1632091

Thomas Ramsden (Holdings) Limited

Report and Accounts

30 April 1996



Registered No. 1632091

DIRECTORS

T B Ramsden

(Chairman & Managing director)

J A Archer

B Collins

L A Sheasby

Lt. Col. R A B Ramsden

SECRETARY

J A Archer

AUDITORS

Ernst & Young PO Box 61 Cloth Hall Court 14 King Street Leeds LS1 2JN

BANKERS

Barclays Bank PLC 1 Wood Street Wakefield WF1 2EA

SOLICITORS

Greaves Atter & Beaumont PO Box 32 67 Westgate Wakefield WF1 1BP

REGISTERED OFFICE

Netherfield Road Guiseley West Yorkshire LS20 9PD

DIRECTORS' REPORT

The directors present their report and group accounts for the year ended 30 April 1996.

RESULTS AND DIVIDENDS

The group operating profit for the year amounted to £1,137,938 (1995 - £1,358,543).

There is a profit available for appropriation of £516,258 and as the directors do not recommend the payment of a dividend this is to be carried to reserves.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The principal activities of the group of companies are the manufacture and sale of machine and hand knitting yarns.

The operating profit has been achieved against the background of extremely difficult trading conditions including further substantial raw material price increases and the exceptional heat waves through the summer and autumn of 1995. Intense pressure on selling prices have again adversely affected margins.

Despite these obstacles the group has further consolidated its position in the industry and is well placed to take advantage of any upturn in market conditions.

FIXED ASSETS

The changes in fixed assets during the year are summarised in the notes to the accounts.

DISABLED EMPLOYEES

The group gives every consideration to applications for employment from disabled persons where the requirements of the job may be adequately covered by a handicapped or disabled person.

With regard to existing disabled employees and those who have become disabled during the year, the group has continued to examine ways and means of providing continuing employment under normal terms and conditions and to provide training and career development and promotion wherever appropriate.

EMPLOYEE INVOLVEMENT

During the year the policy of providing employees with information about the group has been continued.

DIRECTORS AND THEIR INTERESTS

The present directors of the company are shown on page 1. Lt. Col. R A B Ramsden was appointed on 1 May 1995. P W Moody retired on 5 July 1995.

T B Ramsden owns 95% (1995 - 95%) of the share capital of the company. No other director has an interest in the share capital of the company requiring disclosure under the Companies Act 1985.

No director has any interest in the shares of the subsidiary companies.

DIRECTORS' REPORT

B Collins and Lt. Col. R A B Ramsden retire by rotation at the Annual General Meeting and, being eligible, offers themselves for re-election.

CLOSE COMPANY

The company is a close company within the provisions of the Income and Corporation Taxes Act, 1988.

AUDITORS

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

By order of the board

J A Archer

Secretary

July 1996

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the group and of the profit or loss for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts 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 group and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

■ ERNST & YOUNG

REPORT OF THE AUDITORS

to the members of Thomas Ramsden (Holdings) Limited

We have audited the accounts on pages 6 to 22 which have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets and on the basis of the accounting policies set out on pages 10 and 11.

Respective responsibilities of directors and auditors

As described on page 4 the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the group'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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company and of the group as at 30 April 1996 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Erust a Young Ernst & Young

Chartered Accountants

5 July 1996

Registered Auditor

Leeds

GROUP PROFIT AND LOSS ACCOUNT

for the year ended 30 April 1996

	Notes	1996 £	1995 £
TURNOVER	2	10 200 040	10 405 064
Cost of sales	2	18,388,940 13,079,250	19,405,964 14,003,731
Gross profit		5,309,690	5,402,233
Distribution costs		1,635,079	1,433,095
Administrative expenses		2,582,507	2,614,057
Other operating income		(45,834)	(3,462)
		4,171,752	4,043,690
OPERATING PROFIT	3	1,137,938	1,358,543
Exceptional items	. 5	-	223,638
		1,137,938	1,582,181
Interest receivable	6	357	815
Interest payable	7	(351,074)	(269,851)
PROFIT ON ORDINARY ACTIVITIES			
BEFORE TAXATION		787,221	1,313,145
Taxation	8	270,963	182,528
	· ·	270,703	102,520
PROFIT FOR THE FINANCIAL YEAR	21	516,258	1,130,617
		=	

The group has no recognised gains or losses for 1996 or 1995 other than the profit for the year. Accordingly a statement of recognised gains and losses has not been presented.

GROUP BALANCE SHEET at 30 April 1996

	Notes	1996 £	1995 £
FIXED ASSETS			
Tangible assets	10	4,125,069	3,905,391
CURRENT ASSETS			
Stocks	13	6,826,330	6,385,457
Debtors	14	4,972,987	4,665,499
Cash at bank and in hand	15	35,573	38,198
		11,834,890	11,089,154
CREDITORS: amounts falling due within one year	16	- 5,976,427	4,567,942
NET CURRENT ASSETS		5,858,463	6,521,212
TOTAL ASSETS LESS CURRENT LIABILITIES		9,983,532	10,426,603
CREDITORS: amounts falling due after more than one year:	18	-	1,000,000
PROVISION FOR LIABILITIES AND CHARGES	19	15,000	15,000
		15,000	1,015,000
		9,968,532	9,411,603
CAPITAL AND RESERVES			
Called up share capital	20	100,000	100 000
Capital reserve	20	3,734,768	100,000 3,694,097
Revaluation reserve	21	493,507	493,507
Profit and loss account	21	5,640,257	5,123,999
		9,968,532	9,411,603

T B Ramsden - Director

486 July 1996

BALANCE SHEET at 30 April 1996

	Notes	1996 £	1995 £
FIXED ASSETS			
Investments in subsidiary undertakings	11	242,117	242,117
CREDITORS: amounts falling due within one year	16	142,117	142,117
		100,000	100,000
		<u></u>	
CAPITAL AND RESERVES		-	
Called up share capital	20	100,000	100,000

T B Ramsden - Director

4,8 July 1996

GROUP STATEMENT OF CASH FLOWS for the year ended 30 April 1996

	Notes	1996 £	1995 £
NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES	3(c)	(35,838)	620,647
RETURNS ON INVESTMENTS AND SERVICING OF Interest received Interest paid	FINANCE	357 (351,046)	815 (259,036)
NET CASH OUTFLOW FROM RETURNS ON INVES AND SERVICING OF FINANCE	TMENT	(350,689)	(258,221)
CORPORATION TAX PAID		(180,377)	(68,280)
INVESTING ACTIVITIES Payments to acquire tangible fixed assets Receipts from sales of tangible fixed assets Acquisition of a business		(409,677) 23,945 (315,088)	(215,561) 263,973
NET CASH (OUTFLOW)/INFLOW FROM INVESTINACTIVITIES	G	(700,820)	48,412
NET CASH (OUTFLOW)/INFLOW BEFORE FINANC	CING	(1,267,724)	342,558
FINANCING			
Increase in director's loan Repayment of loan	17	(40,000) 255,129	(119,235) 232,676
NET CASH OUTFLOW FROM FINANCING		215,129	113,441
(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	15	(1,482,853)	229,117
		(1,267,724)	342,558

NOTES TO THE ACCOUNTS at 30 April 1996

1. ACCOUNTING POLICIES

Accounting convention

The accounts are prepared under the historical cost convention modified to include the revaluation of certain freehold properties. The accounts are prepared in accordance with applicable accounting standards.

Basis of consolidation

The group accounts consolidate the accounts of Thomas Ramsden (Holdings) Limited and its subsidiaries made up to a date within 7 days of 30 April each year. Results of companies acquired during the year are included from the effective date of acquisition. No profit and loss account is presented for Thomas Ramsden (Holdings) Limited as provided by S.228(7) of the Companies Act 1985.

Depreciation

Depreciation is provided on all tangible fixed assets, other than freehold land and buildings, at rates calculated to write off the cost of each asset over its expected useful life, as follows:

Fixtures, plant and machinery - 15% reducing balance

Motor vehicles

- 25% or 33% reducing balance

Freehold buildings are not depreciated as it is considered the annual charge would be immaterial.

Patents

Amortisation of patents is provided in equal instalments in order to write off the cost over their expected useful lives of 5 years.

Stocks

Stocks are stated at the lower of cost and net realisable value as follows:

Cost incurred in bringing each product to its present location and condition:

Raw materials

- purchase cost on a first-in, first-out basis

Work-in-progress and finished - cost of direct materials and labour plus attributable overheads and certain administrative costs based on the normal level of activity.

Net realisable value is based on estimated selling price less further costs expected to be incurred to completion and disposal.

Deferred taxation

Deferred taxation is provided on the liability method on all timing differences which are expected to reverse in the future without being replaced, calculated at the rate at which it is estimated that tax will be payable.

NOTES TO THE ACCOUNTS at 30 April 1996

1. ACCOUNTING POLICIES (continued)

Foreign currencies

Assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date.

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

All differences are taken to the profit and loss account.

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 the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

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

Pensions

The group operates defined benefit pension schemes which require contributions to be made to separately administered funds. Contributions to these funds are charged to the profit and loss account so as to spread the cost of pensions over the employees' working lives within the group. The regular cost is attributed to individual years using the discontinuance target funding method. Variations in pension cost, which are identified as a result of actuarial valuations, are amortised over the average expected remaining working lives of employees in proportion to their expected payroll costs. Differences between the amounts funded and the amounts charged to the profit and loss account are treated as either provisions or prepayments in the balance sheet.

2. TURNOVER

Turnover represents the invoiced amount of goods sold and services provided, stated net of value added tax, during the year.

Turnover is attributable to one continuing activity, the manufacture and sale of machine and hand knitting yarns.

An analysis of turnover by geographical market is given below:

	1996 £	1995 £
United Kingdom Overseas markets	15,201,704 3,187,236	16,326,417 3,079,547
	18,388,940	19,405,964

NOTES TO THE ACCOUNTS at 30 April 1996

OPERATIN	IG PROFIT		
(a) This is st	ated after charging:	<i>199</i> 6	1995
		£	£
Auditors' rer	nuneration - as auditors	34,000	34,000
	- in other capacities	21,588	3,130
Depreciation		330,054	293,002
Amortisation		•	1,500
	rency fluctuations	(8,194)	(4,195
Operating le	ase rentals	11,043 ———	50,952
(b) Directors	'remuneration	1996	1995
		£	£
Fees		-	-
	ments (including pension contributions) on for loss of office	593,998 138,929	610,963
		732,927	610.063
		132,921	610,963
		1996 No.	1995 No.
£Nil	- £5,000	1	1
£10,001	- £15,000	1	_
£40,001	- £45,000	-	3
£45,001	- £50,000	1	-
£50,001	- £55,000	2	1
£255,001	- £260,000	2	1
£260,001	- £265,000	1	-
(c) Reconcil	iation of operating profit to net cash (outflow)/inflo	w from operating activitie	e
, , , , , , , , , , , , , , , , , , , ,		1996	s 1995
		£	£
Operating pr		1,137,938	1,358,543
	of tangible fixed assets	330,054	293,002
	of intangible assets		1,500
Increase in d Increase in st		(307,488)	(68,437)
	ocks crease in creditors	(189,873)	(1,405,708)
		(1,006,469)	441,747
Net cash (our	flow)/inflow from operating activities	(35,838)	620,647

NOTES TO THE ACCOUNTS at 30 April 1996

4.	STAFF COSTS		
		1996	1995
		£	£
	Wages and salaries	5,098,267	5,164,815
	Social security costs	497,675	523,482
	Other pension costs	356,665	340,251
	<u>-</u>	5,952,607	6,028,548
	The average weekly number of employees (excluding directors) during follows:	the year was	made up as
		1996	1995
	·	No.	No.
	Office and management	88	91
	Manufacturing	400	409
		488	500

5.	EXCEPTIONAL ITEMS		
		1996	1995
		£	£
	Profit on disposal of tangible fixed assets	-	(223,638)
			
6.	INTEREST RECEIVABLE		
		1996	1995
		£	£
	Bank deposit interest	357	815
		======	
7.	INTEREST PAYABLE		
		1996	1995
		£	£
	Bank loan and overdraft	272,988	182,111
	Other loans wholly repayable within 5 years	8,122	31,538
	Director's loan	69,964	56,202
		351,074	269,851
			

NOTES TO THE ACCOUNTS at 30 April 1996

8.	TAXATION		
	•	1996	1995
		£	£
	Dagad on the profit for the year		
	Based on the profit for the year: Corporation tax at 31% (1995 30%)	260 104	177 510
	Corporation tax underprovided in previous year	268,104 2,859	177,518 5,010
	corporation and anderprovided in providuo your	2,037	3,010
		270,963	182,528
			
9.	INTANGIBLE FIXED ASSETS		
			Patents
			£
	Cost:		-
	At 1 May 1995 and 30 April 1996		14,750
	Amortisation:		
	At 1 May 1995		14.550
	Provided during the year		14,750
	110vided during the year		-
	At 30 April 1996		14,750
	Net book value:		
	At 30 April 1996	•	-
	At 1 May 1995		
	1 1 1 1 1 1 1 1 / / J		-

NOTES TO THE ACCOUNTS at 30 April 1996

10. TANGIBLE FIXED ASSETS

	7 7	Fixtures,	
	Freehold land and	vehicles, plant and	
	buildings	machinery	Total
	Dunaings £	macmnery £	Total £
	*		£
Cost or valuation:			
At 1 May 1995	2,575,000	7,110,753	9,685,753
Additions	2,373,000	573,677	573,677
Disposals	-	(258,858)	(258,858)
•		(250,050)	(230,030)
At 30 April 1996	2,575,000	7,425,572	10,000,572
			
At valuation	2,575,000		2 575 000
At cost	2,373,000	7,425,572	2,575,000
110001		1,423,372	7,425,572
Depreciation:			
At 1 May 1995	-	5,780,362	5,780,362
Provided during the year	-	330,054	330,054
Disposals	•	(234,913)	(234,913)
At 30 April 1996		5,875,503	5,875,503
•			
Net book value:			
At 30 April 1996	2,575,200	1,550,069	4,125,069
At 1 May 1995	2,575,000	1,330,391	3,905,391

The freehold properties of Alfred Haley & Co Limited were revalued on 30 April 1992 on an open market value with vacant possession basis at £850,000 by D Margerison & Partners, Chartered Surveyors. The historical cost of these properties was £375,521.

11. INVESTMENTS IN SUBSIDIARY UNDERTAKINGS

	Total £
Cost at 1 May 1995	242,117
Cost at 30 April 1996	242,117

It is the opinion of the directors that the value of the investments is not less than the amount at which they are stated in the accounts.

NOTES TO THE ACCOUNTS at 30 April 1996

11. INVESTMENTS IN SUBSIDIARY UNDERTAKINGS (continued)

All subsidiary undertakings are wholly owned and registered in England and Wales. Details of the investments of the group or the company are as follows:

Name of company

Nature of business

Thomas B Ramsden & Co (Bradford) Limited

Sale of hand knitting and industrial yarns

Alfred Haley & Co Limited

Spinner and baller of hand knitting and industrial

yarns

Carter & Parker Limited*

Manufacture of hand knitting yarns and craft

products.

Waterwheel Yarns Limited

Non trading

The Wool Fashion Bureau Limited*

Non trading

Charles Fox & Co (Dyers) Limited

Non trading

Itemdawn Limited

Non trading

Richard Poppleton & Sons Limited*

Non trading

Wendy International Limited*

Non trading

Yarn Works Limited*

Non trading

Wendy Wools Limited*

Non trading

Wendy Handknits Limited*

Non trading

^{*} Held by a subsidiary company.

NOTES TO THE ACCOUNTS at 30 April 1996

ACQUISITION OF BUSINESS

On 23 June 1995 the group acquired the business and certain assets and liabilities of Robert Glew & Co Limited for a cash consideration including costs of £315,088.

The net assets at the	date of ac	auisition were	as follows:
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·	Book value	Adjustment	Fair value to the business
Fixed assets	85,635	78,365	164,000
Stock and goods for resale	251,000	•	251,000
Trade creditors	(59,241)	-	(59,241)
	277,394	78,365	355,759
		-	

£40,671 has been taken to capital reserve.

The adjustment relates to the reassessment of plant and machinery.

STOCKS **13.**

	1996	1995
	£	£
Raw materials and consumables	1,006,527	1,178,291
Work-in-progress	770,298	1,127,829
Finished goods and goods for resale	5,049,505	4,079,337
	6,826,330	6,385,457
	 	
DEBTORS		
	1996	1995

14. I

	1996 £	1995 £
Trade debtors Prepayments Other debtors	4,427,947 329,567 215,473	4,202,175 219,511 243,813
	4,972,987	4,665,499

NOTES TO THE ACCOUNTS at 30 April 1996

15. CASH AND CASH EQUIVALENTS

Analysis of balances as shown in the group balance sheet and changes during the current and previous year:

		1996 £	1995 £	Change in year £
	Cash at bank and in hand Bank overdraft	35,573 (1,555,910)	38,198 (75,682)	(2,625) (1,480,228)
		(1,520,337)	(37,484)	(1,482,853)
		1005	,	Change in
		. 1995 . £	1994 £	year £
	Cash at bank and in hand Bank overdraft	38,198 (75,682)	48,322 (314,923)	(10,124) 239,241
		(37,484)	(266,601)	229,117
16.	CREDITORS: amounts falling due within one year Group		1996 £	1995 £
	Bank overdrafts (see below) Bank loan Current instalments due on loan (note 17) Trade creditors Current corporation tax Taxes and social security costs Accruals Other creditors Director's loan		1,555,910 1,000,000 1,857,825 268,104 244,832 449,756 600,000 5,976,427	75,682 255,129 2,648,722 177,518 372,263 378,054 100,574 560,000 4,567,942
	Company		1996 £	1995 £
	Amount owed to subsidiary company		142,117	142,117

Group bank overdrafts are secured by a legal charge over the freehold property of the group.

NOTES TO THE ACCOUNTS at 30 April 1996

		_		
17 .	П.	O	A	NS

1/.	LOANS	1996 £	1995 £
	Wholly repayable by instalments within two years Included in creditors - amounts falling due within		255,129
	one year	-	(255,129)
		-	-
			
18.	CREDITORS: amounts falling due after more than one year		
		- 1996 £	1995 £
	Bank loan	-	1,000,000

The bank loan is to be repaid by 27 March 1997 and is secured by a legal charge over the freehold property of the group.

19. PROVISION FOR LIABILITIES AND CHARGES

Deferred taxation £

At 1 May 1995 and 30 April 1996

15,000

Deferred taxation provided in the accounts, and the amounts not provided, are as follows:

Group	1996 £	Provided 1995 £	1996 £	Not provided 1995 £
Capital allowances in advance of depreciation Rollover of capital gains arising	15,000	15,000	186,700	121,000
on realisation of assets	-	-	68,000	98,000
Taxation on valuation surplus	-	-	50,100	54,100
	15,000	15,000	304,800	273,100
				

NOTES TO THE ACCOUNTS at 30 April 1996

20. SHARE CAPITAL

		Authorised	All	otted, called up and fully paid
	1996 No.	1995 No.	1996 £	1995 £
Ordinary shares of £1 each	250,000	250,000	100,000	100,000

21. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

Group	Called up share capital £	Capital reserve £	Revaluation reserve £	Profit and loss account £	Total £
At 1 May 1994	100,000	3,694,097	493,507	3,993,382	8,280,986
Retained profit for the year	-	-	-	1,130,617	1,130,617
At 1 May 1995	100,000	3,694,097	493,507	5,123,999	9,411,603
Retained profit for the year	-	-	-	516,258	516,258
On acquisition	-	40,671	-	-	40,671
At 30 April 1996	100,000	3,734,768	493,507	5,640,257	9,968,532

NOTES TO THE ACCOUNTS at 30 April 1996

22. PENSION CONTRIBUTIONS

The group operates two funded defined benefit schemes, both of which are funded by the payment of contributions to separately administered trust funds. The contributions to these schemes are determined with the advice of independent qualified actuaries on the basis of triennial valuations using the projected unit credit method.

	Carter & Parker Limited Staff Retirement Benefit Plan	Alfred Haley & Company Limited Pension and Life Assurance Scheme
Most recent actuarial valuation	,1 July 1993	1 October 1993
Main assumptions		
Rate of return on investments per annum Rate of salary increases	9% 7%	
Market value of scheme's assets	£4,044,000	£716,400
Level of funding being the actuarial value of assets expressed as a percentage of the benefits accrued to members, after allowing for future salary increases	101%	5 73%
	-01.	,,,,,

Alfred Haley & Company Limited Pension and Life Assurance Scheme

Further contributions, in addition to the employer's contribution of 13.5% of pensionable earnings were made from 1 October 1994 in order to eliminate the deficiency over the average remaining service lifetime of employees. The method of amortising the experience deficit has been to express it as a level percentage of projected salaries. On a current funding level basis (a discontinuance basis) there was a deficiency of £77,500.

Carter & Parker Limited Staff Retirement Benefits Plan

The contributions made by the company during the financial period were at 12% of pensionable salaries, exclusive of employee contributions.

23. CAPITAL COMMITMENTS

	1996 £	1995 £
Contracted		-

NOTES TO THE ACCOUNTS at 30 April 1996

24. OTHER FINANCIAL COMMITMENTS

At 30 April 1996, the group had annual commitments under non-cancellable operating leases as set out below:

		Plant, machinery and equipment	
		1996	
		£	£
Operating leases which expire:			
within one year		1,506	1,884
within two to five years		3,469	7,530
	-	4,975	9,414
	=		