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Registered Number: 1759150

CROFTDELL HOLDINGS LIMITED  
AND ITS SUBSIDIARY COMPANIES

DIRECTORS' REPORT

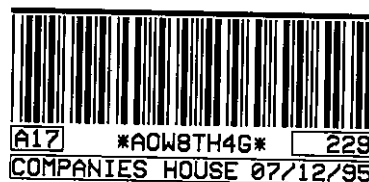
AND

FINANCIAL STATEMENTS

FOR THE

YEAR ENDED

31ST MARCH 1995



**CROFTDELL HOLDINGS LIMITED**  
**AND ITS SUBSIDIARY COMPANIES**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH 1995**

DIRECTORS:	F.W. Harris A.D. Nelder
SECRETARY:	P.J. Greenyer
REGISTERED NUMBER:	1759150
REGISTERED OFFICE:	601 London Road, West Thurrock, Essex. RM20 4AU
BANKERS:	Barclays Bank Plc., 9 High Street, Grays, Essex. RM17 6NL
REGISTERED AUDITORS:	Rowland Hall & Co., Chartered Accountants, 44/46 Orsett Road, Grays, Essex. RM17 5ED

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**CROFTDELL HOLDINGS LIMITED**  
**AND ITS SUBSIDIARY COMPANIES**

**DIRECTORS' REPORT**

The directors submit their report and the financial statements of the group for the year ended 31st March 1995.

**PRINCIPAL ACTIVITY**

The principal activities of the group are those of selling, servicing and hiring of commercial vehicles and the selling of parts for vehicles.

**REVIEW OF THE BUSINESS**

A summary of the results for the year is given on pages 3 and 4.

**RESULTS AND DIVIDENDS**

The retained profit of the company for the year was £18,474 (1994 - £317,693). The retained profit of the group was £63,006.

The directors do not recommend payment of a dividend.

**FIXED ASSETS**

Movements in fixed assets are shown in note 8 to the financial statements.

**DIRECTORS**

The directors who served during the year and their beneficial interest in the company's issued ordinary share capital were as follows -

	<u>31st March 1995</u>	<u>31st March 1994</u>
Mr. F.W. Harris	5000	5000
Mr. A.D. Nelder	5000	5000

**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:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- follow 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 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.

**AUDITORS**

The auditors, Rowland Hall & Co., will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

Approved by the Board on ..... 12.11.95 .....  
 and signed on its behalf by

.....  
**P.J. GREENYER** Secretary

**AUDITORS' REPORT TO THE SHAREHOLDERS OF**

**CROFTDELL HOLDINGS LIMITED**  
**AND ITS SUBSIDIARY COMPANIES**

We have audited the financial statements on pages 3 to 12 which have been prepared under the historical cost convention and the accounting policies set out on page 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 financial 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 judgments 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 and the group's affairs as at 31st March 1995 and of the profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

44/46 Orsett Road,  
Grays, Essex

17th November 1995



**ROWLAND HALL & CO.**

Chartered Accountants  
and Registered Auditors

**CROFTDELL HOLDINGS LIMITED**  
**AND ITS SUBSIDIARY COMPANIES**

**GROUP PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31ST MARCH 1995**

	<u>Note</u>	<u>1995</u> £	<u>1994</u> £
<b>TURNOVER</b>	2	5,318,684	1,687,224
Cost of Sales		4,767,208	1,284,009
<b>GROSS PROFIT</b>		551,476	403,215
Administrative Expenses		463,168	385,354
<b>OPERATING PROFIT</b>	3	88,308	17,861
INCOME FROM FIXED ASSET INVESTMENTS	4	2,600	2,600
INTEREST RECEIVABLE		5,898	8,710
		96,806.	29,171
INTEREST PAYABLE	5	7,793	12,225
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		89,013	16,946
TAXATION	6	26,007	7,953
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		£63,006	£8,993

The group's turnover and expenses all relate to continuing operations.

The group has no recognised gains or losses other than the profits for the two years ended 31st March 1995.

The profit for the year has been calculated on a historical cost basis.

The notes on pages 8 to 12 form part of these financial statements

**CROFTDELL HOLDINGS LIMITED****PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31ST MARCH 1995**

	<u>Note</u>	<u>1995</u> £	<u>1994</u> £
<b>TURNOVER</b>	2	64,155	34,181
Cost of Sales		34,155	34,181
<b>GROSS PROFIT</b>		30,000	-
Administrative Expenses		11,476	12,249
<b>OPERATING PROFIT/(LOSS)</b>	3	18,524	(12,249)
INCOME FROM SHARES IN GROUP UNDERTAKINGS		-	330,670
INCOME FROM FIXED ASSET INVESTMENTS	4	2,600	2,600
INTEREST RECEIVABLE		5,898	-
INTEREST PAYABLE	5	(154)	(581)
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		26,868	320,440
TAXATION	6	8,394	2,747
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		18,474	317,693
RETAINED PROFITS BROUGHT FORWARD		539,490	221,797
<b>RETAINED PROFITS CARRIED FORWARD</b>		<u>£557,964</u>	<u>£539,490</u>

The company's turnover and expenses all relate to continuing operations.

The company has no recognised gains or losses other than the profits for the two years ended 31st March 1995.

The profit for the year has been calculated on a historical cost basis.

The notes on pages 8 to 12 form part of these financial statements

**CROFTDELL HOLDINGS LIMITED**  
**AND ITS SUBSIDIARY COMPANIES**

**GROUP BALANCE SHEET**  
**AS AT 31ST MARCH 1995**

	<u>Note</u>	<u>1995</u>	<u>1994</u>
		£	£
<b>FIXED ASSETS</b>			
Tangible Assets	8	344,230	272,379
Investments	9	65,000	65,000
		<u>409,230</u>	<u>337,379</u>
<b>CURRENT ASSETS</b>			
Stock		377,716	158,457
Debtors	10	1,029,044	361,298
Cash at Bank and in Hand		443,726	107,022
		<u>1,850,486</u>	<u>626,777</u>
<b>CREDITORS</b> - amounts falling due within one year	11	1,516,394	301,540
<b>NET CURRENT ASSETS</b>		<u>334,092</u>	<u>325,237</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>743,322</u>	<u>662,616</u>
<b>CREDITORS</b> - amounts falling after more than one year	12	13,144	4,739
<b>PROVISION FOR LIABILITIES AND CHARGES</b> - Deferred Taxation	13	65,077	55,782
		<u>78,221</u>	<u>60,521</u>
		<u><u>£665,101</u></u>	<u><u>£602,095</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up Share Capital	14	10,000	10,000
Capital Reserve	15	-	13,084
Profit and Loss Account	15	655,101	579,011
<b>SHAREHOLDERS FUNDS</b>		<u><u>£665,101</u></u>	<u><u>£602,095</u></u>

Approved by the Board on 13.11.95  
and signed on its behalf by

F.W. HARRIS Director

A.D. NELDER Director

**CROFTDELL HOLDINGS LIMITED****BALANCE SHEET**  
**AS AT 31ST MARCH 1995**

	<u>Note</u>	<u>1995</u>	<u>1994</u>
		£	£
<b>FIXED ASSETS</b>			
Tangible Assets	8	228,227	233,304
Investments	9	275,055	275,055
		<u>503,282</u>	<u>508,359</u>
<b>CURRENT ASSETS</b>			
Debtors	10	33,853	2,859
Cash at Bank		107,377	107,022
		<u>141,230</u>	<u>109,881</u>
<b>CREDITORS - amounts falling due within one year</b>	11	13,847	12,968
<b>NET CURRENT ASSETS</b>		<u>127,383</u>	<u>96,913</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>630,665</u>	<u>605,272</u>
<b>PROVISION FOR LIABILITIES AND CHARGES - Deferred Taxation</b>	13	62,701	55,782
		<u><u>£567,964</u></u>	<u><u>£549,490</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up Share Capital	14	10,000	10,000
Profit and Loss Account		557,964	539,490
<b>SHAREHOLDERS FUNDS</b>		<u><u>£567,964</u></u>	<u><u>£549,490</u></u>

Approved by the Board on ..... 12.11.95 .....  
and signed on its behalf by

.....  
F.W. HARRIS Director

.....  
A.D. NELDER Director

**CROFTDELL HOLDINGS LIMITED**  
**AND ITS SUBSIDIARY COMPANIES**

**CASH FLOW STATEMENT**  
**FOR THE YEAR ENDED 31ST MARCH 1995**

	<u>1995</u>		<u>1994</u>
	£	£	£
<b>NET CASH INFLOW FROM OPERATING ACTIVITIES</b>			
Operating Profit	88,308		17,861
Depreciation Charges on Fixed Assets	33,050		21,599
(Profit)/Loss on Sale of Fixed Assets	(192)		2,158
(Increase)/Decrease in Stock	(219,259)		75,484
(Increase) in Debtors	(667,746)		(53,023)
Increase/(Decrease) in Creditors	1,228,346		(67,240)
	<u>462,507</u>		<u>(3,161)</u>
<b>RETURNS OF INVESTMENTS AND SERVICING OF FINANCE</b>			
Income from Investments	2,600	2,600	
Interest Received	5,898	8,710	
Interest Paid	(7,793)	(12,225)	
	<u>705</u>		<u>(915)</u>
<b>TAXATION</b>			
UK Corporation Tax Paid	-		-
<b>INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets	(105,952)	(32,831)	
Sale of Fixed Assets	1,243	2,192	
	<u>(104,709)</u>		<u>(30,639)</u>
<b>NET CASH INFLOW/(OUTFLOW) BEFORE FINANCING</b>	358,503		(34,715)
<b>FINANCING</b>			
New Finance Leases	31,791	17,821	
Capital Element of Finance			
Lease Rental Payments	(12,457)	(4,171)	
	<u>19,334</u>		<u>13,650</u>
<b>INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<u><u>£377,837</u></u>		<u><u>(£21,065)</u></u>

**ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS DURING THE YEAR**

Cash Balance at Beginning of the Year	65,889	86,954
Cash Balance at the End of the Year	443,726	65,889
Increase/(Decrease) during Year	<u><u>£377,837</u></u>	<u><u>(£21,065)</u></u>

**CROFTDELL HOLDINGS LIMITED**  
**AND ITS SUBSIDIARY COMPANIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH 1995**

**1. ACCOUNTING POLICIES**

a. Basis of Accounting

The financial statements are prepared under the historical cost convention as modified by the revaluation of fixed assets.

b. Consolidation

The group financial statements consolidate the audited financial statements of the subsidiary companies to 31st March 1995. Goodwill arising on the consolidation has been written off against reserves of realised profits.

c. Tangible Fixed Assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life -

Long Leasehold Property	- Amortised over period of lease
Improvements to Leasehold Property	- Amortised over period of lease
Office Equipment	- 15% on reducing balance
Computer Equipment	- 33 1/3% on cost
Motor Vehicles	- 33 1/3% on reducing balance.

d. Deferred Taxation

Deferred tax is provided in respect of the tax effect of all timing differences, to the extent that it is probable that a liability will crystallise in the foreseeable future, at the rates of tax expected to apply when the timing differences reverse.

**2. TURNOVER**

The turnover attributable to geographical markets outside the United Kingdom amounted to Nil% (1994 - Nil%).

**3. OPERATING PROFIT**

Operating profit is stated after charging -

	<u>The Group</u>		<u>The Company</u>	
	<u>1995</u>	<u>1994</u>	<u>1995</u>	<u>1994</u>
Depreciation of Owned Fixed Assets	£20,354	£14,999	£5,078	£6,152
Depreciation of Assets held under Finance Leases and Hire Purchase Contracts	£12,697	£6,600	-	-
Auditors' Remuneration	£2,750	£2,900	£750	£750
Loss on Disposal of Fixed Assets	-	£2,158	-	£941
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

**4. INCOME FROM INVESTMENTS**

Income from Fixed Asset Investments	£2,600	£2,600	£2,600	£2,600
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

**CROFTDELL HOLDINGS LIMITED**  
**AND ITS SUBSIDIARY COMPANIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH 1995**

**5. INTEREST PAYABLE**

	<u>The Group</u>		<u>The Company</u>	
	<u>1995</u>	<u>1994</u>	<u>1995</u>	<u>1994</u>
Hire Purchase Interest	1,893	388	-	-
Bank Interest	5,900	11,837	154	581
	<u>£7,793</u>	<u>£12,225</u>	<u>£154</u>	<u>£581</u>

**6. TAXATION**

Taxation is based on the profit for the year and comprises:

U.K. Corporation Tax @ 25%	16,712	1,968	1,475	-
Deferred Tax	9,295	2,747	6,919	2,747
Underprovision in previous year	-	3,238	-	-
	<u>£26,007</u>	<u>£7,953</u>	<u>£8,394</u>	<u>£2,747</u>

**7. DIRECTORS' EMOLUMENTS**

No director received any remuneration from the group or company for his services.

**CROFTDELL HOLDINGS LIMITED**  
**AND ITS SUBSIDIARY COMPANIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH 1995**

**8. TANGIBLE FIXED ASSETS**

	<u>Long Leasehold</u>	<u>Improvements to Premises</u>	<u>Computer Equipment</u>	<u>Plant and Equipment</u>	<u>Motor Vehicles</u>	<u>Total</u>
<b>THE GROUP</b>						
<b>COST OR VALUATION</b>						
At 1st April 1994	234,329	10,796	6,741	77,051	54,960	383,877
Additions	-	-	1,625	4,412	99,915	105,952
Disposals	-	-	-	-	(8,637)	(8,637)
At 31st March 1995	<u>£234,329</u>	<u>£10,796</u>	<u>£8,366</u>	<u>£81,463</u>	<u>£146,238</u>	<u>£481,192</u>
<b>DEPRECIATION</b>						
At 1st April 1994	23,614	2,591	5,911	48,663	30,719	111,498
Charge for the year	2,370	540	997	4,919	24,224	33,050
Withdrawn on Disposals	-	-	-	-	(7,586)	(7,586)
At 31st March 1995	<u>£25,984</u>	<u>£3,131</u>	<u>£6,908</u>	<u>£53,582</u>	<u>£47,357</u>	<u>£136,962</u>
<b>NET BOOK VALUE</b>						
31ST MARCH 1995	<u>£208,345</u>	<u>£7,665</u>	<u>£1,458</u>	<u>£27,881</u>	<u>£98,881</u>	<u>£344,230</u>
<b>NET BOOK VALUE</b>						
31ST MARCH 1994	<u>£210,715</u>	<u>£8,205</u>	<u>£830</u>	<u>£28,388</u>	<u>£24,241</u>	<u>£272,379</u>

The net book value of motor vehicles of £98,881 (1994 - £24,241) includes an amount of £33,190 (1994 - £13,201) in respect of assets held under finance leases and hire purchase contracts.

	<u>Long Leasehold</u>	<u>Improvements to Premises</u>	<u>Plant and Equipment</u>	<u>Motor Vehicles</u>	<u>Total</u>
<b>THE COMPANY</b>					
<b>COST</b>					
At 1st April 1994 and At 31st March 1995	<u>£234,329</u>	<u>£10,796</u>	<u>£56,690</u>	<u>£86</u>	<u>£301,901</u>
<b>DEPRECIATION</b>					
At 1st April 1994	23,614	2,591	42,363	29	68,597
Charge for the year	2,370	540	2,148	19	5,077
At 31st March 1995	<u>£25,984</u>	<u>£3,131</u>	<u>£44,511</u>	<u>£48</u>	<u>£73,674</u>
<b>NET BOOK VALUE</b>					
31ST MARCH 1995	<u>£208,345</u>	<u>£7,665</u>	<u>£12,179</u>	<u>£38</u>	<u>£228,227</u>
<b>NET BOOK VALUE</b>					
31ST MARCH 1994	<u>£210,715</u>	<u>£8,205</u>	<u>£14,327</u>	<u>£57</u>	<u>£233,304</u>

**CROFTDELL HOLDINGS LIMITED**  
**AND ITS SUBSIDIARY COMPANIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH 1995**

**9. FIXED ASSET INVESTMENTS**

	<u>Shares in Group</u> <u>Undertakings</u>		<u>Shares in Associated</u> <u>Undertakings</u>	
	<u>1995</u>	<u>1994</u>	<u>1995</u>	<u>1994</u>
At 1st April 1994	210,055	10,055	65,000	65,000
Acquisitions	-	200,000	-	-
At 31st March 1995	<u>£210,055</u>	<u>£210,055</u>	<u>£65,000</u>	<u>£65,000</u>

Subsidiary undertakings are as follows:-

<u>Name</u>	<u>Country of</u> <u>Incorporation</u>	<u>Class of</u> <u>Shares Held</u>	<u>Percentage</u> <u>Held</u>	<u>Nature of</u> <u>Business</u>
Kent Daf Trucks Ltd.	England	Ordinary	100%	Dormant
Acorn Truck Sales Ltd.	England	Ordinary	100%	Selling, servicing and hiring commercial Vehicles and selling of vehicle parts.

The shares in associated undertakings consist of 65000 4% non voting preference share of £1 in Grays Motor Holdings Limited.

**10. DEBTORS**

	<u>The Group</u>		<u>The Company</u>	
	<u>1995</u>	<u>1994</u>	<u>1995</u>	<u>1994</u>
Trade Debtors	981,457	322,511	-	-
Amounts due from Group Companies	-	-	30,000	-
Amounts due from Companies under Common Control	-	12,492	-	-
Other Debtors	3,853	2,859	3,853	2,859
Prepayments and Accrued Income	43,734	23,436	-	-
	<u>£1,029,044</u>	<u>£361,298</u>	<u>£33,853</u>	<u>£2,859</u>

**11. CREDITORS - amounts falling due  
within one year -**

Bank Overdraft	-	41,133	-	-
Obligations under Finance Leases and Hire Purchase Contracts	19,840	8,911	-	-
Trade Creditors	1,319,259	176,718	-	-
Amounts due to Group Companies	-	-	10,000	10,000
Amounts due to Companies under Common Control	21,391	-	-	-
Corporation Taxation	16,712	1,968	1,475	-
Other Taxation and Social Security	57,721	30,734	-	-
Other Creditors	81,471	42,076	2,372	2,968
	<u>£1,516,394</u>	<u>£301,540</u>	<u>£13,847</u>	<u>£12,968</u>

**CROFTDELL HOLDINGS LIMITED**  
**AND ITS SUBSIDIARY COMPANIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH 1995**

12. **CREDITORS** - amounts falling due after more than one year -

	<u>The Group</u>		<u>The Company</u>	
	<u>1995</u>	<u>1994</u>	<u>1995</u>	<u>1994</u>
Obligations under Hire Purchase Contracts	<u>£13,144</u>	<u>£4,739</u>	<u>-</u>	<u>-</u>

13. **DEFERRED TAXATION**

Amounts provided -

Excess of Capital Allowances over Depreciation	65,671	60,347	63,295	60,347
Losses Carried Forward	(594)	(4,565)	(594)	(4,565)
	<u>£65,077</u>	<u>£55,782</u>	<u>£62,701</u>	<u>£55,782</u>

14. **SHARE CAPITAL**

Authorised Ordinary Shares of £1 each		<u>£50,000</u>	<u>£50,000</u>
Allotted and Fully Paid Ordinary Shares of £1 each		<u>£10,000</u>	<u>£10,000</u>

15. **RESERVES**

	<u>Capital Reserve</u>	<u>Profit &amp; Loss Account</u>	<u>Total</u>
<b>GROUP</b>			
At 1st April 1994	13,084	579,011	592,095
Group Retained Profits for the year	-	63,006	63,006
Transfer between Reserves	(13,084)	13,084	-
At 31st March 1995	<u>-</u>	<u>£655,101</u>	<u>£655,101</u>

The capital reserve relating to a subsidiary company has now been realised and is therefore released to revenue reserves as being available for distribution.