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H. BRONNLEY & CO. LIMITED

DIRECTORS' REPORT

YEAR ENDED 31ST DECEMBER 1988

MOORES ROWLAND Chartered Accountants LONDON COMPANIES HOUSE 1DEC 1989

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H. BRONNLEY & CG. LIMITED

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 Friday, 17th November 1989 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 1988.
- 2. To confirm the Dividends as set out in the Audited Accounts for the year.
- 3. To re-elect Mr. M.S. Gummer and Mr. H.G. Blank as Directors.
- 4. To approve that the annual amount of Directors' fees to be paid to each Director under Article 88 shall be £2,650 per annum as from 1st January 1989.
- 5. To re-appoint auditors and authorise the Directors to determine their Remuneration.
- 6. To transact any other business which may be properly transacted at an Annual General Meeting of the Company.

By Order of the Board,
F.J. SHEPPARD
Secretary

DIRECTORS

H. Rossiter (Chairman and Joint Managing Director)
Mrs. G.H. Rossiter (Deputy Chairman)
Mias A. Rossiter (Joint Managing Director)
A.R. Smith, C.A.
H.G. Blank, F.C.A.
M.S. Gummer (General Manager)
F.J. Sheppard

SERVICE DIRECTOR

T.M. Stocker

SECRETARY

F.J. Sheppard

REGISTERED OFFICE

Radstone Road, Brackley, Northamptonshire.

LONDON OFFICE AND SHOWROOMS

10 Conduit Street, London, WIR OBR.

FACTORY

Radstone Road, Brackley, Northamptonshire,

AUDITORS

Messrs. Moores Rowland, Clifford's Inn, Fetter Lane, London, EC4A 1AS.

SOLICITORS

Messrs. Denton Hall Burg'n & Warren, 5, Chancery Lane, London, WC2A 1LF

PRINCIPAL BANKER

Midland Bank Limited, 17 Market Place, Banbury, Oxon.



DIRECTORS' REPORT

The directors submit their report and the accounts for the year unded 31st December 1988.

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 increase in UK and Export sales over the year exceeded £390,000 but the profits for the company were depressed by the interest charges incurred in connection with the new office and factory extension.

Further improvements to the design of the product range have significantly helped sales growth, but the current high interest rates will inevitably restrict sales growth to a more moderate increase.

DIVIDENDS AND APPROPRIATIONS

Dividends have been paid on the preference shares for 1988. The directors recommend that a final dividend of 3 pence per share (1987 - 6 pence) be paid on the ordinary shares.

POST BALANCE SHEET EVENTS

In the 1988 accounts it was noted that the company had sold their Bridge Street premises with completion to take place in 1989. Unfortunately the purchasers failed to complete on the agreed date and similarly failed to meet an agreed extension date. The directors are therefore in the process of re-marketing the property, but in the current high interest climate it may not be possible to achieve the original agreed price.

The deposit paid by the prospective purchasers of £178,315 will be credited to the profit and loss account in 1989. It is presently included in creditors due within one year.

TANGIBLE FIXED ASSETS - CHANGES

During the year expenditure of f1,841,323 was incurred in the construction of new office accommodation and increased productive facilities at the company's Radstone Road site to provide centralised administration and production. Other additions and disposals represented movements in the normal course of business.

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DIRECTORS' REPORT - CONTINUED

DIRECTORS AND INTERESTS IN SHARES

The names of the present directors of the company are stated on page 2. The number of shares in the company in which they had an interest, as defined by the Companies Act 1985, were as follows:-

	35	Deneficial	Interes	t		Other Inte	erest
	Or'di		Prefer		Ordi	nary	Preference
	-	Non-Voting	6%B	<u>5%</u>	Voting	Non-Voting	<u>6%B</u> <u>5%</u>
* H. Rossiter	2,394	14,334	-	_			
* Mrs. G.H. Rossiter	1,039	2,078	-	_			
* Miss. A. Rossiter	5,061	112,060	9,865	125			
* A.R. Smith	· <u>-</u>	_	100				
* H.G. Blank	_						
* F.J. Sheppard				_			
* M.S. Gummer	, -	-	-	-			

* Directors joint and collective interest

13,552 29,069

9,878 4,625

The directors holding office and their interests in the share capital of the company did not change during the year.

AUDITORS

A resolution will be proposed at the Annual General Meeting to re-appoint Messrs. Moores Rowland as auditors for the ensuing year.

STAFF

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

By order of the board.

F.J. Sheppard Secretary

Radstone Road, Brackley, Northants. NN13 5AG.

We have audited the accounts on pages 5 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 1988 and of the profit and source and application of funds of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants

J2: 0 mm 1989

CONSOLIDATED PROFIT AND LOSS ACCOUNT Year Ended 31st December 1988

	Note		1988 £		1987 £
TURNOVER Cost of sales	2		4,404,341 2,490,744)		4,010,064 (2,266,100)
GROSS PROFIT			1,913,597		1,743,964
Distribution costs Administration expenses		(748,258) (925,640)	:	(684,997) (893,111)	
		. (1,673,898)		(1,578,108)
		•	239,699	ı	165,856
Other operating income			13,156		3,788
Interest payable Other operating expenses	3	(135,115) (19,039)	252,855	(22,728) (28,194)	169,644
^			(154,154)		(50,922)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	*}	98,701		118,722
Tax on profit on ordinary activities	5		(79,048)		(62,205)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION			19,653		56,517
Extraordinary income	6		-		224,098
PROFIT FOR THE FINANCIAL YEAR	7		19,653		280,615
TRANSFER TO RESERVES			_		(224,000)
			19,653		56,615
Dividends	8		(14,495)		(28,110)
RETAINED PROFITS FOR THE YEAR		•	5,157		28,505
Retained profits brought forward As previously reported Prior year adjustment	9	404,942 (28,063)		338,618	
As restated Foreign currency adjustment	10		376,879 8,860		3,8,618 9,756
RETAINED PROFIT CARRIED FORWARD			£390,895		£376,879

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H. BRONNLEY & CO. LIMITED

CONSCLIDATED BALANCE SHEET 31st December 1988

			1988		1987
	Note	£	£	£	£
TANGIBLE FIXED ASSETS	11		1,953,207		115,363
CURRENT ASSETS		0/5 000		905,199	
Stocks Debtors	13 14	845,092 1,507,596		1,233,961	
Cash at bank and in hand	,	86,231		244,023	
		2,438,919		2,383,183	
annamana dellina	, '				
CREDITORS - amounts falling due within one year	15	2,133,738		1,008,819	•
NET CURRENT ASSETS		0	305, 181		1,374,364
TOTAL ASSETS LESS CURRENT					1 400 727
LIABILITIES	• ;	(2,258,388		1,489,727
CREDITORS - amounts falling due after more than one year	16	742,672	. ,	6,857	
Provision for liabilities and charges	17	18,829	,	-	
			761,501		6,857
		, ,	£1,496,887	•	£1,482,870
	*				
CAPITAL AND RESERVES		()			
Called up share capital	18	4	450,991		450,991
Reserves		· ·	655,000 390,896		655,000 376,879
Profit and loss account	,	•		•	
			£1,496,887	•	£1,482,870

Approved by the board on 19" September 1999

Mother But Directors

BALANCE SHEE'T 31st December 1988

		£	1988 £	£	1987 £
	Note	L	r	-	_
FIXED ASSETS Tangible assets Investments	11 12		1,952,593 202		115,086 3,760
			1,952,795		118,846
CURRENT ASSETS Stocks Debtors Cash at bank and in hand	13 14	845,092 1,495,842 62		893,948 1,347,710 16,224	
•		2,340,996		2,256,982	
CREDITORS - amounts falling due within one year	15	2,102,331		925,480	
NET CURRENT ASSETS	•		238,665		1,331,502
TOTAL ASSETS LESS CURRENT LIABILITIES			2,191,460		1,450,348
CREDITORS - amounts falling due after more than one year	16	742,672	ļ.	6,857	
Provision for liabilities and charges	17	18,829		_	
			761,501		6,859
		, .,	£1,429,959		£1,443,491
	,		`*		
CAPITAL AND RESERVES Called up share capital	18		450,991		450,991
Reserves Profit and loss account			655,000 323,968		655,000 337,500
			£1,429,959	- 9 -	£1,443,491

Approved by the board on 19.1. planker 1999

Approved by the board on 19.1. planker 1999

Directors

H. BRONNLEY & CO. LIMITED				9
GROUP STATEMENT OF SOURCE AND APPLICATION OF Year Ended 31st December 1988	F FUNDS			1007
	£	1988 £	£	1987 £
SOURCE OF FUNDS Profit on ordinary activities before				
taxation Extraordinary income		98,701 -		118,722 224,098
		98,701		342,820
Adjustment for items not involving the movement of funds:-				
Depreciation of tangible fixed assets Foreign exchange adjustments	30,698 8,860		19,878 9,795	
	,	21,838		29,673
TOTAL GENERATED FROM OPERATIONS		120,539		372,493
FUNDS FROM OTHER SOURCES Long term bank loan		738,822	, , , , , ,	-
Net book value of tangible fixed assets disposed of		_		4,256
Assets disposed of		859,361		376,749
APPLICATION OF FUNDS Purchase of tangible fixed assets	1,868,572 27,010	e	27,265 28,110	
Dividends paid Tax paid	155,860		19,491	
	((2,051,442)		(74,866)
	((1,192,081)		301,883
INCREASE IN WORKING CAPITAL Stocks Debtors Creditors due within one year Creditors due after more than one year	60,107 (281,978) 718,510 (3,007)		(240,099) (364,219) 253,817 (11,181)	
		493,632		(361,682)
		£(698,449)		£(59,799)
Represented by:				
DECREASE IN NET LIQUID FUNDS Cash and bank balances		£(698,449)		£(59,799)

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

Consolidation:
The group accounts comprise the consolidated accounts of the holding company and all its subsidiaries made up to 31st December 1988.

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
- computer and vehicles

2% Straight Line
10% Reducing Balance
20% Straight Line

Stock and work in progress:

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

Foreign currency translation:
Foreign currency assets, liabilities and trading results have been translated into sterling 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 reserves of foreign subsidiaries is adjusted on reserves.

Deferred taxation:
Provision is made at current rates of corporation tax for deferred liabilities arising from timing differences, except where the directors consider the deferment is likely to continue.

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

NOTES TO THE ACCOUNTS - CONTINUED

2,	TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1988	1987
		£	£
	Geographical analysis of turnover. Sales to:	~	_
	United Kingdom	2,970,367	2,495,577
	Rest of Europe	848,274	877,393
	North and South America	433,851	458,909
	Africa, Asia and Australia	151,849	178, 185
		£4,404,341	£4,010,064
	Profit on ordinary activities has been arrived at after charging:-	i ",	
	at after charging:-	£	٤
	Depreciation of tangible fixed assets	30,698	19,878
	Directors emoluments	174,004	154, 282
	Auditors remuneration	23,175	25,227
	Hire of plant and machinery	100,061	66,510
	Rent of property	32,600	62,400
	\	T.	
3.	INTEREST PAYABLE	1988	1987
	INIUMUU INIUMUU		£
	Hire purchase interest	997	1,242
	Bank loans and overdrafts and other loans	/21	2,242
	wholly payable within 5 years	134,118	21,486
	• • •		
	,	£135,115	£22,728
4.	DIRECTORS AND OTHER EMPLOYEES		
	The course works of newspaper and loved his above		
	The average number of persons employed by the group during the year was as follows:-	1988	1987
	Start arrang and John was no retrained	2,00	250.
	Production	77	75
	Selling and distribution	41	42
	Administration	31	33
		140	160
		149	150
	Staff costs include the following:-	X.	£
	Wages and salaries	1,308,468	1,227,558
	Social Security costs	144,447	108,586
	Other pension costs	17,131	6,446
		£1,470,046	£1 363 E00
		-4,470,040	£1,342,590

NOTES TO THE ACCOUNTS - CONTINUED

4,	DIRECTORS AND OTHER EMPLOYEES - CONTINUED		
		1988	1987
	The emoluments of the directors were as follows:-	£	£
	For services as executives	149,759	131,106
	For services as directors	19,171	18,102
	Pensions	5,074	5,074
		£174,004	£154,282
	The individual emoluments, excluding pension contributions of all the directors fell into the following brackets:	1988	1987
	£ 0 - £ 5,000	1	1
	£ 5,001 - £10,000	1	1
	£10,001 - £15,000	1	1
	£25,001 - £30,000	1	2
	£30,001 - £35,000	1	-
	£35,001 - £40,000	-	2
	£40,001 - £45,000	2	-

The emoluments, excluding pension contributions, of the chairman amounted to £27,054 (1987 - £25,328) and those of the highest paid director amounted to £43,852 (1987 - £37,525).

5.	TAX ON PROFIT ON ORDINARY ACTIVITIES	1988	1987
		£	£
	U.K. Corporation tax at 35% (1987 - 35%)	54,767	61,581
	Overseas tax	1,281	624
	Deferred tax	23,200	_
		£79,048	£62,205

The tax charge is high in relation to the profits because UK tax relief for losses of one overseas subsidiary has not been anticipated (see note 23). In addition a deferred tax provision has been set up and £13,400 of the charge for this would have been charged in previous years if a provision had been required previously.

6. EXTRAORDINARY INCOME
Profit on disposal of property £ - £224,098

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 consolidated profit for the financial year includes £964 (1987 - £244,676) which is dealt with in the accounts of the holding company.

NOTES TO THE ACCOUNTS - CONTINUED

8.	DIVIDENDS	1988 £	1987 £
	5% Preference shares - 5 pence per share (1987 - 5 pence)	250	250
	5% Preference shares - under payment in previous years	_	1,100
	6% 'B' Preference shares - 6 pence per share (1987 - 6 pence)	1,732	1,732
	Ordinary shares - 3 pence per share (1987 - 6 pence)	12,514	25,028
		£14,496	€28, ₹10
9.	PRIOR YEAR ADJUSTMENT		
	Overstatement of sales and debtors in 1987 accounts (less tax relief)	£28,063	£

10. FOREIGN CURRENCY ADJUSTMENT

The foreign currency adjustment has arisen due to the restatement of the opening balances of the profit and loss accounts of the foreign subsidiary companies at the closing exchange rate.

H. BRONNLEY & CO. LIMITED

NOTES TO THE ACCOUNTS - CONTINUED

11, TANGIBLE	FIRED	ASSETS
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TANGIBLE FIXED ASSETS	Freehold land and buildings	Plant and machinery	Total
The Group	£	Ā	
COST	· 661	443,222	477,283
At 1st January 1988	34,061	(30)	(30)
Exchange rate adjustments		27,249	1,868,572
Additions	1,841,323	(12,839)	(12,839)
Disposals	-	(12,00)	
At 31st December 1988	£1,875,384	£457,602	£2,332,986
DEPRECIATION			361,920
At 1st January 1988	18,603	343,317	30,698
Charge for year	11,981	18,717	(12,839)
		(12,839)	
On disposals		C240 195	£ 379,779
At 31st December 1988	£ 30,584	£349,195	
NET BOOK VALUE	£1,844,800	£108,407	£1,953,207
At 31st December 1988	The second secon		£ 115,363
At 1st January 1988	£ 15,458	£ 99,905	
·	Freehold land	Plant and	<u>Total</u>
	and buildings	machinery	<u> 10002</u>
The Company	£	r.	-
•			
COST	34,061	441,006	475,067
At 1st January 1988	1,841,323	26,497	1,867,820
Additions	-	(12,839)	(12,839)
Disposals			£2,330,048
At 31st December 1988	£1,875,384	£454,664	
DEPRECIATION	10 603	341,378	359,981
At 1st January 1988	18,603	18,332	25,313
Charge for year	11,981	(12,839)	(12,839)
Cn disposals	***	(12,077	
At 31st December 1988	£ 30,584	£346,871	£ 577,455
NET BOOK VALUE	£1,844,800	£107,793	£1,952,593
At 31st December 1988	£ 15,458	£ 94,628	€ 115,086
Ac 1st January 1988			*

Expenditure on freehold land and buildings includes £565,200 paid to the trustees of the company's 1976 Retirement fund to purchase the freehold of the Radstone Road site and factory previously leased to the company. The consideration was fixed by a professional valuation.

HOTES TO THE ACCOUNTS - CONTINUED

11. TANGIBLE FIXED ASSETS - CONTENUED

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 Net Book Value at 31st December 1988 Net Book Value at 31st December 1987	£1,270 £11,432 £12,702
12.	FIXED ASSET INVESTMENTS - SUBSIDIARY COMPANIES	Shares in Group Companies
	Cost at 1st January 1988 Additions at cost	3,760 2,743
	Cost at 31st December 1988 Less provision for diminution in value made in 1988	6,503 6,301
	Net book value at 31st December 1988	£ 202

The subsidiary companies are as follows:-

Country of Incorporation

H. Bronnley (Africa) (Proprietary) Limited

Bronnley of London Limited

Bronnley of France SARL

Bronnley of London Inc.

A.R. Sales Limited

South Africa
Great Britain
France
U.S.A.
Great Britain

All of the subsidiary companies are wholly owned.

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

10	STOCKS	The Group		The Company	
13.	210002	1988	1987	1988	1 9 87
		£	£	£	£
	Row materials	251,543	218,082	251,543	218,082
	Work in progress	174,910	251,669	174.910	251,665
	Finished goods	418,639	435,448	418,639	423,297
		£845,092	£905,199	£\$45,092	£893,048
		Th	e Group	Th	e Company
14.	DEBTORS	1988	1987	1988	1987
		2	£	_	£
	Trade debtors	1,417,698	1,120,679	1,264,695	986,402
	Other debtors	21,844	43,338	576	18,308
	Prepayments	68,054	61,601	58,154	61,601
	Subsidiary company	-	_	172,417	273,056
		1,507,596	1,225,618	1,495.842	1,339,357
	Debtors due after fore than year Taxation recoverable		8,343		8,343
		£1.507,596	£1,233,961	£1,495,842	£1,347,710
					100000

NOTES TO THE ACCOUNTS - CONTINUED

	GREDITORS - amounts falling due within one year	The Group		The Company	
15.		1988 £	1987 £	1988 £	1987 £
	Trade creditors	253,019	356,118	235,190	327,680
	Payments received on account - Sale of property Taxation and social security Bank loan and overdrafts Proposed dividend Other creditors Accruals Subsidiary companies	178,315 198,040 675,719 12,514 603,407 212,724	295,500 135,062 25,028 12,430 184 681	178,315 231,707 675,719 12,514 602,496 146,961 19,429	313,068 135,062 25,028 11,876 112,666 100
		£2,133,738	£1,008,819	£2,102,331	

The bank loan and overdrafts are secured on property. £3,007 of hire purchase creditors, included in other creditors above, are secured by charges over the assets purchased.

	CREDITORS - amounts falling due	The (Group 🖔 🔻	The	Company
16.	after more than one year	1988 ×	1987 📐 £	1988 £	1987 £
	Hire purchase commitments Bank loan	3,850 738,822	6,857	3,850 738,822	6,857
	· ·	£742,672	£6,857	£742,672	£6,857

The bank loan (secured on property) is repayable in annual instalments of £100,000, of which £338,822 is repayable in more than 5 years time. Interest is payable at 1.5% above Bank Base Rate. The Lire purchase commitments are secured by charges over the assets purchased.

	PROVISIONS FOR LIABILITIES AND CHARGES	The	Group and
17.	PROVISIONS FOR LIABILITIES AND GIAMOUS	'Ine	Company
		1988	1987
		£	£
	Deferred Tax	46,500	-
	Accelerated capital allowanges	(23,500)	-
	Other		
		23,600	-
	Advance corporation tax recoverable	(4,171)	~
			
		£18,829	£ -
	Advance corporation tax recoverable	£18,829	£ -

	A STATE OF THE STA	1988 and 1987		
18. CALLED UP SHARE CAPITAL	Authorised			
		£	£	
	5% Preference Shares of £1 each 6% "B" Preference Shares of £1 each Ordinary voting shares of £1 each Ordinary non-voting shares of £1 each	,300 68,000 47,000 400,000	5,000 28,859 34,761 382,371	
	•	£520,000	£450,991	

NOTES TO THE ACCOUNTS - CONTINUED

19.	LEASE COMMITMENTS	The Group and 1988 £	The Company 1987 £
	Annual commitments under operating leases for plant and equipment, expiring:- Within one year Between one and five years	15,466 69,254 £84,720	19,372 65,038 £84,410
	Annual commitments under property lease agreements, expiring:- Within one year Between one and five years	8,700 - £8,700	15, 196 17, 400 £32, 596
20.	Cupital expenditure on fixed assets authorised by the directors at the year end, but not provided for in the accounts was as follows:-	£164,000	£ -
	Contracts not placed	£	£ -

21. POST BALANCE SHEET EVENTS

In the 1987 accounts it was noted that the company had sold their Bridge Street premises in 1988 with completion to take place in 1989. Unfortunately the purchasers failed to complete on the agreed date and similarly failed to meet an agreed extension date. The directors are therefore in the process of re-marketing the property, but in the current high incerest climate it may not be possible to achieve the original agreed price.

The deposit paid by the prospective purchasers of £178,315 has been appropriated and, less expenses, will be credited to profit and loss account in 1989. It is presently included in these accounts in creditors due within one year. Corporation tax of £62,410 will be payable on the forfeited deposit.

NOTES TO THE ACCOUNTS - CONTINUED

22.	CONTINGENT LIABILITIES	The Group and 1988 £	The Company 1987 £
	Discounted bills receivable	£10,869	£79,946
	Guarantee of borrowing by trustees of company's retirement fund	£ -	£117,000
	Deferred taxation: Timing difference on depreciation of fixed assets	-	20,400 (7,000)
	Other Capital gains to be set off against further	5,400	10,800
	capital expenditure	£5,400	£24,200

23. CONTINGENT ASSET

Credit has not been taken in the accounts for UK tax relief on the losses of one overseas subsidiary company because validity of a claim for relief loss has yet to be agreed by the Inland Revenue. The approximate amount involved is 140,000 (1987 - £28,000).