

**CPG (UK) Limited**

Directors' report and financial statements  
1 April 1995

Registered No 2310242



## **CPG (UK) Limited**

### **Directors' report and financial statements**

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# **CPG (UK) Limited**

## **Directors' report**

The directors present their annual report and the audited financial statements for the financial year ended 1 April 1995.

## **Business review**

The principal activity of the company during the year was that of a holding company from which it derived interest on loans to fellow group undertakings.

The net profit for the financial year after taxation was £1,679,000 [1994: £1,130,000] which, after provision for a dividend of £Nil [1994: £6,869,000] and an exchange loss of £2,860,000 [1994: £571,000], leaves a loss carried forward on the profit and loss account of £622,000 [1994: £559,000 profit].

The directors do not recommend payment of a dividend for the year.

## **Directors**

The directors who held office during the year were as follows:-

Sir Ronald Miller	(resigned 27 March 1995)
JD Embrey	(resigned 30 November 1994)
PW Kemp	(resigned 16 April 1994)
GR Fairweather	(appointed 12 September 1994)

A further director has been appointed since the end of the year :

P Forrest	(appointed 28 April 1995)
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## **Directors' interests**

The interests of the directors in Dawson International PLC are disclosed in the directors' report of that company.

None of the directors had any beneficial interest in the shares of CPG (UK) Limited.

## **CPG (UK) Limited**

### **Directors' report** *(continued)*

#### **Auditors**

On 6 February 1995, the company's auditors changed their name to KPMG and accordingly, they have signed their report in their new name. In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



**Hugh Somerville**  
*Secretary*

Cashmere Works  
Bradford

22 June 1995

## **CPG (UK) Limited**

### **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 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

## **CPG (UK) Limited**

### **Report of the auditors to the members of CPG (UK) Limited**

We have audited the financial statements on pages 5 to 11.

#### *Respective responsibilities of directors and auditors*

As described on page 3, 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 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 at 1 April 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**KPMG**  
*Chartered Accountants*  
*Registered Auditors*

22 June 1995

## CPG (UK) Limited

### Profit and loss account

*for the financial year ended 1 April 1995*

	<i>Note</i>	<b>1995</b> <b>£'000</b>	1994 £'000
<b>Interest receivable and similar income</b>	2	<b>2,508</b>	2,053
Exchange loss		-	(248)
		-----	-----
<b>Profit on ordinary activities</b>			
<b>before taxation</b>	3	<b>2,508</b>	1,805
Taxation	5	<b>(829)</b>	(675)
		-----	-----
<b>Profit for the financial year</b>		<b>1,679</b>	1,130
Dividends - proposed		-	(6,869)
		-----	-----
<b>Retained profit for the financial year</b>		<b>1,679</b>	<b>(5,739)</b>
		=====	=====

### Statement of total recognised gains and losses

*for the financial year ended 1 April 1995*

	<b>1995</b> <b>£'000</b>	1994 £'000
Profit for the financial year	<b>1,679</b>	1,130
Unrealised foreign exchange loss	<b>(2,860)</b>	(571)
	-----	-----
<b>Total recognised gains/(losses) relating to the year</b>	<b>(1,181)</b>	<b>559</b>
	=====	=====

In both the current and preceding years the company made no acquisitions and had no discontinued operations.

## CPG (UK) Limited

### Balance Sheet

at 1 April 1995

	Note	1995 £'000	1994 £'000
<b>Fixed assets</b>	6	33,032	35,895
<b>Current assets</b>			
Debtors	7	4,586	11,889
<b>Creditors: amounts falling due within one year</b>	8	(7,784)	(16,683)
<b>Net current liabilities</b>		(3,198)	(4,794)
<b>Provisions for liabilities and charges</b>	9	(296)	(382)
<b>Net assets</b>		29,538	30,719
<b>Capital and reserves</b>			
Called up equity share capital	10	30,160	30,160
Profit and loss account	11	(622)	559
<b>Equity shareholders funds</b>		29,538	30,719

These financial statements were approved by the board of directors on 24 May 1995 and are signed on its behalf by:



**GR Fairweather**  
Director

## CPG (UK) Limited

### Reconciliation of movements in shareholders' funds *for the financial year ended 1 April 1995*

	1995 £'000	1994 £'000
Profit for the financial period	1,679	1,130
Other recognised losses relating to the year	(2,860)	(571)
	-----	-----
	(1,181)	559
Opening shareholders' funds	30,719	37,029
	-----	-----
	29,538	37,588
Dividends	-	(6,869)
	-----	-----
Closing shareholders' funds	<u>29,538</u>	<u>30,719</u>

# CPG (UK) Limited

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### *Basis of preparation*

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules. Where changes in presentation have been made, appropriate adjustments have been made to the comparative figures.

#### *Financial year end*

The company does not operate to a calendar month end accounting timetable. These financial statements are made up for a period of 53 weeks ended on 1 April 1995 and the comparative figures stated are in respect of a period of 52 weeks ended on 26 March 1994.

#### *Taxation*

The charge for taxation is based on the interest received in the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for the deferred tax only to the extent that an actual liability will crystallise.

#### *Foreign currencies*

Assets and liabilities in foreign currencies are translated to sterling at the rates ruling at the balance sheet date. Income has been converted at rates approximating to the rates ruling at the date of the transaction. Exchange gains or losses on settled transactions or unsettled short term monetary balances are reported as part of the profit or loss on ordinary activities for the year. Exchange gains or losses on other items are taken directly to reserves.

#### *Cash flow statement*

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary.

### 2 Interest receivable and other income

This represents interest receivable from fellow group undertakings.

**CPG (UK) Limited****Notes (continued)****3 Directors' remuneration**

The directors received no remuneration during this or the preceding financial period.

**4 Auditors' remuneration**

Auditors' remuneration for this and the preceding financial year has been borne by a fellow subsidiary undertaking.

**5 Taxation**

	<b>1995</b>	1994
	<b>£'000</b>	£'000
Based on the interest received in the year:		
UK corporation tax at 33%	<b>915</b>	611
Deferred taxation	<b>(86)</b>	64
	<u><b>829</b></u>	<u>675</u>

**6 Fixed assets**

	<b>1995</b>	1994
	<b>£'000</b>	£'000
Loan to fellow subsidiary undertaking	<b>33,032</b>	35,895

The above amount represents a US dollar loan to a fellow subsidiary undertaking. It bears interest at commercial rates and is repayable in full on 6 December 1998.

**7 Debtors**

All due within one year:

	<b>1995</b>	1994
	<b>£'000</b>	£'000
Amounts owed by parent and fellow subsidiary undertakings:		
Parent undertaking	<b>4,089</b>	11,750
Fellow subsidiary undertaking	<b>497</b>	139
	<u><b>4,586</b></u>	<u>11,889</u>

Prior year figures have been restated to reflect the fact that balances due to and from the parent undertaking are no longer netted off.

**CPG (UK) Limited****Notes (continued)****8 Creditors: amounts falling due within one year**

	<b>1995</b>	<b>1994</b>
	<b>£'000</b>	<b>£'000</b>
Amounts owed to parent and fellow subsidiary undertakings :		
Parent undertaking	<b>6,869</b>	6,869
Fellow subsidiary undertaking	-	9,203
Corporation tax	<b>915</b>	611
	<b>7,784</b>	16,683

Prior year figures have been restated to reflect the fact that balances due to and from the parent undertaking are no longer netted off.

**9 Provisions for liabilities and charges**

	<b>Total</b>
	<b>£'000</b>
Deferred taxation	
At beginning of year	382
Released in the year in the profit and loss account	(86)
At end of year	296

The amounts provided for deferred taxation are set out below:

	<b>1995</b>	<b>1994</b>
	<b>Provided</b>	<b>Provided</b>
	<b>£'000</b>	<b>£'000</b>
Timing differences	<b>296</b>	382

Provision has been made in respect of all timing differences.

**CPG (UK) Limited****Notes (continued)****10 Called up share capital**

	<b>1995</b>	<b>1994</b>
	<b>£'000</b>	<b>£'000</b>
<i>Authorised</i>		
31,000,000 Ordinary shares of £1 each	<u><b>31,000</b></u>	<u><b>31,000</b></u>
<i>Allotted, called up and fully paid</i>		
30,160,002 Ordinary shares of £1 each	<u><b>30,160</b></u>	<u><b>30,160</b></u>

**11 Reserves**

	<b>Profit and loss account</b>
	<b>£'000</b>
At beginning of year	559
Retained profit for the year	1,679
Exchange adjustments	(2,860)
	-----
At end of year	<u><b>(622)</b></u>

**12 Ultimate parent company**

The company's ultimate parent company is Dawson International PLC incorporated in Great Britain and registered in Scotland. The consolidated financial statements of Dawson International PLC are available to the public and may be obtained from 9 Charlotte Square, Edinburgh, EH2 4DR.