

COMPANY NUMBER: 977203

McKECHNIE OVERSEAS LIMITED
(FORMERLY SIMPLIFIX COUPLINGS LIMITED)
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
31ST JULY 1991
COMPANY NUMBER: 977203



McKECHNIE OVERSEAS LIMITED(FORMERLY SIMPLIFIX COUPLINGS LIMITED)REPORT OF THE DIRECTORSFOR THE YEAR ENDED 31ST JULY 1991

The Directors present their Annual Report and the Audited Financial Statements for the year ended 31st July 1991.

REVIEW OF THE YEAR

The principal activity of the company during the year was that of an investment holding company.

During the period the company acquired the entire issued share capital of McKechnie Investments BV as part of a reorganisation of McKechnie plc's overseas subsidiary and associated undertakings. As a result of the reorganisation, McKechnie Investments BV now owns all of these companies. In the period to 31 July 1991 no dividend was remitted to the company from McKechnie Investments BV.

	<u>1991</u>	<u>1990</u>
	<u>£</u>	<u>£</u>
The loss on ordinary activities after taxation and extraordinary items, amounted to	(444)	-

The company changed its name from Simplifix Couplings Ltd to Hawkefix Ltd on 31st January 1991 and to McKechnie Overseas Ltd on 27th February 1991.

FIXED ASSETS

The changes in the fixed assets of the company during the year are summarised in note 4 on page 7.

DIVIDENDS AND APPROPRIATIONS

The Directors do not recommend a dividend (1990 fNil). An amount of f444 has been transferred from reserves.

DIRECTORS

The names of the persons who were directors of the company during the year and the interest of the directors, in the shares of the ultimate parent undertaking were as follows:-

	<u>Shares Held</u>		<u>Share</u>	<u>Date of</u>
	<u>1991</u>	<u>1990</u>	<u>Options</u>	<u>Exercise</u>
Mr M S Ost (Appointed 19.4.91)				
Mr S G Moberley (Appointed 19.4.91)				
Mr E Corker	1,353	1,269	31,762	1992-2000
Mr D J Lenham	-	-	39,531	1992-2000

Mr M S Ost and Mr S G Moberley are directors of the ultimate parent undertaking and their interest in the shares of McKechnie plc are disclosed in the financial statements of that company.

McKECHNIE OVERSEAS LIMITED
(FORMERLY SIMPLIFIX COUPLINGS LIMITED)
REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31ST JULY 1991

AUDITORS

A resolution to reappoint Ernst & Young will be put to the members at the Annual General Meeting.

ON BEHALF OF THE BOARD

E Corker
Secretary

22nd October 1991

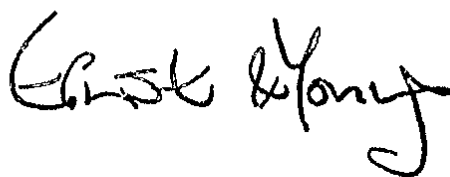
Leighswood Road,
Aldridge,
Walsall,
West Midlands,
WS9 8DS.

REPORT OF THE AUDITORS TO THE MEMBERS OF MCKECHNIE OVERSEAS LIMITED

(FORMERLY SIMPLIFIX COUPLINGS LIMITED)

We have audited the financial statements on pages 4 to 8 in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of affairs of the company at 31st July 1991 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young
Chartered Accountants
Registered Auditor

Birmingham
22nd October 1991

McKECHNIE OVERSEAS LIMITED
(FORMERLY SIMPLIFIX COUPLINGS LIMITED)
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST JULY, 1991

	<u>NOTES</u>	<u>1991</u> £	<u>1990</u> £
Operating loss	2	(444)	-
Loss on ordinary activities before taxation		(444)	-
Taxation on profits on ordinary activities		-	-
Retained loss for the year	8	(444)	-

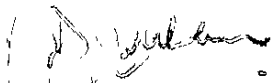
The notes on pages 6 to 8 form an integral part of these financial statements.

McKECHNIE OVERSEAS LIMITED(FORMERLY SIMPLIFIX COUPLINGS LIMITED)BALANCE SHEETAS AT 31ST JULY, 1991

		<u>1991</u>	<u>1990</u>
	NOTES	<u>£</u>	<u>£</u>
FIXED ASSETS			
Investments	4	76,786,476	-
CURRENT ASSETS			
Debtors	5	5,002	2
CURRENT LIABILITIES			
Creditors - amounts falling due within one year	6	(7,595)	-
NET CURRENT (LIABILITIES)/ASSETS		(2,593)	2
		<u>76,783,883</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up share capital	7	100	2
Share premium	7	76,784,227	-
Profit and loss account	8	(444)	-
		<u>76,783,883</u>	<u>2</u>

The notes on pages 6 to 8 form an integral part of these financial statements.

Approved by the Board of Directors on 22nd October 1991.

 DIRECTOR
- DIRECTOR

McKECHNIE OVERSEAS LIMITED(FORMERLY SIMPLIFIX COUPLINGS LIMITED)NOTES TO FINANCIAL STATEMENTS31ST JULY, 19911) Accounting PoliciesBasis of Accounting

The Financial Statements have been prepared under the historical cost accounting rules, and comply with the Companies Act 1985 and with applicable accounting standards.

Group accounts have not been prepared since the company is a subsidiary undertaking of McKechnie plc, which is registered in England.

Accounting dates

Parent and subsidiary undertakings

The financial year ends 31st July except for the following companies whose financial year ends 28th February, to facilitate the effective repatriation of overseas group profits:-

McKechnie Investments BV
Eachairn Investments BV
PSM Fasteners International BV

2. Operating Loss

	<u>1991</u>	<u>1990</u>
	£	£
Operating Loss is stated after the following:-		
Administrative Expenses	444	-

3. Staff Costs (including Director's Emoluments)

	<u>1991</u>	<u>1990</u>
Directors:		
Fees	£ -	£ -
Other Emoluments	£ -	£ -
Emoluments (excluding Pension Contributions):		
Chairman	£ -	£ -
Highest paid Director	£ -	£ -

The emoluments, excluding pension contributions, of the Directors were within the following ranges:-

	<u>1991</u>	<u>1990</u>
£ 0 to £ 5,000	4	2

McKECHNIE OVERSEAS LIMITED(FORMERLY SIMPLIFIX COUPLINGS LIMITED)NOTES TO FINANCIAL STATEMENTS31ST JULY, 19914. Fixed Asset Investments

	<u>£</u>
<u>At Cost</u>	
At 1st August 1990	-
Additions	76,786,476
Disposals	-
	<hr/>
At 31st July 1991	<u>76,786,476</u>

The only investment held is in McKechnie Investments bv which is incorporated in the Netherlands. The shareholding represents 100% and is in ordinary shares.

5. DebtorsAMOUNTS FALLING DUE
WITHIN ONE YEAR

	<u>1991</u>	<u>1990</u>
	<u>£</u>	<u>£</u>
Due from subsidiary undertakings	5,002	2
	<hr/>	<hr/>
	<u>5,002</u>	<u>2</u>

6. CreditorsAMOUNTS FALLING DUE
WITHIN ONE YEAR

	<u>1991</u>	<u>1990</u>
	<u>£</u>	<u>£</u>
Overdraft	444	-
Amount due to ultimate parent undertaking	7,151	-
	<hr/>	<hr/>
	<u>7,595</u>	<u>-</u>

McKECHNIE OVERSEAS LIMITED
(FORMERLY SIMPLIFIX COUPLINGS LIMITED)

NOTES TO FINANCIAL STATEMENTS

31ST JULY, 1991

7. Share Capital

	<u>AUTHORISED</u>		<u>ALLOTTED, CALLED UP AND FULLY PAID</u>			
	<u>1991 and 1990</u>		<u>1991</u>		<u>1990</u>	
	No of		No of		No of	
	<u>Shares</u>	<u>£</u>	<u>Shares</u>	<u>£</u>	<u>Shares</u>	<u>£</u>
£1 Ordinary shares	100	100	100	100	2	2

During the year 98 ordinary shares of £1 each were issued for a combination of cash, the acquisition of shares in PSM Fasteners International bv (previously called McKechnie Investments bv), and the assignment of a US Dollar denominated loan. The share premium on the issue amounted to £76,784,227. The cash proceeds of the issue were used to subscribe for shares in Eachairn Investments bv. As a result of the reorganisation of McKechnie plc's overseas subsidiaries and associate undertakings, the company's investments in both PSM Fasteners International bv and Eachairn Investments bv have been exchanged for its investment in a newly incorporated company, McKechnie Investments bv.

8. Profit and Loss Account

	<u>AT BEGINNING</u>	<u>RETAINED</u>	<u>AT END</u>
	<u>OF YEAR</u>	<u>LOSS FOR</u>	<u>OF YEAR</u>
	<u>£</u>	<u>THE YEAR</u>	<u>£</u>
Profit and loss account	-	(444)	(444)
	-	(444)	(444)

9. Parent Undertaking

The ultimate parent undertaking is McKechnie plc, which is registered in England.

The results of this company are included in the group accounts of McKechnie plc. Copies of the group accounts can be obtained from the following address:-

Leighswood Road, Aldridge, Walsall, West Midlands WS9 8DS