Company Number: 00875221

# CASTACRETE LIMITED REPORTS AND ACCOUNTS FOR THE PERIOD 1ST MARCH 1996 TO 31ST DECEMBER 1996



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#### REPORT OF THE DIRECTORS

## For the period 1st March 1996 to 31st December 1996

The directors submit their report and accounts for the period ended 31st December 1996.

#### PRINCIPAL ACTIVITY

The Company's principal activity during the period was the manufacture and retailing of concrete products.

#### REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The company completed a very successful period of trading in which the turnover for the 10 months was almost 20% greater than for the whole of the previous year.

The company continues to improve its production methods in order to remain competitive in its market.

The profit for the period after taxation was £351,735 (year to February 1996 - £243,225)

The directors recommend that no dividend be paid for the period and that the balance of the undistributed profits be carried forward as part of the general reserves of the company.

The movements in tangible fixed assets during the period are shown in note 6 to the accounts.

#### DIRECTORS AND THEIR INTERESTS

The directors during the period ended 31st December 1996 and their beneficial interests in the share capital of the company at the beginning and end of the financial period were as follows:

## Ordinary 5p shares

T.A. Smallman	1,960,000
Mrs R.M. Smallman	20,000
J.R. McFarlane	
D.J. Swannell	_
B.J. Bird (appointed 6th April 1996)	_

At 31st December 1996 Mr T.A. Smallman also held 250 shares in both Slabland Limited and Castacrete (Bristol) Limited, two of the company's subsidiaries.

#### DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial period 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:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- comply with applicable accounting standards 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 maintaining 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.

# REPORT OF THE DIRECTORS

# For the period 1st March 1996 to 31st December 1996

(continued)

# CLOSE COMPANY

Castacrete Limited is a close company within the terms of the Income and Corporation Taxes Act 1988.

BY ORDER OF THE BOARD

.A. SMALLMAN Chairman

REGISTERED OFFICE Dean Street East Farleigh Kent

30th October 1997

#### REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF

#### CASTACRETE LIMITED

We have audited the financial statements on pages 4 to 17 which have been prepared following 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 as at 31st December 1996 and of its profit and cashflow for the period then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985.

DAY, SMITH & HUNTER Chartered Accountants Registered Auditors

Day duttaline

121-123 Mount Pleasant, Tunbridge Wells, Kent TN1 1QR

30th October 1997

## PROFIT AND LOSS ACCOUNT

## For the period 1st March 1996 to 31st December 1996

	Note	1	0 months to 31.12.1996		Year to 29.2.1996
Turnover			6,144,466		5,148,598
Cost of sales			3,744,340		3,124,021
GROSS PROFIT			2,400,126		2,024,577
Distribution costs Administrative expenses		1,167,281 677,286		1,000,578 604,581	
			1,844,567		1,605,159
OPERATING PROFIT	2		555,559		419,418
Other operating income			1,102		1,525
			556,661		420,943
Interest receivable			578		1,345
			557,239		422,288
Interest payable and similar charges	3		130,077		82,998
PROFIT ON ORDINARY ACTIVIT BEFORE TAXATION	IES		427,162		339,290
Taxation	5		75,427		96,065
PROFIT FOR THE FINANCIAL PERIOD	14		£351,735		£243,225

There were no recognised gains or losses other than those recognised in the profit and loss account.

The notes on page 7 to 17 form part of these accounts.

# **BALANCE SHEET**

# As at 31st December 1996

	<u>Notes</u>		31.12.1996		<u>29.2.1996</u>
FIXED ASSETS  Tangible fixed assets Investment in subsidiaries	6 7		3,158,157 431,518 3,589,675		2,945,635 430,900 3,376,535
CURRENT ASSETS Stocks Debtors Cash at bank and in hand	8 9	1,516,241 882,876 560 2,399,677		1,772,096 676,064 560 2,448,720	
CREDITORS: AMOUNTS FALLIN DUE WITHIN ONE YEAR	10	2,105,078		2,292,239	
NET CURRENT ASSETS			294,599		156,481
TOTAL ASSETS LESS CURRENT LIABILITIES			3,884,274		3,533,016
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	11		902,609		938,753
PROVISIONS FOR LIABILITIES AND CHARGES Deferred taxation NET ASSETS	12		344,661 £2,637,004		308,994 £2,285,269
CAPITAL AND RESERVES  Called up share capital  Capital redemption reserve  Profit and loss account	13 14 14		99,000 1,000 2,537,004		99,000 1,000 2,185,269 £2,285,269
SHAREHOLDERS' FUNDS	14		£2,637,004		======

Approved by the board of directors on 30th October 1997.

T.A. SMALLMAN

The notes on pages 7 to 17 form part of these accounts.

## CASH FLOW STATEMENT

## For the period 1st March 1996 to 31st December 1996

	<u>Note</u>		months to		Year to
NET CACLIBLE OWEDOM		-	31.12.1996		29.2.1996
NET CASH INFLOW FROM OPERATING ACTIVITIES	15		913,189		444,472
RETURNS ON INVESTMENT A SERVICING OF FINANCE	ND				
Interest received		578		1,345	
Interest paid		(145,659)		(88,641)	
			(145,081)		(87,296)
TAXATION UK Corporation tax paid			(80,060)		(33,957)
CAPITAL EXPENDITURE					
Purchase of tangible fixed asse Sale of plant and machinery	ets	(381,162) 8,176		(501,966) 8,177	
			(372,986)		(493,789)
ACQUISITIONS					, , ,
Purchase of subsidiary			(618)		(429,400)
TRI I MODIC			314,444		(599,970)
FINANCING		150,000		438,649	
New secured loans Repayments of amounts borro	wed	(173,506)		(213,590)	
Purchase of own shares	wcu	(175,500)		(14,106)	
			(23,506)		210,953
INCREASE/(DECREASE) IN CA	ASH 16/17		£ 290,938		£ (389,017)

The notes on pages 7 to 17 form part of these accounts.

#### NOTES TO THE ACCOUNTS

## 31st December 1996

#### 1. ACCOUNTING POLICIES

## a) Accounting convention

The accounts are prepared under the historical cost convention and incorporate the results of the activity described in the directors' report which is continuing.

## b) Group accounts

The company has taken advantage of the exemption provided by section 248 of the Companies Act 1985 not to prepare group accounts on the grounds that it is a medium sized group. These accounts give information about the company as an individual undertaking and not about the group.

#### c) Turnover

Turnover is the total amount receivable by the company in the ordinary course of business for goods supplied excluding VAT and trade discounts.

## d) Operating leases

Rentals payable under operating leases are charged on a straight line basis over the lease term.

## e) Depreciation

Depreciation is calculated to write down the cost less estimated residual value of tangible fixed assets other than freehold land over their expected useful economic lives.

The annual rates generally applicable are:

Freehold buildings - 1% on cost

Fixtures and fittings - 10% on cost (formerly 15% on written down value)

Computer - 25% on cost

Plant and machinery - 10% on cost (formerly 15% on written down value)
Motor vehicles - 20% on cost (formerly 25% on written down value)

During the year the directors reassessed the expected useful lives of various classes of assets together with the method of providing depreciation. The directors believe that following technological developments in the industry the above depreciation rates will give a fairer presentation of the company's results. For assets held at 1st March 1996, the amended depreciation rates have been applied to the net book value at that date.

#### NOTES TO THE ACCOUNTS

#### 31st December 1996

#### (continued)

#### f) Stocks

Stocks are stated at the lower of cost and net realisable value.

In the case of raw materials and consumable stores, cost means purchase price including transport and handling costs, less trade discounts, calculated on a first in first out basis. In the case of finished goods, cost comprises direct materials, direct labour and attributable production and other overheads.

Net realisable value means estimated selling price (less trade discounts) less all further costs to completion and all costs to be incurred in marketing, selling and distribution.

#### g) Pension costs

Contributions payable to the company's pension schemes are charged to the profit and loss account in the period to which they relate.

## h) Deferred taxation

Deferred taxation provisions are made for capital allowances in excess of depreciation charged in the accounts and other timing differences when it is expected that tax will become payable in the foreseeable future.

## i) Hire purchase contracts

Assets purchased under hire purchase contracts are capitalised at their estimated fair value at the date of inception of each contract.

The total finance charges are allocated over the period of the contract in accordance with the "rule of 78" method.

## j) Pallet deposits

Deposits received on pallets are carried as an accrual to meet estimated future liabilities arising on return of the pallets.

## k) Research and development

Expenditure is charged to the profit and loss account as it arises.

## NOTES TO THE ACCOUNTS

## 31st December 1996

## (continued)

## 2. OPERATING PROFIT

Operating profit is stated after charging		
the following:	10 months to	Year to
	<u>31.12.1996</u>	<u>29.2.1996</u>
0.4.6.1.	£	£
Cost of sales	1 601	4.515
Hire of plant and machinery  Depreciation and amounts written off	4,681	4,515
tangible fixed assets		
- owned	115,723	159,326
Operating lease rentals - land and buildings	15,003	18,000
Distribution costs		
Operating lease rentals - plant and machinery	33,927	40,168
Depreciation and amounts written off		
tangible fixed assets		
- owned	8,487	9,679
Administrative expenses		
Auditors remuneration	13,620	11,560
Operating lease rentals- land and buildings	1,667	2,000
Depreciation and amounts written off		
tangible fixed assets - owned	34,842	37,105
- held under hire purchase contracts	1,412	4,422
Research and development - current period	883	333
resourch and development current period	=====	
3. INTEREST PAYABLE AND OTHER SIMILAR	R CHARGES	
	10 months to	Year to
	31.12.1996	<u>29.2.1996</u>
On bank loans, overdrafts and other loans		
- repayable within 5 years	85,667	72,088
- repayable wholly or partly in more than		,2,000
5 years	43,643	9,816
- finance charges in respect of hire		
purchase contracts	767	1,094
	£130,077	£82,998

## NOTES TO THE ACCOUNTS

## 31st December 1996

## (continued)

## 4. DIRECTORS AND EMPLOYEES

DIRECTORS TAND EARL DO TEELS	10 months to 31.12.1996	Year to 29.2.1996
Staff costs during the period:-		
Wages and salaries	1,371,465	1,396,287
Social security costs	127,353	145,720
Other pension costs	74,330	28,022
	£1,573,148	£1,570,029
	<del></del>	····

The company operates two defined contribution pension schemes. The assets of the schemes are held separately from those of the company in independently administered funds. The pension cost charge represents contributions payable to the funds.

The average number of employees during the period was 72 (29th February 1996 - 66), made up as follows:

	<u>Number</u>	<u>Number</u>
Manufacturing	37	35
Administration, sales and distribution	30	29
Directors	5	2
	72	66
	<del></del>	

Emoluments in respect of directors were payable as follows:

	10 months to	Year to
	<u>31.12.1996</u>	<u>29.2.1996</u>
Directors' emoluments (including pension		
contributions and benefits in kind)	£287,634	£170,088
	<del></del>	

## NOTES TO THE ACCOUNTS

## 31st December 1996

## (continued)

## 4. DIRECTORS AND EMPLOYEES (cont.)

The directors' emoluments excluding pension contributions are further analysed as follows:

Chairman and highest paid	d director £120,190	£118,777
	Number	Number
Other directors		
£0 - £5,000	-	1
£5,001 - £10,000	1	-
£30,001 - £35,000	1	-
£35,001 - £40,000	1	-
£40,001 - £45,000	1	<del>-</del>
£45,001 - £50,000	-	1
	<del></del>	
5. TAXATION	10 months to	Year to
	<u>31.12.1996</u>	<u>29.2.1996</u>
Corporation tax at current	rates on	
the profits for the period	39,760	81,281
Deferred taxation (note 12	2)	
Provision at 33%	35,667	14,784
	£75,427	£96,065

The effective tax rate is lower in the current period, due to group relief of losses incurred by two subsidiary undertakings. Due to the loss accepted the tax charge has been reduced by £61,711.

## NOTES TO THE ACCOUNTS

## 31st December 1996

## (continued)

_		LAATTA
6	TANGIBLE FIXED	ASSETS

Freehold land and buildings	Fixtures and fittings	Plant and machinery	Motor vehicles	Total
1,505,832	196,455	2,771,167	132,210	4,605,664
68,357	15,560	239,856	57,389	381,162
-	(19,105)	-	(18,699)	(37,804)
1,574,189	192,910	3,011,023	170,900	4,949,022
60,256	95,165	1,441,019	63,589	1,660,029
8,813	18,141	114,499	15,349	156,802
_	(18,010)	-	(7,956)	(25,966)
69,069	95,296	1,555,518	70,982	1,790,865
£1,505,120	£97,614	£1,455,505	£99,918	£3,158,157
£1,445,576	£101,290	£1,330,148	£68,621	£2,945,635
	land and buildings  1,505,832 68,357 - 1,574,189  60,256 8,813 - 69,069 £1,505,120	land and buildings fittings  1,505,832	land and buildings       and fittings       and machinery         1,505,832       196,455       2,771,167         68,357       15,560       239,856         -       (19,105)       -         1,574,189       192,910       3,011,023         60,256       95,165       1,441,019         8,813       18,141       114,499         -       (18,010)       -         69,069       95,296       1,555,518         £1,505,120       £97,614       £1,455,505	land and buildings         and fittings         and machinery         Motor vehicles           1,505,832         196,455         2,771,167         132,210           68,357         15,560         239,856         57,389           -         (19,105)         -         (18,699)           1,574,189         192,910         3,011,023         170,900           60,256         95,165         1,441,019         63,589           8,813         18,141         114,499         15,349           -         (18,010)         -         (7,956)           69,069         95,296         1,555,518         70,982           £1,505,120         £97,614         £1,455,505         £99,918

The net book value of freehold land and buildings includes an amount of £287,101 relating to land which is not being depreciated.

The net book value of fixed assets includes assets held under hire purchase agreements as follows:

	Freehold land and buildings	Fixtures and fittings	Plant and machinery	Motor vehicles	Total
Net book value At 31st December 1996	£-	£-	£-	£7,061	£7,061
Net book value At 29th February 1996	£-	£-	£-	£16,095	£16,095

The net book value of fixed assets includes payments for assets in the course of construction as follows:

us follows.	Freehold land and buildings	Fixtures and fittings	Plant and machinery	Motor vehicles	Total
Net book value At 31st December 1996	£125,146	£-	£243,120	£-	£368,266
Net book value At 29th February 1996	£113,704	£48,013	£65,767	£-	£227,484

## NOTES TO THE ACCOUNTS

## 31st December 1996

(continued)

## 6. TANGIBLE FIXED ASSETS (Continued)

Following technological developments, the directors reassessed the remaining useful lives of various classes of assets, together with the method of providing depreciation. The effect of the revision is a decrease in the depreciation charge of approximately £100,000.

#### 7. FIXED ASSET INVESTMENTS

At 31st December 1996 the company held shares in the following companies, all of which are registered in England.

	% held	Class of shares held	Nature of business
Slabland Limited	75	Ordinary	Retailers of building and gardening products
The Alexandra Stone Company Limited	100	Ordinary	Manufacturing concrete kerbs, paving slabs and blocks.
Castacrete (Bristol) Limited	75	Ordinary	Dormant

The cost of investments increased by £618 in the period due to additional costs relating to an acquisition in the previous year.

The aggregate capital and reserves and the net profit for the period after taxation of each of the subsidiaries was as follows:

	substitutions was as tollows.		
		Aggregate capital	Net loss
		and reserves	after taxation
		£	£
	Slabland Limited	78,093	(7,189)
	The Alexandra Stone Company Ltd	560,342	(176,456)
	Castacrete (Bristol) Limited	17,277	-
8.	STOCK	<u>31.12.1996</u>	<u>29.2.1996</u>
	Raw materials and consumable stores	81,691	94,598
	Finished goods and goods for resale	1,311,691	1,609,727
	Pallets and mould stocks	122,859	67,771
		£1,516,241	£1,772,096
		<del> </del>	

There are no significant differences between the replacement costs and the values disclosed above except for mould stocks, which have been valued at 50% of replacement cost.

## NOTES TO THE ACCOUNTS

## 31st December 1996

## (continued)

	(Commaca)	
9. DEBTORS	31.12.1996	<u>29.2.1996</u>
Trade debtors	752,155	500,431
Other debtors	7,053	108,946
Amounts due from group companies	32,520	1,119
Prepayments and accrued income	91,148	65,568
	£882,876	£676,064
10 CREDITORS: AMOUNTS FALLI	NG DUE WITHIN ONE YEAR	
	31.12.1996	<u> 29.2.1996</u>
Current instalments due on bank loa	ns 198,901	183,755
Bank overdraft	761,568	1,052,506
Trade creditors	410,898	569,307
Amounts owed to group companies	54,393	132,666
Current taxation	39,760	80,944
Taxation for previous periods	9,193	8,309
Social security and other taxes	138,535	45,154
Other creditors	45,209	74,385
Accruals and deferred income	234,082	125,321
Amounts due under hire purchase co	ontracts 3,863	4.621

The bank overdraft is secured by a fixed and floating charge over the company assets.

208,676

£2,105,078

15,271

£2,292,239

Hire purchase contract balances are secured on the underlying assets.

Directors' current accounts

## 11.CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31.12.1996	<u> 29.2.1996</u>
Bank and other loans repayable by instalments:		
Wholly repayable within 5 years		
Bank loans	274,262	283,470
Other loans	60,800	84,800
Amounts due under hire purchase		
contracts	297	3,233
Not wholly repayable within 5 years		
Other loans - Amounts falling due		
within 5 years	226,900	170,175
- Amounts falling due		
after 5 years	340,350	397,075
	£902,609	£938,753

The hire purchase contracts are wholly repayable within five year.

## NOTES TO THE ACCOUNTS

## 31st December 1996

# (continued)

## 11.CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR (Continued)

The loan not wholly repayable within five years is repayable by 2008 and bears interest at 1.5% over Barclays base rate.

The bank and other loans are secured by a fixed and floating charge over the company assets and mortgages on specific properties.

Analysis of debt maturity		31.12.1996		29.2.1996
Amounts due in one year or less or on den	nand	000 400		1.007.071
Bank loans and overdrafts Other loans		960,469 32,663		1,236,261 35,171
Amounts due between one and two years				
Bank loans		178,545		154,616
Other loans		85,525		28,502
Amounts due between two and five years				
Bank loans		95,717		128,854
Other loans		202,175		226,473
Amounts due in five years or more				
Other loans		340,350		397,075
		£1,895,444		£2,206,952
12. DEFERRED TAXATION				
	Prov	ided	Further	r potential
	31.12.1996		31.12.1996	29.2.1996
Accelerated capital allowances	345,627	316,404	_	-
Other timing differences	(966)	(7,410)	-	-
	344,661	308,994	_	_
Capital gains rolled over		-	114,639	114,639
	£344,661	£308,994	£114,639	£114,639

## NOTES TO THE ACCOUNTS

## 31st December 1996

## (continued)

## 13. SHARE CAPITAL

	31,12.1996	29.2.1996
Authorised 2,000,000 ordinary shares of 5p each	£100,000	£100,000
Allotted, issued and fully paid		
1,980,000 ordinary shares of 5p each	£99,000	£99,000

## 14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Share capital	Capital redemption reserve	Profit and loss account	Total shareholders <u>funds</u>
Balance at 1st March 1996	99,000	1,000	2,185,269	2,285,269
Profit for the period	-	-	351,735	351,735
Balance at 31st December 1996	£99,000	£1,000	£2,537,004	£2,637,004
		<del></del>		

# 15. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	<u>31.12.1996</u>	<u>29.2.1996</u>
Operating profit	555,559	419,418
Other operating income	1,102	1,525
Depreciation	156,802	206,144
Loss on sale of tangible fixed assets	3,662	4,388
Decrease/(increase) in stocks	255,855	(396,025)
Increase in debtors	(206,812)	(189,831)
Increase in creditors	147,021	398,853
Net cash inflow from operating activities	£913,189	£444,472

## 16. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	<u>31.12.1996</u>	<u>29.2.1996</u>
Increase/(decrease) in cash in period	290,938	(389,017)
Cash outflow/(inflow) from decrease/increase in debt	23,506	(225,059)
Purchase of own shares	-	14,106
Change in net debt	£314,444	£(599,970)

## NOTES TO THE ACCOUNTS

## 31st December 1996

## (continued)

#### 17. ANALYSIS OF NET DEBT

7.111(125) 01 (137 555)	At 1.3.1996			At 31.12.1996
Cash in hand and at bank	560	_	_	560
Bank overdrafts	(1,052,506)	290,938	-	(761,568)
Debt due after one year	(938,753)	(150,207)	186,351	(902,609)
Debt due within one year	(218,926)	173,713	(186,351)	(231,564)
	£ (2,209,625)	£314,444	£-	£(1,895,181)

## 18. FINANCIAL COMMITMENTS

The company had annual commitments under non-cancellable operating leases as follows:-

	<u>31.12.1996</u>	<u> 29.2.1996</u>
Land and Buildings: Expiring over 5 year	£20,000	£20,000
Other:		
Expiring under 1 year	£40,817	£40,730

## 19. RELATED PARTY DISCLOSURES

- a) The ultimate controlling party is Mr. T.A. Smallman.
- b) During the period the director, Mr. T.A. Smallman, advanced an unsecured loan to the company, the outstanding balance at 31st December 1996 was £208,676. Interest on the loan at 12% totalling £24,940 was paid to Mr. T.A. Smallman in the period.
- c) Transactions with subsidiary companies during the period were as follows:

	The Alexandra Stone	Slabland
	Company Limited	<u>Limited</u>
	£	£
Sales	78,457	119,873
Purchases	(177,150)	(1,311)
Lorry hire charges	(19,350)	-
Haulage charges	(28,315)	-
-		

The balances at 31st December 1996 with subsidiary companies were:

	Amounts due from group companies	Amounts due to group companies
Slabland Limited	-	37,116
The Alexandra Stone Company Ltd	32,520	-
Castacrete (Bristol) Limited	-	17,277
	£32,520	£54,393