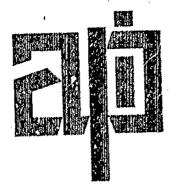
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Associated Paper Industries plc



REPORT AND ACCOUNTS · 1984

ASSOCIATED PAPER INDUSTRIES plc

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Cover foil blocked using stamping foil manufactured by George M. Whiley Limited on Pearl Coated board manufactured by Henry & Leigh Slater Limited.

Directors and secretary

DIRECTORS

- C. F. M. Rawlinson, F.C.A., Chairman
- J. A. Graham, Managing
- *J. G. Adams, F.C.A., A.C.M.A.
- *P. R. Armitage
- *B. R. Hall
- W. Q. C. Mackenzie F.C.A.
- I. D. McKechnie
- *non-executive

SECRETARY

A. Sentance, F.C.I.S.

REGISTERED OFFICE

Silk House, Park Green, Macclesfield, Cheshire SK11 7NU Registered number 169249

BANKERS

Lloyds Bank Pla Morgan Grenfell & Co. Limited The Royal Bank of Scotland pla

REGISTRARS AND TRANSPER AGENTS

Ravensbourne Registration Services Limited, Bourne Heuse 34 Bockenham Road, Beckenham, Kent BR3 4TU

AUDITORS

Ernst & Whinney Chartered Accountants, Lowry House, 17 Marble Street, Manchester M2 3AW

SOLICITORS

Theodore Goddard & Co.,
16 St. Martin's-le-Grand, London EC1A 4EJ

STOCKBROKERS

Laing & Cruickshank,
Plercy House, Copthall Avenue, London EC2R TBE
Henry Cooke, Lumsden & Co.,
Parsonage Gardens, Manchester M60 3AH

Notice of meeting

Notice is hereby given that the sixty-third Annual General Meeting of the company will be held at The Howard Hotel, Temple Place, London WC2R 2PR on Tuesday, the twelfth day of February, 1985, at 12.30 p.m., for the following purposes:—

- 1 To receive the report of the directors and the audited accounts for the year ended 29th September, 1984,
- 2 To declare a dividend.
- 3 To re-elect directors.
- 4 To re-appoint the auditors.
- 5 To authorise the directors to fix the remuneration of the auditors.
- 6 As special business to consider and, if thought fit, to pass the following Resolutions of which those numbered i and ii will be proposed as Ordinary Resolutions and those numbered iii and iv will be proposed as Special Resolutions—

RESOLUTIONS

- i (a) That the amendments to the Executive Share Option Scheme referred to in the Chairman's letter to shareholders dated 8th January, 1985, be approved and that the directors be and are hereby authorised to make those amendments to the rules of the said Scheme and such further amendments as may be necessary to obtain and maintain the approval to the said Scheme of the Board of Inland Revenue pursuant to Schedule 10 to the Finance Act 1984; and
- (b) That voting by directors on any matters connected with the said Share Option Scheme be hereby authorised notwithstanding that they may be interested in the same and the prohibition on an interested director voting and being counted in the quorum (except in relation to his own participation in the Scheme) contained in the Articles of Association of the company be hereby relaxed to that extent accordingly.
- That the directors' authority contained in Article 11 of the company's Articles of Association relating to the allotment of Relevant Securities be and is hereby renewed and so that the maximum amount of Relevant Securities which may be allotted under the subjectly shall be £1,436,882 and that the date on which the renewed authority shall expire shall be the fifth anniversary of the passing of this Regulation.
- That the exception contained in Article 9(3) of the company's Articles of Association relating to the allotment of Equity Securities shall apply until the date on which the next Annual General Meeting of the company is concluded.
- That subject to the passing of the Resolution numbered it to be proposed at this meeting the Disapplication Power contained in Article 12 of the company's Articles of Association relating to the allotment of Equity Securities be and is hereby renowed for a period expiring on the dute on which the authority referred o in the said Resolution numbered it will expire.

By order of the board

A. SENTANCE Socretary

Dated 8th January 1669

Slik House, Park Green, Macclesfield, Cheshire 9K11 7NU

Notes

- 1 A member entitled to attend and vote is entitled to appoint a proxy to vote instead of him and that proxy need not also be a member. A form of proxy is enclosed with this notice for use in connection with the business set cut above. A form of proxy must reach the registrars of the company not later than 48 hours before the time of the meeting.
- 2 The following documents, which are available for inspection during normal business hours at the company's registered office, will, on the day of the Annual Ceneral Meeting, be available for inspection at The Howard Hotel, Temple Place, London WC2R 2PR from 12.15 p.m. until the close of the meeting:
 - a) The register of directors' interests and transactions.
 - b) A copy of all contracts of service of the directors with the company or any of its subsidiaries.
 - c) A copy of the current rules of the Executive Share Option Scheme and the proposed amendments to the Scheme.
 - d) A copy of the Memorandum and Atticles of Association of the company.

Financial highlights

	1984 £'000	1983 £'000	Increas
Turnover Exports Turnover per employee	47,146 9,681 46	37,273 6,443 40	26. 50.: 15,0
Profit before taxation and profit sharing Profit sharing	4,113 206	2,515	63.5
Profit beforé taxation	3,907	2,615	55,3
Profit attributable to ordinary shareholders	3,142	1,906	64.8
Rotained profit	2,229	1,196	86.4
Capital expenditure	2,035	1,168	74,2
Ordinary shareholders' funds	18,502	11,670	41.4
arnings per ordinary share Historic Current cost	17.2p 8.8p	12.9p 8.5p	33.3 3.5
ividends per ordinary share Interim Final Total	1.8p 3.6p 8.0p	1.2p 3.0p 4.2p	25.0 16.7 19.0
vidend cover (fimes) Historic Current cost	3.4 1.8	2.7 1.8	

Chairman's statement

1984 was a very good year for API. Group turnover increased by over 26% to £47 million. Profit before tax and the proposed allocation to the new profit sharing scheme for employees increased by over 63% and, after taking account of profit sharing, pre-tax profit rose by 55% from £2.5 million to £3.9 million.

Earnings per share show an increase of 33% to 17.2p per share. The tax charge in 1984 was, however, exceptionally low and we expect that the tax charge will be at a somewhat higher rate in 1985. Your board is proposing an increase in the total dividend on the ordinary shares from 4.2p to 5.0p covered 3.4 times by historical cost earnings and 1.8 times by current cost earnings.

This year, the annual report contains an illustrated review of operations describing some of the more significant events of the year. I would, however, particularly mention the strong performance of our stamping foil operations which now contribute almost 28% of trading profits before group costs. At the same time our paper mill at Otley has produced good results in a difficult period of rapidly rising raw material costs. Across the group as a whole exports have made a major contribution to the successful results of the year; increasing by 50% to £9.7 million, which represents over 20% of the group turnover.

During the year we acquired Airpel Filtration Ltd. and Airpel Hydraulics Ltd. and our new air conditioning, filtration and purification division has made a good start. It was particularly pleasing that Purification Products Ltd. won the Queen's Award for exports in 1984.

In October 1983 we made a successful rights issue to raise some £2.74 million and this, together with internally generated funds of £4.9 million, has enabled us to finance a significant growth in working capital and capital expenditure of over £2 million, whilst ending the year with a very strong balance sheet. This will enable us to fund, without difficulty, the considerable capital expenditure plans which are now under way as we continue to modernise and improve our plants.

The group's performance is due to the splendid efforts of our employees and I would like to thank them all for what they have achieved. Turnover per employee has risen again this year to £46,000 and I am also pleased that API is now providing employment for well over 1,000 people.

At the AGM in February 1984 shareholders approved the introduction of a profit sharing scheme and, in view of the excellent results in 1984 your board has allocated the maximum 5% of profit to the scheme which will mean that shares to the value of £208,000 will be distributed equally to over 700 employees, in February 1985.

API now comprises a group of well run companies producing a large number of high quality products which are sold to a wide range of industries. The excellence of these products is demonstrated by the rapid growth in the group's exports which go all over the world, including some of the most advanced economies: API is competing successfully with the best. The policy of API is to maintain its plant to very high standards and to invest in new technology whenever it is available; to this end we have acquired some significant new plant in recent years and we shall continue to do so.

Against the background of our broad aim to increase the proportion of our profits earned in the growing stamping foil and air conditioning, filtration and purification industries we are looking at a number of interesting Investment opportunities and new product developments both here and abroad. We expect that 1985 will be a year of further progress and growth.

Charles dawanis

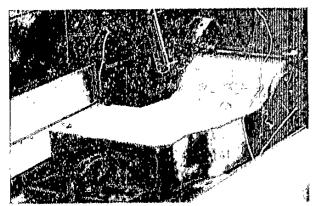
Operations review

Papermaking and Converting

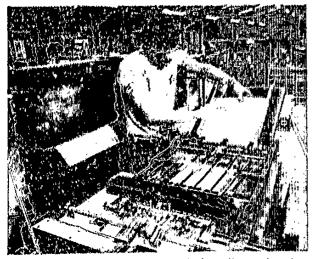
A 23% increase in exports from £3.0 million to £3.7 million has contributed to the overall £6 million (17.1%) increase in turnover.

P. Garnett & Son Limited invested further in waste paper treatment plant to reduce fibre costs and this work is continuing. At Henry & Leigh Slater Limited two major capital expenditure schemes were started which are aimed at reducing costs and improving quality. The benefits of these schemes are expected during 1984/5.

The continued success of this division depends on innovation and development which will be assisted by the strong management teams now in place.



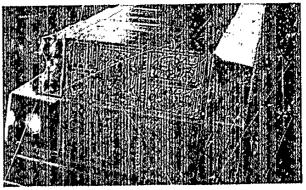
Envelopes made with Carnett manilla paper coming off the production line at the DRO factory in Hemel Hempstead.



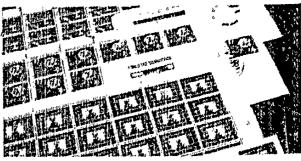
Hole-punching of manilla folders made from Garnett board at Tollitt & Farvey Ltd., Kings Lynn.

Turnover Trading profit 1984 £34,616,000 £29,5 £3,008,000 £2,5

1983 £29,569,000 £2,588,000



The distinctive packaging for Chivas Regal whicky, made with foliad board produced by Henry & Leigh Slater (Poynton), ready for use at the Seagrams plant in Paisley, Scotland.



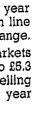
A range of Belgian postage stamps printed en gummed paper produced by Henry & Leigh Slater (Bollington).



Preparing meringue cases at a bakery in Denmark on baking tray paper made by Leonard Stace.

Stamping Foils

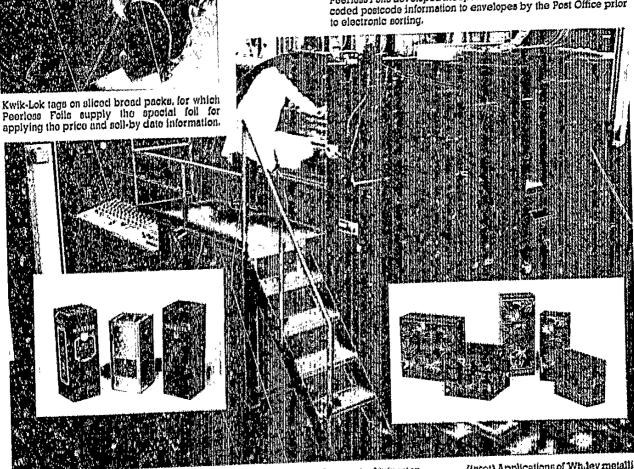
1984 was a successful year and the greater part of the sales increase came from George M. Whiley Limited following the commissioning of major new equipment during 1983. Peerless Foils Limited had a good year and expanded sales of specialised products in line with their policy of broadening the product range. Most of our growth has come from export markets and export sales increased from £3.9 million to £5.3 million, an increase of 37%. Our overseas selling arrangements are now much stronger than a year ago and offer good potential for the future.



1983 1984 £6,942,000 £8,490,000 Turnover £1,325,000 £715,000 Trading profit



Poerloss Foils developed the special blue foil used for applying the coded postcode information to envelopes by the Post Office prior



The new vacuum metalliser installed at the George M. Whiley factory in Livingston, Scotland at a cost of £540,000 in August 1984. Commissioning was completed before the year end thus removing a limitation on production which had been teached during the summer.

(inset) Applications of Whiley metallic Joils on Mariell and Yvos Saint Laurent packaging produced in France.

Operations review continued

Air Conditioning, Filtration and Purification

The first full year of this division produced a satisfactory result overall. Efforts have been devoted to strengthening the management teams so that the year ended with a sounder base for future expansion. Purification Products Limited won the Queen's Award for Export Achievement and this success has continued with 72% of sales exported in 1983/4.

At Airpel Filtration Limited and Diffusion Environmental Systems Limited there have been improvements to production equipment and Airpel are well advanced with the installation of a computer based production control system.

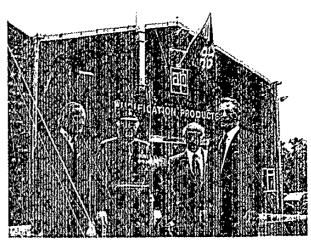


Air conditioning units recently installed by Diffusion in the headquarters of Sany (IIX) and at Statens Middlewey.

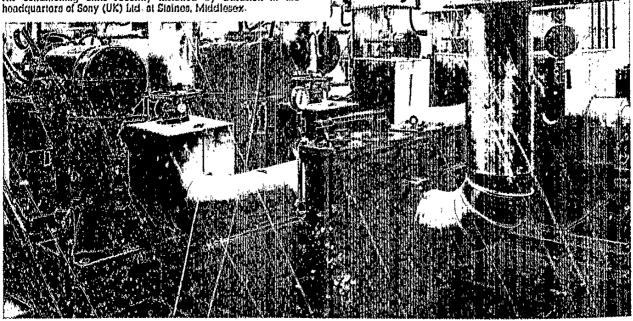
 1984
 1983

 Turnover
 £4,040,000
 £762,000

 Trading profit
 £423,000
 £139,000



Mr. Charles Rawlincon, Sir William Bulmer Lord Lieutenant of West Yorkshire, Mr. Tej Singh and Mr. Ian McKechnie at the presentation of the Queen's Award for Export Achievement to Purification Products.



Part of a new installation using Airpel filters in the plant room of the Norwich Union building in Eirmingham

Report of the directors

The directors present their report and the audited accounts for the year ended 29th September, 1984.

RESULTS AND DIVIDENDS

The group results for the year, together with the appropriations made and proposed, are set out in the group profit and loss account on page 12. The results include a full year's contribution from Airpel Filtration Limited and Airpel Hydraulics Limited (together "Airpel") which were acquired in October 1983.

Profit before taxation was £3,907,000 (1983 £3,515,000). After taxation, distributable profit amounted to £3,163,000 (1983 £1,927,000) and from this amount dividends of £21,000 (1983 £21,000) have been paid on the preference share capital of the company.

After taking into account the effect of the rights issue, earnings per ordinary 25p share have increased from 12.9p in 1983 to 17.2p in 1984 and the directors recommend a final dividend of 3.5p per ordinary share making a total for the year of 5.0p (1983 4.2p), If approved the final dividend will be paid on 13th February, 1985 to shareholders on the register on 11th January, 1985.

GROUP PROFIT SHARING SCHEME

The amount of profit which the directors have allocated this year to the Group Profit Sharing Scheme is the maximum amount of £206,000 (6%) (1983 Nil). This will be distributed equally in the form of ordinary shares to every employee who has completed the necessary three years qualifying service.

ACTIVITIES

The group operates in the following markets:

Papermaking and converting

Stamping foils

Air conditioning, filtration and purification

A review of activities is shown on pages 6-8 and an analysis of turnover and trading profit by activity is shown on page 17.

The principal group companies and products are listed under the above headings on page 32.

Throughout the group each company devotes resources to product development. Attention is also given to market investigations to find opportunities for the development of new products and processes.

ACQUISITION OF AIRPEL

On 10th October, 1983 the company acquired the entire issued share capitals of Airpel Filtration Limited and Airpel Hydraulies Limited. The total cost of acquisition was £743,000 of which £449,000 was paid in cash and the balance of £294,000 by the issue of 327,194 ordinary shares of 25p each of the company at a price of 90p. These shares did not rank for the final dividond in respect of the year ended 1st October, 1983.

RICHTS ISSUE

In October, 1983 the company completed a one for four rights issue of 3,598,080 new ordinary shares of 25p each at 80p per share to existing shareholders. The net proceeds of the issue were £2,742,000.

FIXED ASSETS

Changes in fixed assets are set out in note 11. Gross expenditure in the year amounted to £2,035,000.

The freehold and long leasehold properties were professionally valued on 29th September, 1984 on an expected realisation in existing use basis. This valuation exceeded the net book value, after deducting government grants, by £1,204,000.

DIRECTORS

The directors of the company are shown on page 2.

The directors retiring by rotation are Mr. J. G. Adams and Mr. I. D. McKechnie who, being eligible, offer themselves for re-election.

Mr. J. G. Adams, F.C.A., A.C.M.A., is aged 54 and joined the board in April, 1978, following the acquisition of George M. Whiley blmited of which he was chairman. He is a non-executive director and is also a non-executive director of a number of other listed companies.

Mr. I. D. McKechnie is aged 61 and joined the board in February, 1966. He was appointed managing director of P. Carnett & Son Limited in December, 1977. Mr. McKechnie's contract of service is for a period of three years which commenced on 1st june, 1984 and provides that it may be extended on 1st june, 1985 and on 1st june in each succeeding year for a period being the shorter of two years or until Mr. McKechnie reaches the age of 65.

Report of the directors continued

DIRECTORS' INTERESTS

The interests of the directors, as defined by the Companies Act 1967, in the issued shares and share options of the company were as follows:

14,12,8	Ordinary 25p Shares 29.9.84	2.10.83	Ordinary 25p 29,9.84	Share Options 2.10.83
C. F. M. Rawlinson 23,50	0 23,500	11,000	-	
J. A. Graham 24,71	8 24,718	28,718	70,000	50,800
J. G. Adams 25,00	0 25,000	23,333	_	· —
P. R. Armitage 2,80	0 2,500	2,000	-	-
B. R. Hall 10,00	0 10,000	11,527	· 	_
W. Q. C. Mackenzie 8,30	0 8,300	7,720	35,200	26,800
I. D. McKechnie 36,09	1 38,091	36,091	55,200	39,600

117,200 of the ordinary share options outstanding at 29th September, 1984 were granted at 60p per share in March 1982, which price was adjusted to 57p as a result of the rights issue. 43,200 options were granted at 118p per share in February 1984.

Except as otherwise stated all the above interests were beneficial. No director had any interest in the issued preference shares of the company or the shares of any subsidiary at the above dates.

Apart from service contracts, no contracts subsisted at any time during the year between the company or its subsidiaries and any of the directors or their families or connected persons which would require disclosure.

PENSIONS

The group has two funded pension schemes Associated Paper Industries pic Pension and Life Assurance Fund and The Goorge M. Whiley Limited Pension and Assurance Scheme. Actuarial valuations of both these schemes have recently been undertaken by R. F. W. Byles, B.Sc., F.I.A., F.P.M.I., F.S.S., A.S.A., an employee of Willis Faber Advisory Services Limited. The valuations showed that the assets of both schemes sufficient to secure the benefits that would have arisen had the schemes been wound up at their valuation dates. In view of the healthy state of both schemes, it was agreed, on actuarial advice, to improve certain benefits for members. Contributions to both schemes continue to be made in accordance with the advice of the actuary.

In addition to the above the group still pays pensions under three unfunded non-contributory pension schemes, membership of which is now closed. The cost in the year to 29th September, 1984 amounted to £120,000 (1987 £137,000).

DISABLED PERSONS

In compliance with current legislation a policy is in existence for encouraging the employment of disabled persons wherever this is practicable in group companies. Every endeavour is made to ensure that disabled employees benefit from training and career development programmes in common with all employees.

SHARE OPTIONS GRANTED IN THE YEAR

During the year options were granted under the Group Executive Share Option Scheme on 169,400 ordinary 25p shares at 118p.

EMPLOYEE INVOLVEMENT

The group has an established programme of communication with employees, based on the companies for which they work. Employees receive information about the performance and the activities of their employing companies by such means as committee meetings and management briefings. The group now also has in existence a Group Profit Sharing Scheme referred to above which is open for participation equally by all employees who have completed the necessary three years qualifying service.

The trustees of the pension schemes send an annual report to all members. At each company an annual pension consultation meeting takes place attended by employee representatives. At these meetings there is discussion on the performance of the fund and any other matter relating to pensions.

Report of the directors continued

Substantial interests in shares of the company and close company provisions

In accordance with the Companies Acts 1967 and 1976, the directors have been notified that The Investment Company plc hold 15.84% and the Guardian Royal Exchange Assurance plc and its subsidiary companies hold 25.5%, of the issued preference shares of the company.

In addition, the directors have been informed that funds managed or advised by M & G Investment Management Limited hold 12,55% of the company's ordinary shares. Except as disclosed above, to the best of the directors' knowledge there are no interests amounting to 5% or more in any class of share of the company.

So far as the directors are aware the close company provisions of the Income and Corporation Taxes Act 1970 do not apply to the company.

CHARITABLE AND POLITICAL DONATIONS

Charitable donations made by the group during the year amounted to £5,000. A donation of £3,000 was made to the

AUDITORS

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Ernst & Whinney have expressed their willingness to continue in office as auditors and in accordance with Section 14(i) of the Companies Act 1976 a resolution proposing their reappointment will be put to the members at the annual general meeting.

By order of the board

A. SENTANCE Secretary

Macclesfield, 14th December, 1984

Group profit and loss account for the year ended 29th September 1984

	Nata	1984 £'000	1983
TURNOVER	Note 2	£7000 47,146	£'000 37,273
Cost of sales	3	(37,272)	(30,331)
GROSS PROFIT		9,874	6,942
Distribution costs	3	(1,087)	(876)
and the state of t			
Selling and administrative expenses	3		
Operating		(4,570)	(3,322)
Profit sharing scheme		(206)	,
TRADING PROFIT	2	4,011	2,744
Interest	4	(104)	(229)
PROFIT BEFORE TAXATION	B	3,907	2,515
Taxation	8	(744)	(688)
PROFIT AFTER TAXATION		3,163	1,927
Preference dividends	9	(21)	(21)
Ordinary dividends	è	(913)	(710)
BALANCE TRANSFERRED TO RESERVES		2,229	1,190
Earnings per ordinary 26p share	10		
Basic and fully difuted earnings		17.2p	12.9p
Basic earnings with taxation charge on a nil distribution basis		15.8p	12.4p

Group balance sheet at 29th September 1984

	4,,			,	
		1984		1	983
	Note	£'000	£'000	£'000	£'000
TANGIBLE FIXED ASSETS	11	0	9,705	·	8,579
CURRENT ASSETS					
Stocks	13	6,841		4,631) <u>9</u>
Debtors	14	10,289		8,225	' .
Cash		1,592		97	
		18,722		12,953	
CREDITORS—amounts falling due within one year	•				
Creditors	15	8,416		5,817	
Short term borrowings	16	205		296	
Current taxation		636		519	
Dividends		6 39		538	
Finance leases	17	94		85	
		9,990		7,355	
NET CURRENT ASSETS			8,732		5,598
total assets less current liabilities			18,437		14,177
CREDITORS—amounts falling due after more than	one year				
Loans	18	(83)		(783)	
Financo loasos	17	(68)		(167)	
Taxatlon		(401)	(842)	(252)	(1,202)
DEFERRED CREDITgovernment grants			(844)		(756)
DEFERRED OREDIT—GOVERNMENT GRAND			17,051		12,219
			المنتشعة الأق		Tarrest State of the last of t
SHARE CAPITAL AND RESERVES					
Called up share capital	18		8,112		4,134
Share premium account	19	3,393		1,335	
Revaluation reserve	19	155		165	
Profit and loss account	19	8,391	11,639	6,525	8,085
		111111111111111111111111111111111111111	17.051	-	12,219
Shareholders' funds	Λ		<u> </u>		****
	# L				

C. F. M. RAWLINSON J. A. GRAHAM

Chairman Managing Director

14th December, 1984

Company balance sheet at 29th September 1984

			198		198	33 .
	J.	Note	£,000	£'000	£'600	£,000
FIXED ASSETS				140	*	140
Tangible fixed assets		11		148		12,781
Subsidiary companies		12		15,433 15,831		12,921
				10,027		,
CURRENT ASSETS	•		••		243	0
Debtors		14	29			`,
Cash			1,548		243	
			1,011			c,
CREDITORS—amounts failir	ng due withln one year					, u
Creditors	•	16	657		500	-
Amounts due to subsidiarie	Ð		349		441	
Short term borrowings		18	В		196	
Current taxation			360		304	,
Dividends			639		538	0
		"	2,010		1,979	
net current liabilities	:			(433)		(1,736)
				15,148		11,185
TOTAL ASSETS LESS CURI		n ang 4037		20,2 10		
CREDITORS—amounts fall	ud cao ener more me	16	-		(500)	
Loans Taxation			(60)	2003	سندر	(500)
Taxanon			-	(60)	- And and the Party of the Part	10,688
				18,098		10,000
Share Capital and res	1851/60					
Called up share capital	IDIN V DU	16		B,112		4,134
Share premium account		19	3,393		1,335	
Profit and loss account		19	6,693	996,0	9,216	6,651
110111 (11101 1011 1011 1111			The second secon	15,008	مستعبقات والشهار	10.685
		ď		19/900		
G. F. M. RAWLINSON	Ghairman			*		
J. A. GRAHAM	Managing Director	Villano	m	باریاسا داست		
14th December, 1984		11/1/	<u> </u>	Name of Street, Street		
titi woodingert root		7.4.4.1	1.			
		() " yrak	u			
14		-	_			

Source and application of funds for the year ended 29th September 1984

		()	•	
			*	1983
GENERATED FROM OPERATIONS	£,000	£′000	€,000	£,000
Profit before taxation		3,907		0 515
Adjustment for items not involving		0,001		2,515
the movement of funds;— Depreciation less grants				
Depreciation less grants		983		725
		4,890		3,240
(INCREASE) DECREASE IN WORKING CAPITAL				
Stocks (increase) Debtors (increase)	(2,210)		(262)	
Debiots (increase)	(2,064)		(812)	
- N	(4,274)		(1,074)	
Creditors increase	2,599	(1.076)	477	1000
		(1,875)		(667)
OMITTO GOLD 4-4		3,216		2,643 🙅
OTHER SOURCES				• •
Instalment proceeds on sale of subsidiary company Net book value of fixed assets sold	106	,	200	
Value of shares issued on the purchase of Airpel	294		74	
Net proceeds of rights issue	2,742		_	
	,	3,142		274
TOTAL SOURCES		6,357		2,917
•••		·		
APPLICATIONS	(0.1.0M)			
Purchase of fixed assets less grants Goodwill paid for acquisitions in the year	(2,127) (433)		(1,191)	
Purchase of minority interest	(400)		(612) (14)	
Finance lease repayments	(100)		(79)	
Dividends paid	(833)		(594)	
Taxation paid	(478)	(3,971)	(147)	(2,637)

Improvement in net liquid funds	•	2,386		280
REPRESENTED BY:				
Increase in cash balances		1,495		37
Short term borrowings repaid		191		543
Loans repaid (received)		700		(300)
		2,386		280
Summary of the effects of the acquisition of Airpel:	alana			
Net assets acquired: Fixed assets	£'000 250			
Stocks	605			
Debtors	546			
Bank	(318) (736)			
Creditors Taxation	(37)			
₩	the state of the state of			
Conduit	310 433			
Goodwill				
Cost of acquisition	743			

Notes to the accounts

1 ACCOUNTING POLICIES

The following are the more important accounting policies adopted by the group:

Accounting convention

The accounts have been prepared under the historical cost convention except for the inclusion of certain assets which are at valuation.

Basis of consolidation

The accounting dates of all companies in the group are co-terminous, and results for the year ended on the accounting date are included in the group results in full except where subsidiaries are acquired or sold during the year when results are included from or to the date of acquisition or sale.

Fixed assets

Fixed assets are included in the accounts at valuations or cost.

Depreciation

Freehold and long leasehold land is not depreciated. The cost or valuation of other fixed assets is written off in equal annual instalments over the expected useful lives as follows:

Freehold and long leasehold properties

-18 to 37 years from 1st October 1978

Short leasehold properties

Furniture and equipment

-over period of lease

Plant

-5 to 20 years

Vehicles

-4 to 5 years -5 to 10 years

Government grants

Government grants, being investment and development grants and energy conservation grants, received and receivable are credited to the government grants account and are released to profit and loss account over the estimated lives of the assets concerned.

Stocks and work in progress

Stocks are stated at the lower of cost and estimated net realisable value. Cost is determined on a first in first out basis. Cost of work in progress and finished goods comprises the cost of raw materials, direct labour and overheads attributable to the production of stock. Net realisable value comprises the estimated selling value less selling costs.

Deferred taxation

Provision is made for deferred taxation, using the liability method, on short-term timing differences and all other material timing differences which are not expected to continue in the future.

Unrelieved advance corporation tax is carried forward to the extent that it is considered to be recoverable in future periods.

Pensions

Non-contributory Pension Schemes

Pensions paid under these schemes are charged in arriving at the trading results for the year. Admission to the schemes has ceased, the principal ones ceasing admission on 31st March, 1974.

Pension and Life Assurance Funds

Annual contributions are charged in arriving at the trading results for the year at rates advised by the companies' actuaries to be sufficient to secure the benefits under the rules of the schemes.

Foreign currencies

Assets and liabilities in foreign currencies are translated at rates ruling at the balance sheet date and trading items at the average rate for the period. Differences arising are charged against trading profit.

1 ACCOUNTING POLICIES—continued

()

Goodwill arising on consolidation is written off against reserves as it arises.

Leases are treated in accordance with the provisions of Statement of Standard Accounting Practice No. 21 "Accounting for leases and hire purchase contracts". Fixed assets leased under finance leases are capitalised and depreciated over their anticipated useful lives. The finance charges are allocated over the primary lease period having regard to the capital element outstanding. The costs of operating leases are charged to the profit and loss account in equal annual instalments over the period of the lease.

2 TURNOVER AND TRADING PROFITS

Turnover represents amounts invoiced to third parties excluding value added tax.

Initional tobropound announce in	· ·	
Turnover by geographical analysis:	1984	1983
· - · · · · · · · · · · · · · · · · · ·	£'000`.	£'000
	37,203	30,395
United Kingdom	6,755	5,135
Western Europe	223	146
Eastern Europe	1,397	739
Asia and Australasia	527	412
Africa	1,041	446
Americas		07.070
M. C.	47,146	37,273
Total turnover		
00 003 000 (1093 E8 443 000)		
Direct exports from the United Kingdom were £9,681,000 (1983 £6,443,000).	1984	1983
	£,000	£'000
m and a second manufacture		00 660
Turnover by main activity:	34,616 8,490	29,569 6,942
Papermaking and converting	4,040	762
Stamping foils Air conditioning, filtration and purification		
All Collaboration and passes	47,146	37,273
•	17	
Trading profits by main activity:	3,008	2,588
Trading profits by main denvery	1,325	715
Papermaking and converting Stamping foils	423	139
Air conditioning, filtration and purification	4,756	3,442
110 0012110111091 010000	(745)	(698)
Charm works		
Group costs	4,011	2,744
	of: Sharing Scheme of £2	-:
A No a Chapter Dr	ani Sharing Scheine oi 22	OD'OOO' TIIIR

The 1984 trading profits are stated after charging an appropriation under the Group Profit Sharing Scheme of £206,000. This scheme was approved by shareholders on 9th February, 1984.

Cost of sales are all costs allocated to production including packing materials. Distribution costs are costs incurred in distributing the goods from the production site to the customer. Selling and administrative expenses are costs other than cost of sales and distribution costs.

Notes to the accounts continued

11 TANGIBLE FIXED ASSETS—GROUP

					,		`,
·		ehold land d buildings Buildings		hold land buildings Short	Plant and e	equipment Finance leases	Total
Cost or valuation	2'000	£'000	£'000	£'000	£'000	£'000	£'000
At 2nd October, 1983 Additions	521	1,590 41	1,479 9	203	9,521 1,985	479	13,793 2,035
On acquisition Disposals					466	-	466
At 29th September, 1984	521	1,631	1,486	203	11,704	479	(270)
	<u> </u>		1,300	203	11,104	418	16,024
Being: Cost	26	1,381	1.400	000	11.504	400	15.050
Professional valuation 1971		250	1,486	203	11,704	479	15,278 250
Professional valuation 1979	496		*****				496
	521	1,631	1,486	203	11,704	479	16,024
Depreciation At 2nd October, 1983		222	A				
Provided during period		269 58	274 40	112 24	4,443 870	116 60	5,214 1,052
On acquisition Disposals	=		<u>(1)</u>		217 (163)		217 (164)
At 29th Soptember, 1984		327	313	136	5,367	176	6,319
Net book value at 29th September, 1984	521	1,304	1,173	67	6,337	303	9,705
		**************************************				<u> </u>	
TANGIBLE FIXED ASSETS—COMPANY							
Cost At 2nd October, 1983	14	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	28	25	121		188
Additions Transfer inter group					57	_	57
Disposais				=	(6) (27)	_	(6) (27)
At 29th September, 1984	14		28	25	145		212
Dopreciation							
At 2nd October, 1983 Provided during period	****	****	5 1	10	33	-	48
Transfer inter group				3	27 (1)	_	31 (1)
Disposals	-		***************************************	Y-4-0	(14)		(14)
At 29th September, 1984 Net book value				13	45		64
at 29th September, 1984	14		22	12	100		148

The 1979 valuation was on an expected realization in existing use basis, the 1971 valuation was on an estimated realisation basis. These valuations were not materially different from the historic net book values.

12 SUBSIDIARY COMPANIES Investments at cost 2nd October, 1983	1984 £'000 4,033 743	1983 £'000 3,309 724
Acquisitions	4,776 13,834	4,033 11,924
Amounts due from subsidiaries—non trading balances	18,610 (3,177)	15,957 (3,176)
Less provisions	15,433	12,78,1

The company's principal subsidiaries are listed on page 32.

13 STOCKS	1984 £'000 3,235 3,288	1983 £'000 1,821 2,542
Raw materials Finished goods and work in progress Stores	318 6,841	268 4,631

The estimated replacement cost of stock does not exceed the balance sheet value by a material amount.

	Group			Group			ipany
14 DEBTORS	1984 £'000	1983 £'000	1984 £'000	1983 £'000			
Under one year Trade debtors Prepayments Other debtors	9,684 270 126 164	7,537 224 292 29	24 5	10 131 2			
VAT	10,244	8,082	29	143			
Over one year Life assurance policy (note 16) Other debtors	10,289	8,225	29	100			

Notes to the accounts continued

15 CREDITORS—amounts falling due within one year		C	Froup	, Co	mpany
		1984 £'000	1983 £'000	.1984 £'000	1983 £'000
Trade creditors	~ .	5,704	3,949	`	_
Bills of exchange	, , ,	286	.31	_	
Accruals		1.104	813	65	75
Other creditors	,	173	156	8	i .
National insurance and income tax		323	291	83	65
TAV		826	577	501	359
					
		8,416	5,817	657	500

16 BORROWINGS	(Group	Company		
Short term borrowings	1984	1983	1984	1983	
Secretary of State for Scotland loan (secured, guaranteed by company) repayable in equal half-yearly	£'000	£'000	£'000	£,000	
instalments of £100,000 bearing interest at 7½% per annum	200	200		_	
Bank overdrafts	8	196	5	196	
	205	396	5	196	

* and first to the second	(Group	Company		
Loans—falling due after more than one year	1984 £'000	1983	1984	1983	
Secretary of State for Scotland loan (secured, guaranteed by company) repayable in equal half-yearly	€000	£'000	£,600	£,000	
Instalments of £100,000 bearing interest at 71% per annum		200	_		
Bank loans Mortgage on freehold property repayable from 1st March, 1990 to 25th February, 1995, at Interest rates from 7% to 11½% per annum, secured on life		500		500	
assurance policy	83	83			
	83	783	_	500	

The loan of £83,000 is repayable after 1990.

17 LEASING COMMITMENTS

The future minimum lease payments to which the company's subsidiaries are committed at 29th September, 1984 under finance leases and non-cancellable operating leases, excluding property leases, are as follows:

finance leases and non-cancendate operating received	Group		
a.	Finance leases £'000	Operating leases £'000	
Years ending September: 1985 1986 1987 1988 1989 and after	101 55 6 —	38 31 25 15 9	
Less finance charges allocated to future periods	161 9	118	
Less mance charges anocated to intere persons	152	118	
	(Group	
	1984 £'000	1983 £'000	
Finance leases payable: Within one year	94 58	85 167	
After more than one year	152	252	
•			

The company has no finance leases or non-cancellable operating leases but has guaranteed the future commitments on the finance leases of its subsidiaries as shown above.

18 SHARE CAPITAL	Authorised 1984 1983 £'000 £'000		Allott called up an 1984 £'000	ed, d fully paid 1983 £'000
549,000 3.85% (formerly 6½%) Cumulative Preference Shares of £1 each	849	549	549	549
Ordinary Shares of 25p each: At 2nd October, 1983	4,780 1,250	4,750	3,585	3,585
Authorised during year Issued during year Acquisition of Airpel	سد. دسد	نسبر نصبو	82 896	
Rights issue	6,000	4,750	4,563	3,685
At 29th September, 1984	6,549	5,299	5,112	4,134

Full exercise of the options granted under the company's share option scheme would result in the issue, not earlier than March 1985 or later than February 1991, of a further £127,850 Ordinary Share Capital, made up of 270,800 shares at 57p. 12,000 shares at 60p, 59,200 shares at 71p and 169,400 shares at 118p.

Notes to the accounts continued

19 RESERVES	Gı	Company		
	, 1984	1983	1984	1983
Chara and the control of the control	£'000	£'000	£'000	£'000
Share premium account At 2nd October, 1983	1,335	1,335	1,335	1 000
Premium on shares issued during the year	2,058	1,000	2,058	1,335
At 29th September, 1984	3,393	1,335	3,393	1 225
in adu, poptember, 1994	0,000	1,000		1,335
Revaluation reserve				
At 2nd October, 1983 and 29th September, 1984	155	155		`
·				(17)
Profit and loss account				()
At 2nd October, 1983	6,595	6,000	5.216	4,077
Goodwill written off acquisitions in the year	(433)	(612)		-
Reserve arising from purchase of minority interest Balance from profit and loss account	2,229	11 1,196	1 227	1 120
			1,377	1,139
At 29th September, 1984	8,391	6,695	6,593	5,216
Total reserves	11,939	8,085	9,986	6,551
Available for distribution	9 201	6 500	0.500	~~~
Not available for distribution	8,391 3,548	6,580 1,505	6,593 3,393	5,216 1,335
Total reserves	11,939	8,085	9,986	6,551
				2 TO 1 TO 1 TO 1

20 PROFIT ATTRIBUTABLE TO MEMBERS

£2,310,000 (1083 £1,870,000) of the profit for the year attributable to members has been dealt with in the accounts of the Company, in accordance with Section 149 of the Companies Act 1948 the Company is not required to publish its own profit and loss account.

21 CAPITAL COMMITMENTS	Group		Co	mpany
Amounts not provided for in these accounts are:	1984 £'000	1983 £'000	1984 £'000	1983 £'000
Contracted Authorised but not contracted	567 2 98	413 115		18
	**************************************		(married description)	A

Current cost accounts

Group profit and loss account for the year ended 29th September 1984

		19	84	1983	
TURNOVER	Note	£′000	£'000 47,146	£'000	£'000 37,273
•					,
Trading profit under historical convention			4.011		2,744
Cost of sales adjustment	2	(735)	,,	(113)	
Monetary working capital adjustment	3	(298)		(114)	*
Additional depreciation	4	(503)	(1,536)	(480)	(707)
Current cost trading profit			2,476		2,037
Interest		(104)		(229)	
Gearing adjustment	5		(104)	69	(160)
Current cost profit before taxation			2,371		1,877
Taxation			(744)		(588)
Current cost profit after taxation			1,627		1,289
Preference dividends			(21)		(21)
Ordinary dividends			(913)		(710)
Adjusted balance transferred to rotained profit	9		693		<u> 559</u>
				•	
Current cost profit por ordinary 25p share					8.Ep
Basic			8.8p		8,1p
With taxation charge on a nil distribution basis			7.4p		4.th

Current cost accounts continued

Group balance sheet at 29th September 1984

	·	19	984	1983	3
4	Note	£'000	£'000	£'000	£'000
Fixed assets	6	4,215	.**	3,418	`&
Land and buildings		9,066		7,817	11.00Å
Plant and machinery (less grants £397,000)	4		13,281		11,235
	:				, #
*	7		7,068		4,689
Stocks	7		•		
	1).				
Monetary assets		10,289		8,225	
Debtors		1,592		97	
Cash		11,881		8,322	
		11,001			
Monetary liabilities—under one year		8,416		5,817	,
Creditors Short term borrowings		208		396	,
Current taxation		638		51 9	
Dividends		639		638 85	
Finance leases		94			
		9,990		7,358	
Not current monetary assets			1,891		967
Monetary liabilities—over one year		(00)		(783)	
Loans		(83) (88)		(167)	
Finance loases Taxation		(401)	(842)	(262)	(1,202)
Taxuuon		***************************************			
			21,698		15,689
Share capital and reserves					قد ≿من د زر
Share Capital			5,112		4,134 1,335
Share premium	в		3,393 11,480		1,555 8,747
Current cost reserve	9		1,733		1,473
Retained profit	v		21,698		15,689
			21,088		10,000

Notes to the current cost accounts

The group historical cost accounts have been adjusted in accordance with the provisions of Statement of Standard Accounting Practice No. 16 to give the current cost accounts. These accounts are provided to show the results and net assets of the group after adjusting for the effects of price changes specific to the group's business. Comparative figures have not been restated. The bases used in calculating the adjustments are set out below. Indices used are those issued by the Government Statistical Service.

This has been calculated using the averaging method to charge the profit and loss account with the current cost of stocks at the time sales were made.

This has been calculated using the averaging method to charge the current cost profit and loss account with the effect of 3 Monetary working capital adjustment price changes on the average amount by which credit extended to customers has exceeded credit taken from suppliers in the year.

This has been calculated on the plant, machinery and equipment by applying price indices to the historical cost depreciation in order to charge profit and loss account with depreciation at a rate which reflects current costs. No revision in estimated asset lives has been made from those used in the historical cost accounts. The group's land and buildings were revalued at 29th September, 1984 (see note 6 below) and the current cost depreciation charge has been based on the revalued amounts applicable to the buildings.

During 1984 the weighted average berrowings were not significant (1983 £1,724,509). Accordingly no gearing adjustment has been made.

Land and buildings are valued on an expected realisation value in existing use, based on a valuation carried out by Dacre,

Son & Hartley, Chartered Surveyors, as at 29th September, 1984 (valuation £4,216,000). Plant and machinery is shown at net current replacement cost calculated by applying indices to the historical cost net book

amount (gross current replacement cost £27,348,000 net of grants £397,000), Oranta are included for those companies which are still eligible for grants and have been based on expected realisation

values for land and buildings and net current replacement cost for plant and machinery.

These are included at the lower of current replacement cost, calculated by applying price indices, and net realisable value.

Notes to the current cost accounts continued

		11		
8 Current cost reserve	198	4 ,	19	83
	£'000	£'000	£'000	£'000
At 2nd October, 1983	a.	8,747	,	7,934
Net surplus on revaluation of assets	,	,		
Land and buildings	862		(13)	
Plant and machinery	649		613	
Fixed assets	1,611		600	
Stocks-revaluation	169	:	55	
Cost of sales adjustment	. //35		113	
Monetary working capital adjustment	298		114	
	2,713		882	
Gearing adjustment			(69)	
	- , -	2,713		813
At 29th September, 1984	•	11,460		8,747
				<i></i>
9 Rotained profit		1984		1983
		£'000		£,000
At 2nd October, 1983		1,473		1,516
Profit retained for year		693		558
Goodwill on acquisition of subsidiaries		(433)		(612)
Reserve on purchase of minority interest				11
At 29th Soptombor, 1084		1,733		1,473
		Actorises.		-

Report of the auditors to the members

We have examined the accounts of Associated Paper Industries plc set out on pages 12 to 24 and 32. These have been prepared under the historical cost convention as explained in note 1. Our audit has been carried out in accordance with approved auditing standards.

In our opinion the accounts give a true and fair view of the state of affairs of the company and of the group, so far as concerns members of the company, at 29th September, 1984 and of the profit, changes in retained profits and source and application of funds of the group for the year then ended and comply with the Companies Acts 1948 to 1981.

In our opinion the current cost accounts set out on pages 25 to 28 have been properly prepared in accordance with the policies and methods described in notes 1 to 9 to give the information required by Statement of Standard Accounting Practice No. 16.

ERNST & WHINNEY,

Chartered Accountants

Manchester

14th December, 1984

Statement of value added in the year ended 29th September 1984

	£'000	1984 £'000	%	£'000	1983 £'000	%
	£ 000	2.000	70	2000		•
TURNOVER		47,146	100.0		37,273	100.0
BOUGHT-IN MATERIALS AND SERVICES	,	32,762	69,5		26,424	70.9
VALUE ADDED	,	14,384	30.5		10,849	29.1
						The second
APPLIED THE FOLLOWING WAY: To employees					,	
Wages, salaries, pensions and profit sharing		9,072	63.1		7,103	65.5
To providers of capital						
Interest	104			229	,	
Preference dividends	21			21		
Ordinary dividends	913	1,038	7.2	710	960	8.8
To government						
Corporation tax payable	744			588		
Rates	318	1,062	7.4	277	865	8.0
To maintain and expand assets*						
Depreciation less government grants	983			725		
Retained profits	2,229	3,212	22.3	1,198	1,921	17.7
VALUE ADDED		14,384	100.0%		10,849	100.0%

^{*}Group expenditure on fixed assets purchased in the year was £2,035,000 (1983 £1,168,000) before grants; Airpel was also acquired at a cost of £743,000. (1983 Diffusion Environmental Systems Limited was acquired at a cost of £710,000).

Group financial statistics

	1984 £'000 47,146	1983 £'000 37,273	1982 £′000 35,029	1981 £'000 33,782	1980 £'000 44,667
	4,011	2,744	2,600	1,576	1,120
TRADING PROFIT Interest	(104)	(229)	(331)	(591)	(768)
PROFIT BEFORE TAXATION Taxation	3,907 (744)	2,515 (588)	2,269 (367)	985 (279)	352 (46)
PROFIT AFTER TAXATION Preference dividends Extraordinary profit (loss)	3,163 (21)	1,927 (21)	1,902 (21) 139	706 (21) 264	306 (21) (3,903)
Ordinary dividends	3,142 (913)	1,906 (710)	2,020 (545)	949 (343)	(3,618)
RETAINED PROFIT (LOSS)	2,229	1,196	1,478	606	(3,903)
NET ASSETS Fixed assets Assets held for realisation Amount due on sale of subsidiary Net current assets less taxation	9,705 — 8,331	8,579 — 5,346	8,179 14 200 4,740	7,100 82 400 5,100	7,234 853 600 3,388
Met content appear less taxanon	18,036	13,925	13,133	12,682	12,075
LORNIC aver and uggr	(83)	(783)	(483)	(1,682)	(1,882)
LOANS—over one year DEFERRED TAX AND GOVERNMENT GRANTS	(844)	(756)	(748)	(575)	(644)
	(83)	(167)	(253)	(265)	
FINANCE LEASES—over one year	17,081	12,219	11,649	10,160	9,549
CAPITAL EMPLOYED Ordinary capital Reserves	4,563 11,939	3,585 8,085	3,585 7,490 11,075	3,572 6,014 9,586	3,567 5,408 8,975
Ordinary shareholders' equity Preference capital	18,502 549	11,670 \$49 —	549 25	549 25	549 25
Minority interests	17,081	12,210	11,649	10,160	9,549
STATISTICS RELATING TO ORDINARY SHAREHOLDERS Earnings per share—Fully diluted (adjusted for rights issue) Dividend per ordinary share Dividend cover (times) Ordinary shareholders' equity per share Berrowings as a percentage of shareholders' funds Return on opening shareholders' funds (pre-lax) Average number of employees £000's turnover per employee	17.2p 5.0p 3.4 90.4p 2.6% 32.0% 1,028 46	12.9p 4.2p 2.7 81.4p 11.7% 21.6% 943 40	12.8p 3.8p 3.5 77.2p 15.1% 22.4% 913 38	4.6p 2.4p 2.0 67.1p 26.8% 10.3% 1,011 33	1.9p 2.0p 1.0 62.9p 38.6% 2.6% 1,586 28

Principal companies and products

Associated Paper Industries plc, Macclesfield, Cheshire Telephone: 0625 610334

Subsidiary companies:

PAPERMAKING AND CONVERTING

P. Garnett & Son Limited, Otley, Yorkshire

Telephone: 0943 466611

Henry & Leigh Slater Limited, Bollington & Poynton, Cheshire

Telephone: 0625 73051

Leonard Stace Limited, Cheltenham, Gloucestershire

Telephone: 0242 514081

Poster and envelope papers and laminated

manillas.

Coated and laminated papers and boards for

packaging, labelling and advertising.

Specialised coated and impregnated papers.

STAMPING FOILS

Peerless Foils Limited, Bow, London

Telephone: 01-981 2625

Stamping foils for the plastics, packaging and bookbinding industries.

George M. Whiley Limited, Livingston, West Lothian

Telephone: 0806 38611

Stamping foils for industrial marking, packaging

and decorating purposes.

AIR CONDITIONING, FILTRATION AND PURIFICATION

Purification Products Limited, Otlay, Yorkshire

Telephone: 0943 466511

Materials for use in filtration, desiccation and odour absorption—as agents for P. Carnett & Son Limited

Diffusion Environmental Systems Limited

(formorly Diffusion Radiator Co. Limited) Walton-on-Thames, Surrey Telephone: 0932 240197

Air conditioning, ventilating and heating equipment

Airpol Filtration Limited (acquired October 1983)

Chalfont St. Peter, Buckinghamshire Telephone 0753 889251

Airpel Hydraulics Limited (acquired October 1983) Newark, Nottinghamshire Telephone: 0638 76794

Liquid filters for all fluid handling industries.

Hydraulic pumps and motors—distributors

All the subsidiary companies above are wholly owned subsidiaries of Associated Paper Industries pic, except Purification Products Limited which is a wholly owned subsidiary of P. Garnett & Son Limited. All the companies are registered in England.