60275

PLATT & HILL LIMITED

STATEMENT OF ACCOUNTS
FOR THE YEAR ENDED 31 DECEMBER 1995



ALAN PARTINGTON & CO Chartered Accountants Sterling House 501 Middleton Road Chadderton OLDHAM OL9 9LA

Company Information

Directors A R Hill J P Platt

D S Hill R J Smith I T Gubbins

Secretary I T Gubbins

Company Number 60275

Registered Office Hart Mill Lees Road

Lees Road Mossley

Ashton-under-Lyne

OL5 OPG

Auditors Alan Partington & Co

Alan Partington & Co Sterling House 501 Middleton Road

Chadderton Oldham OL9 9LA

Bankers National Westminster Bank plc

10 Yorkshire Street

Oldham OL1 1QT

Contents

Page	
1 & 2	Directors' Report
3	Auditors' Report to the Shareholders
3A & 3B	Trading Account - Mossley
3C & 3D	Trading Account - Oldham
3E	Trading and Profit and Loss Account
4	Profit and Loss Account
5	Balance Sheet
6	Cash Flow Statement
7 to 15	Notes to the Accounts
16	Schedule of Tangible Fixed Assets

DIRECTORS' REPORT

The Directors present their Report and Audited Accounts of the Company for the year ended 31 December 1995.

ACTIVITIES

The principal activity of the Company has continued to be the manufacture of flexible foam products and fibre products.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

Turnover has decreased by 7% during 1995 and the result for the year was a pre tax loss of £28,872 (1994: £358,091 pre tax loss). After bringing into account tax charges of £14,840 (1994: £90,358 tax credit) an amount of £43,712 was deducted from retained profits (1994: £267,733 deducted from retained profits after providing for a dividend of £Nil).

The Directors consider that the Company's financial position at the year end was sound despite the severe pressure on margins encountered in 1995 and the Company is still in a good position to take advantage of any opportunities which may arise.

FIXED ASSETS

Full details of the changes in fixed assets are shown in Note 15 to the Accounts. In the opinion of the Directors the market value of Land and Buildings exceeds book value by at least £300,000.

DIVIDEND

The Directors propose that no dividend be declared in respect of the year under review.

DIRECTORS

The following have served as Directors during the year, and their interests in the capital of the Company were as stated below:

	Ordinary £	1 Shares
	1995	1994
A R Hill	15,779	15,779
J P Platt	17,515	17,515
D S Hill	15,779	15,779
R J Smith	NIL	ŃIL
I T Gubbins	NIL	NIL

DIRECTORS' RESPONSIBILITIES

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:

DIRECTORS' REPORT continued ..

DIRECTORS' RESPONSIBILITIES continued ...

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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 which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the Financial Statements comply with the Companies Act 1985. They 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.

SUBSIDIARY COMPANIES

Details of the subsidiaries are shown in Note 16 to the Accounts. In accordance with the provisions of Section 248 of the Companies Act 1985 Group Accounts have not been prepared.

DISABLED EMPLOYEES

The Company gives full consideration to application for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person.

EMPLOYEE INVOLVEMENT

During the year, the policy of providing employees with information about the Company has been continued and meetings are held between management and employees to allow a free flow of information and ideas.

AUDITORS

A resolution in accordance with Section 385 Companies Act 1985 for the reappointment of Messrs. Alan Partington & Co. as Auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

This Report was approved by the Board on 16 April 1996.

Signed on behalf of the Directors

I.T. Guldin

I T GUBBINS Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS

We have prepared the financial statements on pages 4 to 16 which have been prepared under the historical cost convention and the accounting policies set out on pages 7 and 8.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 1 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 31 December 1995 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

ALAN PARTINGTON & CO. Chartered Accountants Registered Auditors

Sterling House 501 Middleton Road Chadderton Oldham OL9 9LA.

17 April 1996

PROFIT AND LOSS ACCOUNT: YEAR ENDED 31 DECEMBER 1995

	Notes	1995 £	1994 €
TURNOVER	2	10,727,810	11,535,882
Change in Finished Goods Stock		16,495	7,619
Raw Materials and Consumables		(5,512,858)	(5,927,689)
Staff Costs	3	(2,903,957)	(3,489,452)
Depreciation		(253,183)	(266,637)
Other Operating Charges		(2,056,869)	(2,172,605)
OPERATING PROFIT/(LOSS)		17,438	(312,882)
Profit/(Loss) on Sale of Fixed Assets		17,625	(25)
Interest Receivable and Other Income	4	20,523	10,659
Interest Payable	5	(84,458)	(55,843)
(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	6	(28,872)	(358,091)
Tax on (Loss) on Ordinary Activities	7	(14,840)	90,358
(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		(43,712)	(267,733)
Dividend	8	(NIL)	(NIL)
RETAINED (LOSS) FOR THE YEAR	17	£ (43,712)	£ (267,733)

There were no recognised gains or losses other than those included in the Profit and Loss Account.

The Notes on pages 7 to 16 form part of these Accounts.

BALANCE SHEET: AS AT 31 DECEMBER 1995

		19	95	19	94
FIXED ASSETS	Notes	€	£	£	€
Tangible Assets	15		1,197,796		1,280,533
Investments	16		3,051		3,051
CURRENT ASSETS			1,200,847		1,283,584
Stocks	9	932,952		780,695	
Debtors	10	2,109,143		2,304,032	
Cash at Bank and in Hand		1,532		1,436	
		3,043,627		3,086,163	
CREDITORS : Amounts falling due within one year	11	(2, 150, 422)		(2,149,265)	
NET CURRENT ASSETS			893,205		936,898
TOTAL ASSETS LESS CURRENT LIABILITIES			2,094,052		2,220,482
CREDITORS : Amounts falling due after more than one year	12	(729,535)		(799,506)	
PROVISIONS FOR LIABILITIES AND CHARGES	13	(32,319)	(761,854)	(45,066)	(844,572)
NET ASSETS			£1,332,198	;	£1,375,910
CAPITAL AND RESERVES			<u></u>		
Called Up Share Capital	14		99,200		99,200
Profit and Loss Account	17		1,232,998		1,276,710
Shareholders' Funds	18		£1,332,198	;	£1,375,910

The Accounts were approved by the Board on 16 April 1996 and signed on its behalf.

Signed :

A R HILL Thit Directo

The Notes on pages 7 to 16 form part of these Accounts.

CASH FLOW STATEMENT: YEAR ENDED 31 DECEMBER 1995

	1995		1994	
	£	£	£	£
Net Cash Inflow/(Outflow) from Operating Activities (Note 23)		407,569		207,893
Returns on Investments and Servicing Finance :				
Dividend Paid Interest Paid Interest Received	(- (84,458 1,357	•	(34,840) (55,843) 1,134	
Net Cash Outflow - Returns on Investments and Servicing Finance		(83,101)		(89,549)
Taxation:				·
UK Corporation Tax Paid UK Corporation Tax Received	(- 38,934) 38,934	(26,882) -	(26,882)
Investing Activities :		00,554		(20,002)
Purchases of Fixed Assets Proceeds from Sales of Fixed Assets	(163,221))	(553,848)	
Net Cash (Outflow) from Investing	42,000	(121,221)		(553,708)
Net Cash Inflow/(Outflow) before Financing		£242,181 ———		(462,246)
Financing (Note 25) :				
Proceeds from New Borrowings Repayment of Bank Loan Repayment of Finance Lease	(-) 67,292		(867,621) 429,269	
Obligations	28,136	95,428	27,857 ——— (410,495)
Increase/(Decrease) in Cash and Cash Equivalents (Note 24)		146,753	(51,751)
		£242,181 	€(462,246)

NOTES TO THE ACCOUNTS: YEAR ENDED 31 DECEMBER 1995

1. ACCOUNTING POLICIES

The following accounting policies have been used consistently in dealing with items considered material in relation to the Company's Accounts.

(a) Basis of Preparation of Accounts

The Accounts have been prepared under the historical cost convention and incorporate the results of the principal activity which is described in the Directors' Report and which is continuing. The Accounts have been prepared in accordance with applicable accounting standards.

(b) Consolidation

The Company and its Subsidiary Companies comprise a medium sized group. The Company has, therefore, taken advantage of the exemption provided by Section 248 of the Companies Act 1985 not to prepare group accounts.

(c) Stocks and Work in Progress

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

(d) Depreciation

Depreciation has been provided at rates calculated to write off the cost of the assets over their useful lives. The rates applied (on a straight line basis) are as follows:

Freehold and Leasehold Buildings	-	2 1 %
Plant and Machinery	-	12 1 %
Computer Installation		20%
Fixtures and Fittings	-	10%
Office Equipment	-	10%
Motor Vehicles	-	25%

(e) Deferred Taxation

Deferred Taxation is provided (where appropriate) at the rate of 33% in respect of accelerated capital allowances on Fixed Assets other than buildings as detailed in Note 13.

(f) Pensions

The Company operates a defined contribution scheme for certain senior employees which requires contributions to be made to a separately administered fund. The Company also operates a defined contribution pension scheme for the Directors. Contributions are charged to the Profit and Loss Account as they become payable in accordance with the rules of the scheme.

1. ACCOUNTING POLICIES (CONTINUED)

(g) Leasing and Hire Purchase Commitments

Assets held under finance leases and hire purchase contracts are capitalised in the Balance Sheet and are depreciated over their useful lives.

The interest element of the rental obligations is charged to Profit and Loss Account over the period of the lease, and represents a constant proportion of the balance of capital repayments outstanding. Rentals under operating leases are charged to income on a straight line basis.

(h) Foreign Currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the Balance Sheet date.

All differences are taken to the Profit and Loss Account.

2. TURNOVER

Turnover represents product sales less all returns and rebates payable thereon, and excluding Value Added Tax. An analysis of turnover by geographical market is given below:

	1995	1994
	€	€
United Kingdom Europe America Africa	9,562,226 1,104,073 60,671 840	9,745,512 1,735,866 50,115 4,389
	£10,727,810	£11,535,882

STAFF NUMBERS AND COSTS

(a) The average number of persons employed by the Company (including Directors) during the year was as follows:

during the year was as follows:		
Management Administration Production	17 30 251	19 35 314
	298	368

3.	STAFF NUMBERS AND COSTS (CONTINUED)	1995 €	1994 €
	(b) The aggregate payroll costs of these persons were as follows:		
	Wages and Salaries Social Security Costs Company Pension and Health Scheme	2,659,860 197,762	3,157,372 258,284
	Contributions	46,335	73,796
		£2,903,957	£3,489,452
	(c) Directors' Remuneration :		
	The payroll costs as shown above include the following remuneration in respect of Directors :		
	Remuneration for Management Pension Contributions	226,650 24,986	221,368 23,990
		£251,636 	£245,358
	The emoluments of the Chairman (excluding Pension Contributions) were :	£ 61,891 	£ 59,619 ————
	The emoluments of the Highest Paid Director (excluding Pension Contributions) were :	€ 61,891 ————	€ 61,202 ————
	The number of Directors whoe emoluments (excluding Pension Contributions) fell within the following ranges were:		
	<pre>€ 0 - 5,000 £40,001 - 45,000 £55,001 - 60,000 £60,001 - 65,000</pre>	1 1 1 2	1 1 2 1
4.	INTEREST RECEIVABLE AND SIMILAR INCOME		
	Bank Deposit Interest Property Income	1,357 19,166	1,134 9,525
		£20,523	£10,659 ———

		1995	1994
5.	INTEREST PAYABLE AND SIMILAR CHARGES	€	£
	Lease Finance Interest Bank Overdraft Interest Bank Loan Interest	10,022 7,061 26,678	10,519 6,639 38,269
	Total for items repayable within five years Bank Loan Interest (Loan repayable in over five years)	43,761	55,427
6.	(LOSS) BEFORE TAXATION	£84,458 ———— £	£55,843 ———— £
	(Loss) before Taxation is stated after charging:		
	Loss on Disposal of Fixed Assets Operating Lease Payments Directors' Remuneration Depreciation Auditors' Remuneration: Audit Services Non-audit Services Ex Gratia Payments	36,016 251,636 253,183 8,000 3,000 4,030	25 54,300 245,358 266,637 8,000 3,000 3,890
	And after crediting :		
	Profit on Disposal of Fixed Assets Surplus on Foreign Exchange	17,625 24,751	27,382
7.	TAXATION		
	The Profit and Loss Account charge is made up as follows :		
	UK Corporation Tax at 25% (credit) Adjustments re prior years (credit) Deferred Taxation Current Year (credit) Interest Supplement on Corporation Tax Recovered	28,205 (12,747) (618) £14,840	(64,231) 40 (26,167) - £(90,358)
8.	DIVIDEND		
	Proposed Dividend	€ NIL	€ NIL

		1995	1994
		€	€
9.	STOCKS	a.	đ.
	Stocks of Materials and Consumables	805,291	669,477
	Stocks of Finished Goods	123,227	106,732
	Stocks of Fuel and Other Items	4,434	4,486
		£932,952	£780,695
10.	DEBTORS		
	Trade Debtors (Net of Bad Debts Provision)	1,988,981	2,155,625
	Prepayments	85,537	75,466
	Corporation Tax Recoverable	34,625	72,941
		£2,109,143	£2,304,032
11.	CREDITORS : Amounts falling due within one year		
	Trade Creditors	1,314,364	1,308,065
	PAYE and National Insurance Contributions	61,146	74,972
	Value Added Tax Corporation Tax (less ACT already paid)	154,838 28,205	49,663
	Proposed Dividend	20,203	-
	Advance Corporation Tax on Proposed Dividend	-	
	Accruals Bank Overdraft (secured)	356,269 132,021	340,451 278,678
	Amount owing to Subsidiary Companies	3,051	3,051
	Finance Leases (secured)	26,528	24,967
	Bank Loans (secured)	74,000	69,418
		£2,150,422	€2,149,265
12.	CREDITORS : Amounts falling due after more than one year		
	Bank Loan (secured) wholly repayable		
	within five years	210,352	272,685
	Bank Loan (secured) not wholly repayable within five years	486,041	495,582
	Finance Leases wholly repayable within five years	33,142	31,239
		 €729,535	£799,506

		1995 €	1994 £
12.	CREDITORS : Amounts falling due after more than one year (continued)		
	Bank Loans (secured by legal mortgages and a debenture) - National Westminster Bank plc interest charged at 2% over base rate or 10.125% per annum. Amounts repayable by instalments :		
	within five years after five years	323,352 447,041	381,106 456,579
	Included in Creditors due within one year	770,393 74,000	837,685 69,418
		€696,393 ————	£ 768,267 ———
13.	PROVISIONS FOR LIABILITIES AND CHARGES		
	Deferred Taxation		
	(a) Movement during the year was as follows :		
	Opening Balance Charge (Credit) to Profit and Loss Account	45,066 (12,747)	71,233 (26,167)
		£32,319 	£ 45,066
	(b) The Closing Balance is made up as follows :		
	Accelerated Capital Allowances Rolled-Over Capital Gains Other Timing Differences Unrelieved Tax Losses	27,584 4,735 NIL (-)	48,538 4,735 NIL (8,207)
	Less: ACT on Proposed Dividend	32,319 NIL	45,066 NIL
		£32,319 ———	£45,066
	14. SHARE CAPITAL		
	Authorised : 100,000 Ordinary Shares of £1 each	£100,000 ———	£100,000
	Allotted, Called Up and Fully Paid : 99,200 Ordinary Shares of £1 each	€ 99,200 	€ 99,200 ———

15. FIXED ASSETS

See schedule on page 16.

16.	INVESTMENTS		199	5	19	94
	Shares in Subsidiary Companies:	Holding	£	£	€	€
	Tranquility Products Limited at Cost <pre>Less: Amounts written off</pre>	100%	100 (NIL	100 (100) ——	NIL
	David Moore & Co Limited at Cost Less: Amounts written off	100%		3,051	8,000 (4,949) ———	3,051 ——— £3,051

Both subsidiaries were incorporated in England and are dormant.

The amounts of the Aggregate Share Capital and Reserves at 31 December 1995 were equal to the amount shown above.

17.	PROFIT AND LOSS ACCOUNT	1995	1994
		£	£
	Balance 1 January 1995 (Loss) Retained for the Year	1,276,710 (43,712)	1,544,443 (267,733)
	Balance 31 December 1995	£1,232,998	£1,276,710
18.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS'	FUNDS 1995	1994
		£	£
	(Loss) for the Year Dividend	(43,712) -	(267,733) -
	Retained (Loss) for the Year	(43,712)	(267,733)
	Shareholders' Funds at 1 January 1995	1,375,910	1,643,643
	Shareholders' Funds at 31 December 1995	£ 1,332,198	£1,375,910

19. CAPITAL COMMITMENTS

At the Balance Sheet date the Company had contracted for capital expenditure totalling £60,637 (1994 : £10,000).

20. CONTINGENT LIABILITIES

Deferred Taxation

There is a further potential liability of approximately £26,000 (1994: £26,000) in respect of tax deferred by virtue of capital allowances, but the Directors consider that this will not arise in the foreseeable future.

21. LEASING COMMITMENTS (PLANT AND EQUIPMENT)

At 31 December 1995 the Company had annual commitments under non-cancellable operating leases as set out below:

able operating leases as set out below.	1995	1994
Operating Leases which expire :	£	£
Within one year	4,402	4,757
In the second to fifth years	21,586	31,205
	£25,988	£35,962

22. PENSION COMMITMENTS

The Company operates defined contribution pension schemes for the directors and senior management and staff. The assets of the schemes are held separately from those of the Company in independently administered funds and there is no ongoing commitment to these schemes. The premiums paid to the schemes in the year amounted to \$35,555 (1994: \$61,603).

		19	995	19	994
23.	RECONCILIATION OF LOSS BEFORE TAX TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	£	€	€	€
	(Loss)/Profit before Tax Interest Payable Interest Receivable		(28,872) 84,458 (1,357)		(358,091) 55,843 (1,134)
	4		54,229		(303,382)
	Depreciation Loss/(Profit) on Sales of Fixed	253,183		266,637	
	Assets Bad Debt Provision (Increase) Decrease in Debtors (Increase) Decrease in Stocks Increase (Decrease) in Creditors	(17,625) 64,372 92,201 (152,257) 113,466		25 64,490 445,401 66,166 (331,444) 511,275
	Net Cash Inflow/(Outflow) from Operating Activities		£407,569 ———		£207,893
24.	ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS			€	£
	Balance 1 January 1995 :				
	Overdraft Cash				(278,678) 1,436
	Net Cash Inflow				(277,242) 146,753
	Balance 31 December 1995 Overdraft Cash			(132,021 1,532	£(130,489)
25.	ANALYSIS OF CHANGES IN FINANCE DURING THE YEAR		Share Capita	Fina	s and nce Lease gations
	Balance 1 January 1995 Cash Outflow New Finance Lease Contracts		99,200 - - £99,200	(;	93,891 95,428) 31,600 ———————————————————————————————————

SCHEDULE OF TANGIBLE FIXED ASSETS: YEAR ENDED 31 DECEMBER 1995

COST	Freehold Land & Buildings	Long Leasehold Land & Buildings	Plant & Machinery	Computer Installations	Fixtures & Fittings	Office Equipment	Motor Vehicles	Total
As at 1 January 1995 Additions (Disposals)	161,941	533,089 119,674	2,140,295 57,377 (100,200)	367,660 5,950	167,704	90,959 970 -	85,567 10,850	3,547,215 194,821 (100,200)
As at 31 December 1995	£161,941	652,763	2,097,472	373,610	167,704	91,929	96,417	3,641,836
DEPRECIATION	1							
As at 1 January 1995 Charge for Year (Applicable to Disposals)	55,660 4,048 -	50,798 16,319	1,607,167 169,143 (75,825)	297,948 32,716	129,092 8,019	63,427 8,675	62,590 14,263	2,266,682 253,183 (75,825)
As at 31 December 1995	€ 59,708	67,117	1,700,485	330,664	137,111	72,102	76,853	2,444,040
NET BOOK VALUE								
At 31 December 1995	£102,233	585,646	396,987	42,946	30,593	19,827	19,564	1,197,796
At 31 December 1994	£106,281	482,291	533,128	69,712	38,612	27,532	22,977	22,977 1,280,533

The net book value of assets held under finance leases amounts to Plant and Machinery £35,728 (1994 : £15,334), Computer Installation £10,410 (1994 : £20,821) and Office Fixtures £4,366 (1994 : £9,166).

The above charge for depreciation includes £26,417 (1994 : £28,353) in respect of leased assets.