot January 1992	-	159,918	298,660	458,578
Charge for year		50,574	84,589	135,163
On disposals	c#	-	(18,579)	(18,579)
AT 31st December 1992	<del>*************************************</del>	210,492	364,670	575,162
NET BOOK VALUE		<del></del>		<del></del>
At 31st December 1992	6,500	1,816,883	448,720	2,272,103
			<del></del>	
At lot January 1992		1,864,901	430,383	2,295,284
	-	<del>/</del>	<del></del>	
	Under	Freehold land	Plant and	
	Construction	and buildings	machinery	Total
The Company		£	£	£
COST				
At lot January 1992	30	2,024,819	711,038	2,735,857
Additions	6,500	2,556	104,687	113,743
Dispenale	다	=	(20,468)	(20,468)
At 31st December 1992	6,500	2,027,375	795,257	2,829,132
DEPREGIATION		<del> </del>		<del></del>
At 1st January 1992	:0	159,918	292,971	452,889
Charge for year	=	50,574	81,382	131,956
On disposals	<b>c</b> 1	_	(16,938)	(16,938)
At 31st December 1992	ed	210,492	357,415	567,967
Men dool the the	\$0043 HOSTON CT 24	ET-LOCATION TO THE PARTY OF THE	<u> </u>	
NET BOOK VALUE	aan (	1 816 65"	499 049	2 261 225
At 31st December 1992	6,500	1,816.880	437,842	2,261,225
At lot January 1992		1,864,901	418,067	2,282,968
v	2-0-2	-		<del></del>

Group and Company

# NOTES TO THE ACCOUNTS - CONTINUED

## 9. TANGIBLE FIXED ASSETS - CONTINUED

Included in the above tangible fixed assets are items of plant and machinery purchased under hire purchase agreements. The depreciation charged and net book value of these assets are as follows:-

		£
	Depreciation charged for year	19,375
	Net Book Value at 31st December 1992	129,449
	Net Book Value at 31st December 1991	146,757
10.	FIXED ASSET INVESTMENTS =	Shares in Group
	SUBSIDIARY UNDERTAKINGS	Undertakings
		£
	Cost at lat January and 31st December 1992	6,503
	Less provision for diminution in value	6,301
	Ner book value ar 31sr December 1992	202

The subsidiary undertakings are as follows:-

Country of Incorporation

H. Bronnley (Africa) (Proprietary) Limited	South Africa
Bronnley of London Limited	Great Britain
Bronnley of France SARL	France
Bronnley of London Inc.	U.S.A.
Bronnley of London Inc U.S.A.	U.S.A.
A.R. Sales Limited	Great Britain

All of the subsidiary undertakings are wholly owned.

All of the companies are engaged in trading activities which complement those of the holding company, with the exception of A.R. Sales Limited and Bronnley of London Limited, which have not traded in the year.

11.	STOCKS	The Group and The Company		
		1992	1991	
		£	£	
	Raw materials	216,351	252,155	
	Work in progress	244,004	193,466	
	Finished goods	470,980	370,348	
		£931,335	£815,969	

# NOTES TO THE ACCOUNTS - CONTINUED

		T	ne Greup	The	e Company
12.	DEBTORS	1992	1991	1992	1991
		ž	£	£	£
		1,544,508	1,378,577	1,501,931	1,335,787
	Trade debtors	68, 109	54,530	33,759	25,126
	Other debtors		53,711	94,943	51,717
	Prepayments Subsidiary undertakings Taxation recoverable	97,463	32,122	109,419	
		-	9,662	-	9,662
		-	9,002		• •
		£1,710,080	£1,496,480	£1,740,052	£1,422,292
		21,,10,000			
				m.	e Company
13.	CREDITORS - amounts falling		he Group		1991
	due within one year	1992	1991	1992	1771
	Can a line and a line	£	£	£	**
		355,700	377,977	320,869	360,396
	Bank loan and everdrafts		100,000	100,000	100,000
	Pension fund lean	100,000	100,500	55,194	55, 194
	Subsidiary undertakings	100 071	43,676	156,165	43,000
	Gerperation tax	166,971	287,310	231,884	206,500
	Other taxes and social security Trade creditors	y 308,781		367,506	353,338
		388,710	353,338	47,722	53,606
	Other eroditors	57,561	71,148	138,246	124,082
	Aceruals	138,246	124,082		12,514
	Proposed dividend	25,028	12,514	25,028	10,014
		£1,541,003	£1,370,045	£1,442,614	£1,308,630
		G 2000			

The bank lean and everdrafts are secured on property. £31,069 of hire purchase ereditors, included in other ereditors above, are secured by charges over the assets purchased.

14. GREDITORS - amounts falling due atter more than one year  Hire purchase commitments  Bank lean	The Group and 1992 £ 30,052 100,000	1991 1991 £ 59,147 100,000		
Bunk tous	£130,052	£159,147		

The bank lean (secured on property) is repayable in 1999. Interest is payable at 1.5% above Bank Base Rate. The hire purchase commitments are secured by charges over the assets purchased.

Mosres Rowland

15.	PROVISIONS FOR LIABILITIES AND CHARGES	The Group and The Company		
		1992	1991	
		£	£	
	Deferred Tax	159,032	124,086	
	Advance corporation tax recoverable	(7,266)	(4,831)	
		£151,766	£119,255	

There is a potential deferred tax liability, not provided in the accounts. in respect of the capital gain on sale of property to be rolled over onto new capital expenditure. The potential amount is estimated at £92,000 after rebasing at 1982 values where appropriate and indexation allowance.

16.	CALLED UP SHARE CAPITAL	1992	and 1991
		Authorised	Allotted &
			Fully paid
		£	£
	5% Preference Shares of £1 each	5,000	5,000
	6% "B" Preference Shares of El each	68,000	28,859
	Ordinary voting shares of £1 each	47,000	34,761
	Ordinary non-voting shares of il each	400,000	382,371
		£520,000	£450,991
17.	Lease commitments	The Group and	The Company
		1992	1991
		£	£
	Annual commitments under operating leaves for plant and equipment, expiring:		
	Within one year	55, 144	10,970
	Between one and five years	26,701	
		£81,845	£111,723
	Annual commitments under property lease agreements, expiring:		<u></u>
	Between one and five years	39,000	39,000
	Over five years	11,703	6,937
		£50,703	£45,937
		3 (A. Miller & M.	-



#### 18. FUTURE CAPITAL EXPENDITURE

	Capital expenditure on fixed assets authorised by the directors at the year end, but not provided for			
	in the accounts was as follows:-	199	2	1991
	Contracts placed	£12,2	00	£4,464
	C , tracts not placed	41,8	31	NIL
19.	CONTINGENT LIABILITIES The	Group an		Company 1991
	Discounted bills receivable	£	-	£1,576
			-	

## 20. PENSIONS

The company operates a defined benefit pension scheme, the assets of which are held in a separate crustee administered fund.

The pension cost is assessed in accordance with triennial valuations by a professionally qualified actuary using the "Attained Age" method. The principal assumptions used were that the average investment return would be 9% per annum, that salary inescence would average 7.5% per annum and that present and future pensions would increase at 3% per annum.

The most recent investigation was as at 1st December 1991. This showed that the market value of the scheme's assets was £1,655,261 and that the actuarial value of those assets represented 1062 of the benefits that had accrued to members to the valuation date, allowing for future salary increases to retirement. Pension cost for the period was £66,900 alter allowing for a tatistion to normal cost of £9,600 in respect of amortisation of experience surplus over the average remaining service lives of the members and interest on the prepayment. The excess of contributions paid over pensions cost has created a prepayment in the accounts of £24,300 (1991 £15,100).