

MANOR STADIUM LIMITED
(Registered No: 2056772)

DIRECTORS' REPORT AND ACCOUNTS

31 March 1995



MANOR STADIUM LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 1995

The directors present their report and the audited financial statements for the year ended 31 March 1995.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal activity of the company is property development. The company's turnover and profitability are dependent on the timing of property sales and as such will fluctuate annually.

PROFIT FOR THE YEAR

The results for the year are shown in the profit and loss account on page 4.

The directors do not recommend the payment of a dividend and the profit for the year has been transferred to reserves.

FUTURE DEVELOPMENTS

The directors consider that the company will continue to develop satisfactorily.

DIRECTORS

The directors of the company during the year and their interests in the shares of the company as recorded in the register of directors interests were as follows

	<u>Ordinary shares</u>	
	<u>31 March 1995</u>	<u>31 March 1994</u>
Mr P M Horsley (Chairman)	5	5
Mr M E Savundra - Nayagam	47	47
Mr G Birch	-	-

Notes 8, 12 and 18 to the accounts detail particulars of transactions involving directors.

SIGNIFICANT SHAREHOLDINGS

At 31 March 1995 and 31 March 1994 Dr P A Savundra had a beneficial interest in 48 ordinary shares of £1 each.

MANOR STADIUM LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 1995 (CONTINUED)

STATEMENT OF 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

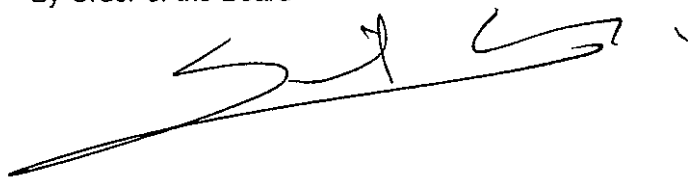
- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare 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 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

A resolution to reappoint Price Waterhouse as auditors of the company will be proposed at the Annual General Meeting.

By Order of the Board

A handwritten signature in black ink, appearing to be 'M E Savundra', written over a horizontal line.

M E Savundra - Nayagam
Secretary

29 January 1996

Price Waterhouse



AUDITORS' REPORT TO THE MEMBERS OF MANOR STADIUM LIMITED

We have audited the financial statements on pages 4 to 10 which have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 2 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 judgments 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's affairs as at 31 March 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse

Price Waterhouse
Chartered Accountants
and Registered Auditors

29 January 1996

MANOR STADIUM LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 1995

	<u>Notes</u>	<u>1995</u>	<u>1994</u>
TURNOVER - continuing operations	2	430,390	61,879
Cost of sales		<u>(318,098)</u>	<u>(24,738)</u>
GROSS PROFIT		112,292	37,141
Administrative expenses		<u>(24,951)</u>	<u>(13,337)</u>
Operating profit - continuing operations	3	87,341	23,804
Dividends received		<u>1,688</u>	<u>1,406</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST		89,029	25,210
Bank interest receivable		2,712	-
Interest payable	5	<u>(4,687)</u>	<u>(7,930)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		87,054	17,280
Taxation	6	<u>(15,321)</u>	<u>(281)</u>
PROFIT FOR THE FINANCIAL YEAR	15	<u>£71,733</u>	<u>£16,999</u>

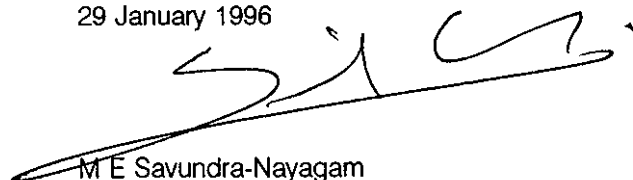
There were no recognised gains or losses other than the profit for the year.

MANOR STADIUM LIMITED

BALANCE SHEET - 31 MARCH 1995

	Notes	1995	1994
FIXED ASSETS			
Tangible assets	7	10,823	3,336
Investments	8	<u>103,750</u>	<u>75,000</u>
		114,573	78,336
CURRENT ASSETS			
Stocks - properties held for development and resale	9	315,222	524,228
Debtors	10	-	34
Cash at bank		<u>102,185</u>	-
		417,407	524,262
CREDITORS - Amounts falling due within one year	11	<u>(54,749)</u>	<u>(157,386)</u>
NET CURRENT ASSETS		<u>362,658</u>	<u>366,876</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		477,231	445,212
CREDITORS - Amounts falling due after one year	12	<u>(378,778)</u>	<u>(418,492)</u>
		£98,453	£26,720
CAPITAL AND RESERVES			
Called up share capital	13	100	100
Revaluation reserve	14	30,000	30,000
Profit and loss account	15	<u>68,353</u>	<u>(3,380)</u>
		£98,453	£26,720

APPROVED BY THE BOARD ON
29 January 1996



M E Savundra-Nayagam

DIRECTOR

MANOR STADIUM LIMITED

NOTES TO THE ACCOUNTS - 31 MARCH 1995

1 ACCOUNTING POLICIES

(1) Basis of accounting

The accounts have been prepared under the historical cost convention as modified by the revaluation of certain assets and are in accordance with applicable accounting standards.

(2) Turnover

Turnover represents net rents received and receivable, and income from the sale of development properties.

(3) Development properties

Properties in the course of development are stated at the lower of cost and net realisable value. The net realisable value of properties in the course of development is estimated based on the price ultimately expected to be realised on sale and the anticipated costs to completion.

(4) Depreciation

Depreciation of tangible fixed assets is charged by equal annual instalments commencing with the year of acquisition at rates estimated to write off their cost less any residual value over the expected useful lives which are as follows:

Fixtures and fittings	5 years
Motor vehicles	4 years

(5) Deferred taxation

Deferred taxation is provided in respect of the taxation effect of all timing differences to the extent that tax liabilities are likely to crystallise in the foreseeable future.

2 TURNOVER

	<u>1995</u>	<u>1994</u>
Net rents receivable	59,438	61,879
Sale of development properties	<u>370,952</u>	<u>-</u>
	<u>£430,390</u>	<u>£61,879</u>

MANOR STADIUM LIMITED

NOTES TO THE ACCOUNTS - 31 MARCH 1995 (CONTINUED)

3	OPERATING PROFIT	<u>1995</u>	<u>1994</u>
	Operating profit is stated after charging		
	Auditors' remuneration	£950	£920
		<u> </u>	<u> </u>
	Operating leases		
	Rent payable	£12,000	£12,000
	Contract hire charges	£2,110	£2,532
		<u> </u>	<u> </u>
	Directors' emoluments	£-	£-
		<u> </u>	<u> </u>
	Depreciation of tangible owned assets	£3,686	£916
		<u> </u>	<u> </u>
4	DIRECTORS AND EMPLOYEES	<u>Number</u>	<u>Number</u>
	The average number of persons employed by the company including executive directors during the year was		
	Administration	2	2
		<u> </u>	<u> </u>
	The company incurred no staff costs (1994 £Nil) during the year.		
5	INTEREST PAYABLE		
	Bank interest	257	522
	Bank loan interest	3,930	7,408
	Directors' loan interest	<u>500</u>	<u>-</u>
		£4,687	£7,930
		<u> </u>	<u> </u>
6	TAXATION		
	Corporation tax on ordinary activities at 25% (1994 25%)	15,521	-
	Taxation attributed to franked investment income	338	281
	Adjustment for earlier year - Corporation tax	<u>(538)</u>	<u>-</u>
		£15,321	£281
		<u> </u>	<u> </u>

MANOR STADIUM LIMITED

NOTES TO THE ACCOUNTS - 31 MARCH 1995 (CONTINUED)

7	FIXED ASSETS		Fixtures and	
		Motor vehicle	fittings	Total
	Cost			
	31 March 1994	-	4,583	4,583
	Additions	<u>10,725</u>	<u>448</u>	<u>11,173</u>
	31 March 1995	£10,725	£5,031	£15,756
	Depreciation			
	31 March 1994	-	1,247	1,247
	Charge for year	<u>2,681</u>	<u>1,005</u>	<u>3,686</u>
	31 March 1995	£2,681	£2,252	£4,933
	Net book amount			
	31 March 1995	<u>£8,044</u>	<u>£2,779</u>	<u>£10,823</u>

8	INVESTMENTS		1995	1994
	Unlisted investment			
	31 March 1994		75,000	75,000
	Additions during the year		<u>28,750</u>	-
	31 March 1995		£103,750	£75,000

The unlisted investment representing ordinary shares in Dawes Group Limited. Mr P M Horsley, a director of the company, is a director of, and significant shareholder in, Dawes Group Limited. The investment was revalued on 31 March 1993 by the directors.

9 STOCKS - Properties held for development and resale

The properties held for development and resale represent properties stated at a cost (including development expenditure) of £315,222 (1994 £524,228).

The company has authorised a commitment of £Nil (1994 £Nil) at 31 March 1995 in respect of further development expenditure which has been contracted for and incurred after the year end.

MANOR STADIUM LIMITED

NOTES TO THE ACCOUNTS - 31 MARCH 1995 (CONTINUED)

10	DEBTORS	<u>1995</u>	<u>1994</u>
	Corporation tax	£-	£34
		<u> </u>	<u> </u>
11	CREDITORS - Amounts falling due within one year		
	Bank overdraft - secured	22,036	6,560
	Bank loan - secured	-	116,000
	Trade creditors	7,301	9,641
	Corporation tax payable	15,521	-
	Accruals and deferred income	9,527	18,979
	Director's loan account	<u>364</u>	<u>6,206</u>
		<u>£54,749</u>	<u>£157,386</u>

The bank facilities are secured by way of a charge over the company's development properties and carry interest at commercial rates. The director's loan account is interest free and not subject to any formal repayment terms.

12	CREDITORS - Amounts falling due after one year	<u>1995</u>	<u>1994</u>
	Bank loan - secured (Note 11)	-	4,000
	Other loan	282,492	284,492
	Director's loan	<u>96,286</u>	<u>130,000</u>
		<u>£378,778</u>	<u>£418,492</u>

The other loan above represents advances made by Zeus Investments Limited mainly for purchasing development properties. Zeus Investments Limited is a company in which Mr M E Savundra is a director and a shareholder. The loan was subordinated by Zeus Investments Limited in favour of all other company creditors by an agreement dated 23 December 1993. No interest has been charged for the year ended 31 March 1995.

The loan made by a director is interest free and not subject to any formal repayment terms.

13	CALLED UP SHARE CAPITAL	<u>1995</u>	<u>1994</u>
		<u>Number of shares</u>	<u>Number of shares</u>
	Authorised, allotted, called up and fully paid		
	Ordinary shares of £1 each	100 £100	100 £100
		<u> </u>	<u> </u>

MANOR STADIUM LIMITED

NOTES TO THE ACCOUNTS - 31 MARCH 1995 (CONTINUED)

14 REVALUATION RESERVE

31 March 1994 and 31 March 1995	£30,000
	<u> </u>

15 PROFIT AND LOSS ACCOUNT

31 March 1994 - adverse balance	(3,380)
Profit for the year	<u>71,733</u>
31 March 1995	£68,353
	<u> </u>

16 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	<u>1995</u>	<u>1994</u>
Profit for the financial year	71,733	16,999
Shareholders' funds as at 31 March 1994	<u>26,720</u>	<u>9,721</u>
Shareholders' funds as at 31 March 1995	£98,453	£26,720
	<u> </u>	<u> </u>

17 FINANCIAL COMMITMENTS

Financial commitments under non cancellable operating leases will result in the following payments falling due in the year to 31 March 1996.

	<u>1995</u>	<u>Other 1994</u>
Expiring		
Within one to five years	£-	£2,532
	<u> </u>	<u> </u>

18 DIRECTOR'S INTERESTS

One property is rented from Mr M E Savundra, a director of the company, at a commercial rate.