## DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2009

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THOMAS MAY & CO

CHARTERED ACCOUNTANTS

#### **COMPANY INFORMATION**

**Directors** PIR Machanis

J P W Macharis J M A Schoonjans

R Coward

Secretary L Ledegen

Company number 269244

Registered office Stoke Albany Road

Desborough Kettering

Northamptonshire

NN14 2SR

Auditors Thomas May & Co

**Chartered Accountants** 

Allen House Newarke Street Leicester LE1 5SG

Bankers Barclays Bank Plc

8 Market Place Kettering NN16 0AX

Solicitors Harvey Ingram LLP

20 New Walk Leicester LE1 6TX

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#### **DIRECTORS' REPORT**

#### FOR THE YEAR ENDED 31 DECEMBER 2009

The directors present their report and financial statements for the year ended 31 December 2009

#### Principal activities and review of the business

The company is the parent company of a UK group involved in the manufacture and sale of recycled paper and cardboard packaging and tubes

Rigid Group Limited as a holding company derives its income from property rents and management charges, solely charged to the other companies within the group

The results for the year show a pre-tax loss of £2,827 (2008 £3,098,754 profit) and a turnover of £2,546,547 (2008 £1,624,197)

The business takes advantage of the exemption in the Financial Reporting Standards Number 1, Cashflow Statements, from producing a cashflow statement on the grounds that it is a subsidiary of a group which prepares consolidated accounts

During 2009, the company continued it's satisfactory performance

The rents and management fees charged to Rigid Containers Limited in 2009 were achieved according to expectations and are projected to continue in a stable fashion in the coming years

In 2009, performance was affected by the need to set-aside additional costs for the 2008 disposal of the Selby Paper site. This requirement arose from revisions to initial cost estimates of the overall site clearance plan.

The company continues to be secure in its future activities due to the strong performance of its subsidiary company Rigid Containers Limited and this company's ability to settle the charged rents and management fees

Given the nature of the business we are of the opinion that analysis using KPI's is not necessary for an understanding of the development, performance or position of the business

#### Results and dividends

The results for the year are set out on 5

#### Market value of land and buildings

In the opinion of the directors the market value of land and buildings exceeds the current net book value

#### **Future developments**

With effect from 1 January 2010, a new subsidiary called Rigid Aston Limited was formed to carry on the activities of the Charta division of Rigid Containers Ltd together with other business activities contributed by another 3rd party Rigid Group Limited will ultimately hold 65% of the equity of Rigid Aston Limited, with the remaining equity in the hands of the 3rd party

#### **Directors**

The following directors have held office since 1 January 2009

PIR Macharis JPW Macharis JM A Schoonjans R Coward PLM Van Acker

(Resigned 1 January 2010)

#### **DIRECTORS' REPORT (CONTINUED)**

#### FOR THE YEAR ENDED 31 DECEMBER 2009

#### **Auditors**

Thomas May & Co are deemed to be re-appointed in accordance with an elective resolution made under section 386 of the Companies Act 1985 which continues in force under the Companies Act 2006

#### Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

#### Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information

On behalf of the board

R Coward Director

26 February 2010

#### INDEPENDENT AUDITORS' REPORT

#### TO THE MEMBERS OF RIGID GROUP LIMITED

We have audited the financial statements of Rigid Group Limited for the year ended 31 December 2009 set out on pages 5 to 19 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

#### Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

#### Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

#### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

# INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF RIGID GROUP LIMITED

#### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

B S Carruthers (Senior Statutory Auditor) for and on behalf of Thomas May & Co

Chartered Accountants Statutory Auditor

Allen House Newarke Street Leicester LE1 5SG

26 February 2010

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2009

	<del>- " -</del>		
		2009	2008
	Notes	£	£
Turnover	2	2,546,547	1,624,197
Staff costs		461,659	469,306
Depreciation and amortisation		443,557	477,057
Other operating charges		1,198,569	833,295
		2,103,785	1,779,658
Operating profit/(loss)	3	442,762	(155,461)
Profit on sale of property			4,408,007
Profit on ordinary activities before			
interest		442,762	4,252,546
Other interest receivable and similar			
income	4	167	421
Interest payable and similar charges	5	(250,256)	(1,004,213)
Other finance costs	12	(195,500) 	(150,000)
(Loss)/profit on ordinary activities			
before taxation		(2,827)	3,098,754
Tax on (loss)/profit on ordinary activities	6	329,578	954,214
Profit for the year	14	326,751	4,052,968
			<del></del>

The profit and loss account has been prepared on the basis that all operations are continuing operations

# STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2009

	-	2009	2008
	Notes	£	£
Profit for the financial year		326,751	4,052,968
Actuarial (loss)/gain on pension scheme		(1,010,500)	511,000
Total gains and losses recognised since last			
financial statements		(683,749)	4,563,968

### **BALANCE SHEET**

### AS AT 31 DECEMBER 2009

		2	009	2	800
	Notes	£	£	£	£
Fixed assets					
Tangible assets	7 and 8		14,840,971		15,151,756
Investments	9		11,057		11,057
			14,852,028		15,162,813
Current assets					
Debtors	10	10,319,866		8,804,459	
Cash at bank and in hand		972		972	
		10,320,838		8,805,431	
Creditors amounts falling due within					
one year	11	(12,656,718)		(11,974,348)	
Net current liabilities			(2,335,880)		(3,168,917)
Total assets less current liabilities			12,516,148		11,993,896
Retirement benefit obligations	13		(3,034,000)		(1,828,000)
			9,482,148		10,165,896
			<del></del>		
Capital and reserves					
Called up share capital	13		679,533		679,533
Other reserves	14		3,227,930		3,227,930
Profit and loss account	14		5,574,685		6,258,433
Shareholders' funds	15		9,482,148		10,165,896

Approved by the Board and authorised for issue on 26 February 2010

R Coward

Director

Company Registration No. 516721

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

#### 1 Accounting policies

#### 11 Accounting convention

The accounts are prepared under the historical cost convention

#### 12 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts

#### 1 3 Tangible fixed assets and depreciation

Freehold land is not depreciated. Freehold buildings and plant, machinery, equipment and motor vehicles are included at cost, less depreciation calculated to write down the cost to residual value, at the following rates.

Land and buildings (Freehold)

3%

Office furniture

20% and 33 33%

Motor vehicles

33 33%

#### 1.4 Investments

Investments in subsidiary undertakings are stated at cost, less provision for any permanent diminution in value

#### 15 Pensions

The company participates in two group defined benefit pension schemes which are currently in wind up. The difference between the market value of the assets and the present value of the accrued pension liabilities is shown as an asset or liability in the balance sheet.

#### 1.6 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted

#### 1.7 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

#### 18 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by section 400 of the Companies Act 2006 as it is a subsidiary undertaking of VPK Packaging Group NV, a company incorporated in Belgium, and is included in the consolidated accounts of that company

#### 1.9 Cashflow

The company is taking advantage of the exemption in Financial Reporting Standards Number 1, Cashflow Statements, from producing a cashflow statement on the grounds that it is a subsidiary of a group which prepares consolidated accounts

#### 2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

3	Operating profit/(loss)	2009 £	2008 £
	Operating profit/(loss) is stated after charging		
	Depreciation of tangible assets	443,557	477,057
	Loss on foreign exchange transactions	-	6,840
	Auditors' remuneration for		
	Audit including expenses	8,125	10,400
	Taxation services	2,000	3,500
	General accountancy advice	750	1,250
	Limited review of half year accounts	750	1,000
	and after crediting		
	Profit on foreign exchange transactions	(4,249)	
4	Investment income	2009 £	2008 £
	Other interest	<u>167</u>	<u>421</u>
_			
5	Interest payable	2009 £	2008 £
	On bank loans and overdrafts	250,256	1,004,213

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

6	Taxation	2009 £	2008 £
	Domestic current year tax		
	Adjustment for prior years	-	(606,827)
	Receipt in respect of group relief	(329,578)	(347,387)
	Current tax charge	(329,578)	(954,214)
	Factors affecting the tax charge for the year		
	(Loss)/profit on ordinary activities before taxation	(2,827)	3,098,754
	(Loss)/profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 28 00% (2008 - 28 50%)	(792)	883,145
	Effects of		
	Non deductible expenses	61,318	_
	Depreciation add back	124,196	135,961
	Capital allowances	(120,416)	(152,961)
	Adjustment for prior years	-	(606,827)
	Other tax adjustments	(393,884)	(1,213,532)
		(328,786)	(1,837,359)
	Current tax charge	(329,578)	(954,214)

The company has estimated losses of £ 311,050 (2008 - £ 311,050) available for carry forward against future trading profits

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

7	Tangible fixed assets			
		Land and buildings (Freehold)	Fixtures, fittings & equipment	Total
		£	£	£
	Cost			
	At 1 January 2009	13,958,099	165,854	14,123,953
	Additions	15,11 <del>9</del>	3,703	18,822
	Transfers from assets in the course of construction	2,572,438	<u>-</u>	2,572,438
	At 31 December 2009	16,545,656	169,557	16,715,213
	Depreciation			
	At 1 January 2009	1,454,992	89,643	1,544,635
	Charge for the year	419,011	24,546	443,557
	At 31 December 2009	1,874,003	114,189	1,988,192
	Net book value			
	At 31 December 2009	14,671,653	55,368	14,727,021
	At 31 December 2008	12,503,107	76,211	12,579,318

#### 8 Tangible fixed assets

	Assets in the course of construction £
Cost	
At 1 January 2009	2,572,438
Additions	113,950
Transfer to land and buildings	(2,572,438)
At 31 December 2009	113,950

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

#### 9 Fixed asset investments

	Shares in subsidiary undertakings £
Cost	
At 1 January 2009 & at 31 December 2009	11,057
Net book value	
At 31 December 2009	11,057
At 31 December 2008	11,057

#### Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies

Company	Country of registration or	Shares held	
	incorporation	Class	%
Subsidiary undertakings			
Rigid Containers Limited	England and Wales	Ordinary	100 00
Greenfield & Co Limited	England and Wales	Ordinary	100 00
Roddy & Talbot Limited	England and Wales	Ordinary	100 00
Rigid Paper Limited	England and Wales	Ordinary	100 00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows

		Capital and reserves 2009	Profit/(loss) for the year 2009
	Principal activity	£	£
Rigid Containers Limited	Paperboard transit packaging	10,563,787	2,610,340
Greenfield & Co Limited	Dormant	100	_
Roddy & Talbot Limited	Dormant	10,000	•
Rigid Paper Limited	Paper	(7,088,228)	(2,159,408)

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

10	Debtors	2009	2008
		£	£
	Trade debtors	-	4,700
	Amounts owed by parent and fellow subsidiary undertakings	9,186,042	8,308,323
	Corporation tax	333,645	4,067
	Group relief	347,387	347,387
	Prepayments and accrued income	452,792	139,982
		10,319,866	8,804,459
		<del></del>	
11	Creditors amounts falling due within one year	2009	2008
11	Creditors amounts falling due within one year	2009 £	2008 £
11	Creditors amounts falling due within one year  Bank loans and overdrafts		
11			£
11	Bank loans and overdrafts	£	£ 1,145,037
11	Bank loans and overdrafts Trade creditors	£ - 91,412	1,145,037 154,205 10,227,075 38,699
11	Bank loans and overdrafts Trade creditors Amounts owed to parent and fellow subsidiary undertakings	£ 91,412 12,035,378	1,145,037 154,205 10,227,075

Limited Guarantee given by Rigid Containers Limited, Rigid Paper Limited, VPK Services Gcv, VPK Packaging Group NV for £1,000,000 dated 21 November 2008

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

#### 12 Pension and other post-retirement benefit commitments Employee benefit obligations

Previously the company operated two defined benefit schemes which are both in the process of wind-up The most recent full actuarial valuation was on 1 January 2002 and was carried out by a qualified independent actuary

The amounts recognised in the balance sheet are as follows:

	pension plans	
2009	2008	
£	£	
000	7,400,000	

**Defined benefit** 

	2009	2008
	£	£
Present value of funded obligations	8,411,000	7,400,000
Fair value of plan assets	(5,377,000)	(5,572,000)
Net liability	3,034,000	1,828,000
	<del></del>	

#### The amounts recognised in the profit and loss are as follows:

	Defined benefit pension plans	
	2009 £	2008 £
Interest on obligation Expected return on pension scheme assets	448,000 (252,500)	500,000 (350,000)
Total	195,500	150,000
Actual return on plan assets	205,000	(143,000)

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

Pension and other post-retirement benefit commitments		(continued)
Changes in the present value of the defined benefit obligation a	are as follows	
		efined benefit pension plans
	2009 £	2008 £
Opening defined benefit obligation Interest cost	7,400,000 448,000	13,205,000 500,000
Past service cost	-	(4.004.000)
Actuarial losses (gains) Losses (gains) on curtailments	963,000	(1,004,000)
Benefits paid	(400,000)	(5,301,000)
Total	8,411,000	7,400,000
	Defined benefit   2009 £	2008 £
Opening fair value of plan assets	5,572,000	11,016,000
Expected return	252,500	350,000
Actuarial losses Benefits paid	(47,500) (400,000)	(493,000) (5,301,000)
	5,377,000	5,572,000
The major categories of plan assets as a percentage of tota follows	ıl plan assets are as	
10110#3	2009	2008
	%	%
Equities	10 00	9 00
Bonds	1 00	84 00
Property	4 00	1 00
Other assets	85 00	6 00

13,590,660 Ordinary shares of 5p each

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

12	Pension and other post-retirement benef	fit commitment	ts		(continued)
	Principal actuarial assumptions at the b averages)	alance sheet d	ate (expressse	ed as weighted	
				2009	2008
				%	%
	Discount rate at 31 December 2009			5 70	6 40
	Expected return on plan assets at 31 Decei	mber 2009		5 60	4 71
	Future pension increases			3 00	3 00
	Fund and the Rigid Containers Group Wor 3 June 2000 respectively  Amounts for the current and previous for			mes were closed o	on 31 May and
	Defined benefit pension plans	our periods are	as follows		
		2009	2008	2007	2006
		£	£	£	£
	Defined benefit obligation	(8,411,000)	(7,400,000)	(13,205,000)	(16,758,000)
	Plan assets	5,377,000	5,572,000	11,016,000	12,598,500
	Surplus/(deficit)	(3,034,000)	(1,828,000)	(2,189,000)	(4,159,500)
	Experience adjustments on plan liabilities	(963,000)	1,004,000	1,541,500	405,000
	Experience adjustments on plan assets	(47,500) ————	(493,000) ———	(423,500) ———	
					386,000
3	Share capital			2009	2008
3	·			2009 £	
3	Authorised			£	2008 £
3	·				2008
3	Authorised			£	2008 £

679,533

679,533

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

14	Statement of movements on reserves		
		Other	Profit and
		reserves	loss
		(see below)	account
		£	£
	Balance at 1 January 2009	3,227,930	6,258,434
	Profit for the year	-	326,751
	Actuarial gains or losses on pension scheme assets		(1,010,500)
	Balance at 31 December 2009	3,227,930	5,574,685
	Other reserves		
	Capital redemption reserve		
	Balance at 1 January 2009 & at 31 December 2009	3,227,930	
15	Reconciliation of movements in shareholders' funds	2009	2008
		£	£
	Profit for the financial year	326,751	4,052,968
	Other recognised gains and losses	(1,010,500)	511,000
	Net (depletion in)/addition to shareholders' funds	(683,749)	4,563,968
	Opening shareholders' funds	10,165,896	5,601,928
	Closing shareholders' funds	9,482,148	10,165,896

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

#### 16 Contingent liabilities

The company participated in two group pension schemes which are both currently in wind up. The obligations of the two schemes are accounted for in full in the financial statements of Rigid Group Ltd and its subsidiary, Rigid Containers Ltd. The combined obligations of these two companies to the pension schemes in wind up total approximately £6 million. Each company provides for 50% of the obligation.

It is likely that the trustees will serve the debt on the Rigid Group of companies during 2010. At the present time, it is not yet clear which company will bear which % of the overall obligation but it is possible that either Rigid Group Ltd or Rigid Containers Ltd will assume more or less % than their current 50% each and/or another subsidiary of Rigid Group Ltd, Rigid Paper Ltd, may be required to assume part of the overall liability (which presently it does not)

Furthermore the trustees have indicated that the debt which may be served on the group/company may be higher than the £6 million through the application of a new calculation methodology but at present the trustees have not given definitive calculations to the company. The application of a new calculation basis is not accepted by the company and legal opinion has been obtained to support this position. If required, the group/company will take formal legal steps to strongly reject the use of new calculation methodologies which would increase the overall obligation above £6 million.

17	Directors' emoluments	2009 £	2008 £
	Emoluments for qualifying services  Company pension contributions to money purchase schemes	137,773 8,750	124,710 -
		146,523	124,710

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 1 (2008 - 0)

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

#### 18 Employees

#### **Number of employees**

The average monthly number of employees (including directors) during the year was

year was	2009 Number	2008 Number
Management and representatives	5	5
Supervisory and clerical staff	2	2
	7	7
Employment costs	2009 £	2008 £
	-	_
Wages and salaries	408,375	423,958
Social security costs	44,534	45,348
Other pension costs	8,750	
	461,659	469,306

#### 19 Control

The ultimate parent company is VPK Packaging Group NV, a company incorporated in Belgium

#### 20 Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company