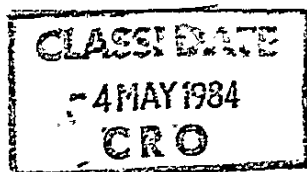


231889
Certified to be a true 338
copy of the Directors Report
and Accounts laid before
the Company in General
Meeting on 5th April 1984.


SECRETARY.

DIRECTOR

SECOND OF TWO SIGNED COPIES
BOVIS LIMITED



FINANCIAL STATEMENTS

31 DECEMBER 1983

BOVIS LIMITED

Page 1

PRINCIPAL SUBSIDIARY COMPANIES

CONSTRUCTION

Bovis Construction Limited
Yeomans & Partners Limited
Wyseplant Limited

CIVIL ENGINEERING

Bovis Civil Engineering Limited

INTERNATIONAL

Bovis International Limited

HOUSING

Bovis Homes Limited

PROPERTY

Audley Properties Limited

SCOTLAND

Gilbert Ash Group Limited

MANUFACTURING AND SERVICES

Tripower Limited
Wyseplan Limited

DIRECTORS

| | |
|-------------|----------------------------------|
| M Paris | (chairman and managing director) |
| RB Adams | |
| G Brooks | (resigned 31 October 1983) |
| RM Dawe | (resigned 31 December 1983) |
| BP Heaphy | |
| R Heatley | |
| SG Jefcoate | |
| FW Lampl | |
| PL Warner | |

PRESIDENT

N Vincent

AUDITORS

Deloitte Haskins & Sells
Chartered Accountants
128 Queen Victoria Street
London
EC4P 4JX

Thomson McLintock & Co
Chartered Accountants
70 Finsbury Pavement
London
EC2A 1SX

SECRETARY

| | |
|----------|-----------------------------|
| RM Dawe | (resigned 31 December 1983) |
| MF Booth | (appointed 1 January 1984) |

REGISTERED OFFICE

Liscartan House
127 Sloane Street
London
SW1X 9BA

REPORT OF THE DIRECTORS

To be submitted to the shareholders at the 56th annual general meeting.

Activities

The principal activity of the company was that of a holding company. There have been no significant business developments within the company during the year.

Accounts and dividends

Details of the results for the year are set out in the profit and loss account on page 7. Interim dividends totalling £5,714,700 have been paid to the holding company during the year. The directors recommend the payment of a final dividend of £5,500,000 to the holding company The Peninsular & Oriental Steam Navigation Company.

Interests of directors

The directors who held office during the year were interested in P & O deferred stock as shown below:

| <u>Name</u> | <u>P & O deferred stock</u> | |
|-------------------------------------|-----------------------------------|-----------------------------------|
| | <u>31 December</u> <u>1983</u> | <u>31 December</u> <u>1982</u> |
| M Paris (Chairman) | + | + |
| RB Adams | + | + |
| O Brooks (resigned 31 October 1983) | + | + |
| RM Dawe (resigned 31 December 1983) | 15,636 | 19,636 |
| BP Heaphy | 10,530 | 10,530 |
| R Heatley | 4,166 | 4,166 |
| SG Jefcoate | 105 | 105 |
| FW Lampl | 3,409 | 1,409 |
| PL Warner | - | - |

The interests of directors marked + are shown in the financial statements of The Peninsular and Oriental Steam Navigation Company of which they were also directors during the year.

Disabled persons

It is the company's policy to give full and fair consideration to applications for employment made by disabled persons, having regard to their aptitudes and abilities. The company also uses its best endeavours to provide continuing employment for employees who are disabled whilst they are employed by the company and, where appropriate, provides facilities for training or re-training.

Political and charitable contributions

The company made no political contributions during the year. Donations to UK charities amounted to £42,355 (1982 - £37,741).

DIRECTORS' REPORT (continued)

Auditors

The auditors, Thomson McLintock & Co and Deloitte Haskins & Sells, are willing to continue in office and a resolution concerning their reappointment and remuneration will be submitted to the annual general meeting.

By order of the Board



Secretary

30 March 1984

AUDITORS' REPORT TO THE MEMBERS OF
BOVIS LIMITED

Page 5

LONDON 30 March 1984 We have audited the financial statements on pages 6 to 18 in accordance with approved auditing standards.

In our opinion the financial statements, which have been prepared under the historical cost convention, give a true and fair view of the state of the company's affairs at 31 December 1983 and of its profit and source and application of funds for the year then ended and comply with the Companies Acts 1948 to 1981.

Debbie Hensley, FCA

Chartered Accountants

Thomas Hensley, FCA

Chartered Accountants

ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention, and in accordance with s149 of, and Schedule 8 to, the Companies Act 1948.

The presentation of this years financial statements has been amended to comply with the format and disclosure requirements of the Companies Act 1981. Comparative figures have been restated accordingly.

Turnover

Turnover represents management charges received from subsidiaries and arises wholly within the United Kingdom.

Deferred taxation

The company's loss for UK taxation purposes will be offset by profits of other group companies under group relief provisions for which no payment will be made. No account is taken of deferred taxation, since, with the future availability of group relief, the directors are of the opinion that no liability will arise on the reversal of timing differences to date.

Depreciation of fixed assets

The annual rates of depreciation are as follows:

| | |
|-------------------------------|-----------------------------------|
| Freehold property | 2% straight line |
| Leasehold property | over the term of the lease |
| Office furniture and fittings | between 10% and 25% straight line |
| Motor vehicles | 33% reducing balance |

Foreign currency conversion

All foreign currency balances have been translated at the rates ruling at the close of business on 31 December 1983. Exchange gains or losses thus arising are included in extraordinary items.

BOVIS LIMITED

Page 7

PROFIT AND LOSS ACCOUNTFor the year ended 31 December 1983

| | <u>Notes</u> | <u>1983</u> | | <u>1982</u> | |
|---|--------------|-----------------|-----------------|----------------|-----------------|
| | | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> |
| Turnover | | | 1,400 | | 1,400 |
| Administrative expenses | | | (1,502) | | (1,510) |
| Trading loss | 1 - 3 | | (102) | | (110) |
| Income from fixed asset investments | 4 | 13,121 | | 6,850 | |
| Other interest receivable | 5 | <u>5,396</u> | | <u>4,993</u> | |
| | | | <u>18,517</u> | | <u>11,843</u> |
| | | | 18,415 | | 11,733 |
| Interest payable | 6 | | (8,094) | | (8,171) |
| Profit on ordinary activities before taxation | | | 10,321 | | 3,562 |
| Tax on profit on ordinary activities | 7 | | (7) | | (31) |
| Profit on ordinary activities after taxation | | | 10,314 | | 3,531 |
| Extraordinary items | 8 | | (508) | | <u>3,725</u> |
| Profit for the financial year | | | 9,806 | | 7,256 |
| Appropriations: | | | | | |
| Dividends - paid | | (5,715) | | - | |
| - proposed | | <u>(5,500)</u> | | <u>(2,000)</u> | |
| | | | <u>(11,215)</u> | | <u>(2,000)</u> |
| Retained profit/(loss) for the year | 15 | | (1,409) | | 5,256 |
| | | | ===== | | ===== |

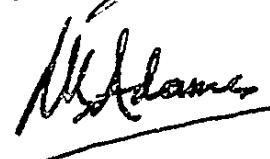
BOVIS LIMITED

Page 8

BALANCE SHEETAs at 31 December 1983

| | Notes | 1983 | | 1982 | |
|--|-------|-----------------|-----------------|-----------------|-----------------|
| | | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> |
| FIXED ASSETS | | | | | |
| Tangible assets | 9 | | 315 | | 260 |
| Investments | 10 | | <u>51,597</u> | | <u>51,980</u> |
| | | | 51,912 | | 52,240 |
| CURRENT ASSETS | | | | | |
| Debtors | 11 | 78,154 | | 61,493 | |
| Investments | 12 | 2 | | 4 | |
| Cash at bank and in hand | | <u>615</u> | | <u>4</u> | |
| | | 78,771 | | 61,501 | |
| CREDITORS: Amounts falling due within one year | 13 | <u>(71,267)</u> | | <u>(55,416)</u> | |
| NET CURRENT ASSETS | | | <u>7,504</u> | | <u>6,085</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | | 59,416 | | 58,325 |
| CREDITORS: Amounts falling due after more than one year | 13 | | <u>(33,000)</u> | | <u>(30,500)</u> |
| | | | 26,416 | | 27,825 |
| | | | ===== | | ===== |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 14 | | 6,743 | | 6,743 |
| Share premium account | | 20,439 | | 20,439 | |
| Profit and loss account | 15 | <u>(766)</u> | | <u>643</u> | |
| | | | <u>19,673</u> | | <u>21,082</u> |
| | | | 26,416 | | 27,825 |
| | | | ===== | | ===== |


 Director


 Director

STATEMENT OF SOURCE AND APPLICATION OF FUNDSFor the year ended 31 December 1983

| | 1983 | | 1982 | |
|---|-----------------|-----------------|-----------------|-----------------|
| | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> |
| SOURCE OF FUNDS | | | | |
| Profit on ordinary activities before taxation | | 10,321 | | 3,562 |
| Extraordinary items | | (508) | | <u>3,725</u> |
| | | 9,813 | | 7,287 |
| Adjustment for items not involving the movement of funds: | | | | |
| Depreciation | | 61 | | 48 |
| Movements on provisions: | | | | |
| Shares in subsidiaries | (700) | | 3,189 | |
| Loan stock in subsidiaries | 2,300 | | 8,481 | |
| Advances to subsidiaries | (927) | | 4,098 | |
| Advances to group companies | (1,792) | | 9,728 | |
| (Profit)/loss on sale of fixed assets | (1) | | 1 | |
| Profit on sale of subsidiaries | - | | (28,576) | |
| Loss on liquidation of subsidiary | <u>78</u> | | <u>-</u> | |
| | | (981) | | <u>(3,031)</u> |
| Total generated from operations | | 8,832 | | 4,256 |
| Funds from other sources: | | | | |
| Long term loans received from holding company | 7,000 | | 15,000 | |
| Proceeds of sale of fixed asset investments | - | | 38,570 | |
| Proceeds from sale of fixed tangible assets | 38 | | 20 | |
| Dividends received from subsidiaries | <u>6,864</u> | | <u>7,000</u> | |
| | | <u>13,902</u> | | <u>60,590</u> |
| | | 22,734 | | 64,846 |
| APPLICATION OF FUNDS | | | | |
| Long term loan paid to holding company | (4,500) | | - | |
| Dividends paid | (7,715) | | - | |
| Tax paid | - | | (31) | |
| Purchase of fixed tangible assets | (153) | | (36) | |
| Purchase of fixed asset investments | <u>(1,295)</u> | | <u>(42,911)</u> | |
| | | <u>(13,663)</u> | | <u>(42,978)</u> |
| | | 9,071 | | 21,868 |
| | | ===== | | ===== |

STATEMENT OF SOURCE AND APPLICATION OF FUNDS (continued)For the year ended 31 December 1983

| | 1983 | | 1982 | |
|--|---------------|---------------|---------------|---------------|
| | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> |
| INCREASE/(DECREASE) IN WORKING CAPITAL | | | | |
| Short term balances with holding company | 26,263 | | (1,324) | |
| Balances with fellow subsidiaries | (1,952) | | 4,678 | |
| Balances with subsidiaries | (6,224) | | 16,604 | |
| Investments | (2) | | - | |
| Debtors | 13 | | (169) | |
| Creditors | (1,127) | | (108) | |
| | | 16,971 | | 19,681 |
| Movement in net liquid funds: | | | | |
| Cash balances | | 611 | | (1) |
| Bank overdraft | | (8,511) | | 2,188 |
| | | 9,071 | | 21,868 |
| | | ===== | | ===== |

NOTES(forming part of the financial statements)

1 TRADING LOSS

| | <u>1983</u> <u>£000's</u> | <u>1982</u> <u>£000's</u> |
|---|------------------------------|------------------------------|
| The trading loss is stated after charging: | | |
| Audit fees | 20 | 18 |
| Depreciation and other amounts written off fixed tangible assets | 61 | 48 |
| | ===== | ===== |

2 STAFF COSTS

The average number of employees in the year was 61 (1982 - 59). A summary of employee costs is given below:

| | <u>1983</u> <u>£000's</u> | <u>1982</u> <u>£000's</u> |
|-----------------------|------------------------------|------------------------------|
| Remuneration | 582 | 511 |
| Social security costs | 38 | 38 |
| Other pension costs | 77 | 70 |
| | 697 | 619 |
| | ===== | ===== |

3 DIRECTORS' EMOLUMENTS

| | <u>1983</u> <u>£000's</u> | <u>1982</u> <u>£000's</u> |
|--|------------------------------|------------------------------|
| Bovis Limited directors' emoluments | | |
| As directors | - | - |
| As executives | 441 | 354 |
| | 441 | 354 |
| Pension to previous directors and directors' widows | 22 | 20 |
| | 463 | 374 |
| | ===== | ===== |

Of the above emoluments £355,331 was paid by subsidiaries (1982 - £277,435).

| | <u>1983</u> <u>£000's</u> | <u>1982</u> <u>£000's</u> |
|--------------------------|------------------------------|------------------------------|
| Emoluments of directors: | | |
| Chairman | 53 | 49 |
| Highest paid director | 90 | 74 |
| | ===== | ===== |

NOTES (continued)

3 DIRECTORS' EMOLUMENTS (continued)

The numbers of other directors whose emoluments, excluding pension contributions, fell in each £5,000 bracket was as follows:

| | <u>1983</u> | <u>1982</u> |
|-------------------|-------------|-------------|
| £ 0 - £ 5,000 | 2 | 3 |
| £15,001 - £20,000 | - | 1 |
| £20,001 - £25,000 | 1 | - |
| £35,001 - £40,000 | 1 | 1 |
| £40,001 - £45,000 | 1 | 1 |
| £45,001 - £50,000 | - | 1 |
| £55,001 - £60,000 | 1 | - |
| £60,001 - £65,000 | - | 1 |
| £75,001 - £80,000 | 1 | - |
| | = | = |

No emoluments have been waived by the directors in either 1983 or 1982.

4 INCOME FROM FIXED ASSET INVESTMENTS

| | <u>1983</u> <u>£000's</u> | <u>1982</u> <u>£000's</u> |
|---|------------------------------|------------------------------|
| Dividend income from shares in subsidiary companies | 13,121 ===== | 6,850 ===== |

5 OTHER INTEREST RECEIVABLE

| | <u>1983</u> <u>£000's</u> | <u>1982</u> <u>£000's</u> |
|-----------------|------------------------------|------------------------------|
| Group companies | 5,014 | 4,647 |
| Other | 382 | 346 |
| | <u>5,396</u> ===== | <u>4,993</u> ===== |

6 INTEREST PAYABLE

| | <u>1983</u> <u>£000's</u> | <u>1982</u> <u>£000's</u> |
|--|------------------------------|------------------------------|
| Group companies | | |
| - on loans repayable within five years | 6,240 | 5,602 |
| - on loans repayable after five years | 1,651 | 2,500 |
| Bank overdraft (repayable within five years) | 203 | 69 |
| | <u>8,094</u> ===== | <u>8,171</u> ===== |

NOTES (continued)

7 TAXATION

| | <u>1983</u> <u>£000's</u> | <u>1982</u> <u>£000's</u> |
|----------------------------------|------------------------------|------------------------------|
| Overseas taxation | - | 31 |
| Tax credit on dividends received | <u>7</u> | <u>-</u> |
| | 7 | 31 |
| | ===== | ===== |

The loss for corporation tax purposes will be surrendered to other group companies under group relief arrangements. No payment will be made for the losses surrendered. As explained in the accounting policies no account is taken of deferred taxation.

8 EXTRAORDINARY ITEMS

| | <u>1983</u> <u>£000's</u> | <u>1982</u> <u>£000's</u> |
|--|------------------------------|------------------------------|
| Extraordinary income: | | |
| Surplus on revaluation of overseas loans for general funding purposes at exchange rates ruling at the year end | - | 645 |
| Provisions released against loans to and investments in subsidiaries | 238 | - |
| Profit on sale of subsidiaries | - | 28,576 |
| Extraordinary charges: | | |
| Deficit on revaluation of overseas loans | (668) | - |
| Amounts provided against loans to and investments in subsidiaries | - | (25,496) |
| Loss on liquidation of subsidiary | <u>(78)</u> | <u>-</u> |
| | (508) | 3,725 |
| | ===== | ===== |

NOTES (continued)

9 FIXED TANGIBLE ASSETS

| | <u>Land and buildings</u> | | | <u>Office furniture and fittings</u> | <u>Total</u> |
|-----------------------|---------------------------|------------------------|---------------|--------------------------------------|---------------|
| | <u>Freehold</u> | <u>Short leasehold</u> | <u>Cars</u> | <u>£000's</u> | <u>£000's</u> |
| | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> |
| Cost: | | | | | |
| At 31 December 1982 | 96 | 197 | 179 | 115 | 587 |
| Additions in year | - | - | 123 | 27 | 150 |
| Disposals in year | - | - | (94) | (1) | (95) |
| Inter group additions | - | - | 7 | - | 7 |
| At 31 December 1983 | 96 | 197 | 215 | 141 | 649 |
| Depreciation: | | | | | |
| At 31 December 1982 | 7 | 154 | 101 | 65 | 327 |
| Charge for the year | 2 | 3 | 44 | 12 | 61 |
| Disposals | - | - | (58) | - | (58) |
| Inter group additions | - | - | 4 | - | 4 |
| At 31 December 1983 | 9 | 157 | 91 | 77 | 334 |
| Net book value | | | | | |
| 31 December 1983 | 87 | 40 | 124 | 64 | 315 |
| | === | ==== | ==== | ==== | ==== |
| Net book value | | | | | |
| 31 December 1982 | 89 | 43 | 78 | 50 | 260 |
| | === | ==== | ==== | ==== | ==== |

10 FIXED ASSET INVESTMENTS

a Investment in shares in subsidiary companies

| | <u>At cost</u> | <u>Provisions</u> | <u>Net</u> |
|---------------------|----------------|-------------------|---------------|
| | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> |
| At 31 December 1982 | 50,137 | (3,187) | 46,950 |
| Additions | - | - | - |
| Disposals | (1,136) | 1,058 | (78) |
| Provisions | - | 700 | 700 |
| At 31 December 1983 | 49,001 | (1,429) | 47,572 |
| | ===== | ===== | ===== |

NOTES (continued)

9 FIXED TANGIBLE ASSETS

| | <u>Land and buildings</u> | | | <u>Office furniture and fittings</u> | <u>Total</u> |
|-----------------------|---------------------------|------------------------|---------------|--------------------------------------|---------------|
| | <u>Freehold</u> | <u>Short leasehold</u> | <u>Cars</u> | <u>£000's</u> | <u>£000's</u> |
| | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> | | |
| Cost: | | | | | |
| At 31 December 1982 | 96 | 197 | 179 | 115 | 587 |
| Additions in year | - | - | 123 | 27 | 150 |
| Disposals in year | - | - | (94) | (1) | (95) |
| Inter group additions | - | - | 7 | - | 7 |
| At 31 December 1983 | 96 | 197 | 215 | 141 | 649 |
| Depreciation: | | | | | |
| At 31 December 1982 | 7 | 154 | 101 | 65 | 327 |
| Charge for the year | 2 | 3 | 44 | 12 | 61 |
| Disposals | - | - | (58) | - | (58) |
| Inter group additions | - | - | 4 | - | 4 |
| At 31 December 1983 | 9 | 157 | 91 | 77 | 334 |
| Net book value | | | | | |
| 31 December 1983 | 87 | 40 | 124 | 64 | 315 |
| | === | ==== | ==== | ==== | ==== |
| Net book value | | | | | |
| 31 December 1982 | 89 | 43 | 78 | 50 | 260 |
| | === | ==== | ==== | ==== | ==== |

10 FIXED ASSET INVESTMENTS

a Investment in shares in subsidiary companies

| | <u>At cost</u> | <u>Provisions</u> | <u>Net</u> |
|---------------------|----------------|-------------------|---------------|
| | <u>£000's</u> | <u>£000's</u> | <u>£000's</u> |
| At 31 December 1982 | 50,137 | (3,187) | 46,950 |
| Additions | - | - | - |
| Disposals | (1,136) | 1,058 | (78) |
| Provisions | - | 700 | 700 |
| At 31 December 1983 | 49,001 | (1,429) | 47,572 |
| | ===== | ===== | ===== |

NOTES (continued)

10 FIXED ASSET INVESTMENTS (continued)

b Investment in loan stock in subsidiary companies:

| | <u>At cost</u> <u>£000's</u> | <u>Provisions</u> <u>£000's</u> | <u>Net</u> <u>£000's</u> |
|---------------------|---------------------------------|------------------------------------|-----------------------------|
| At 31 December 1982 | 13,481 | (8,481) | 5,000 |
| Additions | 1,000 | - | 1,000 |
| Disposals | - | - | - |
| Provisions | - | (2,300) | (2,300) |
| At 31 December 1983 | 14,481 | (10,781) | 3,700 |
| | ===== | ===== | ===== |

c Investment in shares in related companies:

| | <u>At cost</u> <u>£000's</u> | <u>Provisions</u> <u>£000's</u> | <u>Net</u> <u>£000's</u> |
|---------------------|---------------------------------|------------------------------------|-----------------------------|
| At 31 December 1982 | 30 | - | 30 |
| Additions | 295 | - | 295 |
| At 31 December 1983 | 325 | - | 325 |
| | ===== | ===== | ===== |

| | <u>At cost</u> <u>£000's</u> | <u>Provisions</u> <u>£000's</u> | <u>Net</u> <u>£000's</u> |
|---------------------|---------------------------------|------------------------------------|-----------------------------|
| <u>Total</u> | | | |
| At 31 December 1983 | 63,807 | (12,210) | 51,597 |
| | ===== | ===== | ===== |
| At 31 December 1982 | 63,648 | (11,668) | 51,980 |
| | ===== | ===== | ===== |

Where appropriate, provision is made against the cost of the company's investments in subsidiary companies for losses which are considered to be permanent.

The directors consider the investments in subsidiary and related companies and amounts due from them to be worth at least book value.

Group financial statements are not prepared as the company is a wholly owned subsidiary of The Peninsular and Oriental Steam Navigation Company, the ultimate holding company, which is incorporated by Royal Charter in the United Kingdom.

The principal subsidiaries, all of which are incorporated in Great Britain and wholly owned are listed on page 1.

NOTES (continued)

11 DEBTORS

| | <u>1983</u> Due within one year <u>£000's</u> | <u>1982</u> Due within one year <u>£000's</u> |
|-----------------------------------|--|--|
| Amounts owed by group companies: | | |
| Holding company | 16,955 | - |
| Fellow subsidiaries | 6,736 | 6,888 |
| Subsidiaries | 41,093 | 47,498 |
| Dividends | 13,100 | 6,850 |
| Sundry debtors and prepayments | <u>270</u> | <u>257</u> |
| | <u>78,154</u> ===== | <u>61,493</u> ===== |

Amounts owed by group companies are stated after provisions as follows:

| | <u>1983</u> | | <u>1982</u> | |
|-----------------|--------------------------------|------------------------|--------------------------------|------------------------|
| | <u>Fellow subsidiaries</u> | <u>Subsidiaries</u> | <u>Fellow subsidiaries</u> | <u>Subsidiaries</u> |
| Loans | 17,965 | 43,505 | 19,909 | 53,860 |
| Less provisions | <u>(11,229)</u> | <u>(2,412)</u> | <u>(13,021)</u> | <u>(6,362)</u> |
| Net | <u>6,736</u> ===== | <u>41,093</u> ===== | <u>6,888</u> ===== | <u>47,498</u> ===== |

12 CURRENT ASSET INVESTMENT

| | <u>1983</u> <u>£000's</u> | <u>1982</u> <u>£000's</u> |
|-----------------------------------|------------------------------|------------------------------|
| Listed at cost | <u>2</u> ===== | <u>4</u> ===== |
| Market value of listed investment | <u>8</u> ===== | <u>27</u> ===== |

NOTES (continued)

13 CREDITORS

| | 1983 | | 1982 | |
|----------------------------------|--------------------------------------|-------------------------------------|--------------------------------------|-------------------------------------|
| | Due within one year <u>£000's</u> | Due after one year <u>£000's</u> | Due within one year <u>£000's</u> | Due after one year <u>£000's</u> |
| Amounts owed to group companies: | | | | |
| Holding company | 4,012 | 33,000 | 13,320 | 30,500 |
| Subsidiaries | 49,226 | | 37,213 | - |
| Fellow subsidiaries | 8 | - | - | - |
| Proposed dividends | 5,500 | - | 2,000 | - |
| Bank overdraft | 10,787 | - | 2,276 | - |
| Accruals and deferred income | 780 | - | 572 | - |
| Tax and social security | 602 | - | - | - |
| Trade creditors | 352 | - | 35 | - |
| | <u>71,267</u> | <u>33,000</u> | <u>55,416</u> | <u>30,500</u> |

Analysis

| | | |
|-----------------------------|---------------|---------------|
| Repayable within five years | 10,000 | 15,500 |
| Repayable after five years | <u>23,000</u> | <u>15,000</u> |
| | <u>33,000</u> | <u>30,500</u> |

Loans from the holding company due after one year are renewable and at a variable rate of interest, currently 10% per annum.

The amount outstanding in respect of loans repayable by instalments, some of which fall due after five years, was £33 million of which £23 million is repayable by instalments due after five years

14 CALLED UP SHARE CAPITAL

| | Authorised <u>£000's</u> | Allotted, called up and fully paid | |
|---------------------------------|-----------------------------|------------------------------------|-------------------|
| | | <u>£000's</u> | <u>Number</u> |
| Ordinary shares of 25p each | 7,092 | 6,743 | 26,972,237 |
| Unclassified shares of 25p each | <u>283</u> | <u>-</u> | <u>-</u> |
| | <u>7,375</u> | <u>6,743</u> | <u>26,972,237</u> |

There have been no changes in the share capital of the company during the year.

NOTES (continued)

15 PROFIT AND LOSS ACCOUNT

| | Undistributable reserves <u>£000's</u> | Distributable reserves <u>£000's</u> | Total <u>£000's</u> |
|-----------------------------|--|--|------------------------|
| Balance at 1 January 1983 | (1,846) | 2,489 | 643 |
| Retained loss for year | - | (1,409) | (1,409) |
| Transfer | (560) | 560 | - |
| Balance at 31 December 1983 | (2,406) | 1,640 | (766) |

The non-distributable reserves comprise unrealised exchange differences on foreign currency advances made to subsidiaries and fellow subsidiaries.

16 GUARANTEES

In the ordinary course of business, the company has given guarantees in respect of borrowings and facilities made available by third parties to its subsidiaries amounting to £5.5m at 31 December 1983 (1982 - £3.3m).

As at 31 December 1983 it has similarly given guarantees in respect of borrowings and facilities made available to fellow overseas subsidiaries and related companies of which the amount not covered by security amounted to £1.1m (1982 - £1.5m).

17 CAPITAL COMMITMENTS

| | <u>1983</u> | <u>1982</u> |
|-----------------------------------|-----------------|-------------|
| Authorised but not contracted for | <u>£ 10,000</u> | <u>£ -</u> |

18 APPROVAL OF FINANCIAL STATEMENTS

These financial statements were approved by the board of directors on 30 March 1984.