

A

COMPANIES FORM No. 363

Annual return
of a company

363

Pursuant to sections 363 and 364 of the Companies Act 1985

Please do not
write in
this margin

Note The appropriate fee should accompany this form

To the Registrar of Companies

For official use
[] [] []

Company number

332517

Please complete
legibly, preferably
in black type, or
bold block lettering

Annual return of (note 1)

* TOOTAL THREAD LTD

The information in this return is as at

6 MAY

1988

1. (The date of this return note 1)

Address of registered office of the company

TOOTAL HOUSE, 19/21 SPRING GARDENS, MANCHESTER

Postcode

M60 2TL

Total amount of indebtedness of the company
in respect of mortgages and charges

(note 2)

£ 5,989,395

If different from the
registered office, state
address where the register
of members or any register
of debenture holders or
any duplicate or part of any
register of debentures is
kept or may be inspected.

Register of members

Register of debenture holders

Particulars of the secretary

Name (notes 3 and 4)

HEATH HOLMES PRITCHARD

Previous name(s) (note 3)

HEMF

Address (notes 4 and 5)

23 PINNEY DRIVE, WILMSLOW, CHESHIRE

Postcode

SK9 2ES

Notes pages 1 and 2
are to be completed
in the case of a
company without
share capital

We certify this return which comprises pages 1, 2, [3, 4, 5 and 6] (plus 3 continuation sheets)

Enter number of
continuation sheets
attached

Signed

Director, and

HEATH HOLMES PRITCHARD Secretary

Person or's name, address and
reference (if any):

THE SECRETARY

For official use
General Section

Post room

R6104

RECEIVED

13 JUL 1988

Particulars of the directors of the company continued (notes 6 and 7)

Name (note 3)	Business Occupation
Previous name(s) (note 3)	Nationality
Address (note 5)	Date of birth (note 3)
Postcode	
Other relevant past or present directorships* (note 6)	

Please do not write in this margin

Please complete legibly, preferably in black type, or bold black lettering

* Delete if inappropriate. Enter particulars of other directorships held or previously held. If this space is insufficient use a continuation sheet

Name (note 3)	Business Occupation
Previous name(s) (note 3)	Nationality
Address (note 5)	Date of birth (note 3)
Postcode	
Other relevant past or present directorships* (note 6)	

Name (note 3)	Business Occupation
Previous name(s) (note 3)	Nationality
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Postcode	
Other relevant past or present directorships* (note 6)	

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Previous name(s) (note 3)	Nationality
Address (note 5)	Date of birth (note 3)
Postcode	
Other relevant past or present directorships* (note 6)	

Summary of share capital and debentures

Nominal share capital:

£ 37,814,890

Please do not write in this margin

divided into:-

Number of shares	Class	Nominal value of each share
1 37,814,890	ORDINARY	£ 1.00
2		£
3		£

Please complete legibly, preferably in black type, or bold block lettering

Issued share capital and debentures

1. Number of shares of each class taken up to the date of this return

2. Number of shares of each class issued subject to payment wholly in cash

3. Number of shares of each class issued as fully paid up for a consideration other than cash

4. Number of shares of each class issued as partly paid up for a consideration other than cash and extent to which each such share is so paid up

5. Number of shares (if any) of each class issued at a discount

Number	Class
1 37,814,890	ORDINARY
2	
3	
1 37,814,890	ORDINARY
2	
3	
1 NONE	
2	
3	
1 NONE	
2	
3	
1 NONE	
2	
3	

Amount per share

1 £	NONE
2 £	
3 £	
1 NONE	
2	
3	

Continued on page 4

LIST OF PAST

Folio in register ledger containing particulars	Names and addresses	
	SIR RICHARD ARKWRIGHT & CO LTD, 56 OXFORD STREET,	1
	MANCHESTER M60 1HJ	2
		3
	ST. JAMES' NOMINEES LIMITED, TOOTAL HOUSE,	4
	19/21 SPRING GARDENS, MANCHESTER M60 2TL	5
		6
	TOOTAL GROUP plc, TOOTAL HOUSE, 19/21 SPRING GARDENS,	7
	MANCHESTER M60 2TL	8
		9
		10
		11
		12
		13
		14

Summary of share capital and debentures continued

Number

Class

7. Amount per share called up on number of shares of each class

£ NIL		
£ 1.00	37,814,890	ORDINARY
£		
£		
£ 37,814,890		
£ NIL		
£		
£		
£ NIL		
£		
£		
£ NIL		
£ NIL		
£ NIL		
	NONE	
£ NIL		
£ NIL		
£ NIL		
£ NIL		
	NONE	

8. Total amount of calls received (note 10)

9. Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully paid up for a consideration other than cash

- 10 Total amount (if any) agreed to be considered as paid on number of shares
of each class issued as partly paid up for a consideration other than cash.

- 11. Total amount of calls made**

12. Total amount of sums (if any) paid by way of commission in respect of any shares or debentures

13. Total amount of the sums (if any) allowed by way of discount for any debentures since the date of the last return

- 14 Total number of shares of each class formed

- 16. Total amount paid for any common shares redeemed**

16. Total amount of shares for which share warrants to bearer are outstanding

- | | |
|--|-----------------------|
| 17. Total amount of share warrants to be paid (issued and
covered) respectively since the date of the last return | ISSUED
SURRENDERED |
|--|-----------------------|

10. Number of shares comprised in each share warrant to be set out, specifying in the case of warrants of different kinds, particulars of each kind

AND PRESENT MEMBERS

Account of Sharee				
Number of shares or amount of stock held by existing members at date of return (note 11)	Particulars of sharee transferred since the date of the last return, or, in the case of the first return, of the incorporation of the company, by (a) persons who are still members, and (b) persons who have ceased to be members (note 12)			Remarks
	Number	Date of Registration of transfer (a) (b)		
1				
53				
37,814,836				
37,814,890				

PARTICULARS OF DIRECTORS OF THE COMPANY

NAME	PREVIOUS NAMES	ADDRESS	BUSINESS OCCUPATION	NATIONALITY	DATE OF BIRTH	OTHER RELEVANT PAST OR PRESENT DIRECTORSHIPS (DATE OF TERMINATION OF PAST DIRECTORSHIPS IN BRACKETS)
Michael Peter FOX	None	2 Cobbert Close Pound Hill Ore Way Sussex	Company Director	British	26.7.1946	APV Int. Ltd (1987) APV Components Ltd (1984) APV Cradley Mfg. Ltd (1987) APV Products Ltd (1987) Rockwell Graphics Ltd (1988)
James Alfred HARRISON	None	Limley Cottage Leas Lane Newton Macclesfield Cheshire	Textile Executive	British	15.3.1940	Lantor International Ltd Bratgate Textiles Limited (5.1.83)
Michael Butler HULL	None	Wesley House Dufton Nr Appleby-in-Westmorland Ormside CA16 6JB	Company Director	British	27.11.1939	None
Nicholas John KERSHAW	None	Hodgehill Salters Lane Lower Withington Cheshire SK11 9LS	Textile Manufacturer	British	26.3.1943	None

CONTINUATION SHEET NUMBER 2 - PAGE 2 of 3

NAME	PREVIOUS NAMES	ADDRESS	BUSINESS OCCUPATION	NATIONALITY	DATE OF BIRTH	OTHER RELEVANT PAST OR PRESENT DIRECTORSHIPS (DATE OF TERMINATION OF PAST DIRECTORSHIPS IN BRACKETS)
Richard Frank LADD	None	101 Regent Street Fulham London SW6 6NU	Company Director	British	17.2.1957	None
ron LO CHU KO	None	130 Tower II Beacon Heights Kowloon Hong Kong	Company Managing Director	British Hong Kong	20.5.1947	None
Geoffrey Keggan HARRILL	None	Surrey Hill 16 Meadway Esher Surrey KT10 9AF	Company Director	British	18.7.1936	Boater Industries plc (31.1.86) Boater Freight Services Ltd " Boater-Scott Corporation Ltd " Boater Building Products Ltd " Grossley Builders Merchants Ltd " Sketchley plc (23.10.86)
Anthony Richard RAND	None	Woodcote Reed Lane Chart Surrey GU10 2EZ	Financial Director	British	18.4.1946	Thorn EMI International Rentals Ltd GIC (1983) Datum Computer Ltd (1983)

DECLARATION SHEET NUMBER 2 - PAGE 3 OF 3

NAME	PREVIOUS NAMES	ADDRESS	BUSINESS OCCUPATION	NATIONALITY	DATE OF BIRTH	OTHER RELEVANT PAST OR PRESENT DIRECTORSHIPS (DATE OF TERMINATION OF PAST DIRECTORSHIPS IN BRACKETS)
Richard Anthony KIRKMAN	None	3935 Moorland Drive Charlotte N.C. 28226 USA	Company President and Chief Executive Office	American	16.3.1940.	None
Brian Wissett WALKER	None	27 Claymore Road 17-03 The Claymore Singapore 09229	Textile Manufacturer	British	16.6.1939	None
Alan David WEBB	None	Bubnell Hill Baslow Derbyshire DE4 1RL	Chartered Accountant	British	7.5.1938	Norcross plc (31.3.84)
Peter James WILLIAMS	None	Flat 1 27 Hyde Park Gardens London W2 2EZ	Professor of Business Policy	Australian	20.7.1957	First Europe Ltd

TOTAL THREAD LIMITED

SUBSIDIARY COMPANIES INCLUDING THESE LISTED IN THE SUPPLEMENT

RETURNED TO THE ACCOUNTS FOR THE YEAR ENDING 31st JANUARY 1983

Name	Country of Incorporation or Registration	Share of Capital	Shareholdings	
			Company and/or its noms.	Share and/or their noms.
R F & J Alexander & Co Limited	England	Ord	100	-
Allied Thread Co Inc	Philippines	Ord	100	-
The American Thread Co Inc	United States of America	Common	-	100
The American Thread Co Inc	United States of America	Pref	-	-
American Thread International Inc	United States of America	Common	-	-
Sir Richard Arkwright & Co Limited	England	Ord	-	100
ATCOT Corporation	United States of America	Common	-	100
Australian Thread Co (Pty) Limited	NSW Australia	Ord	100	-
Bell Tootal Inc	Canada	Common	-	100
Bell Tootal Inc	Canada	Pref	-	100
Calico Printers USA	United States of America	Common	-	100
The Carrier Thread Co Limited	England	Ord	-	52
China Thread Company Limited	Hong Kong	Ord	-	100

Continued....

TOTAL THREAD LIMITED

2.

Name	Country of Incorporation or Registration	Class of Share	Shareholdings	
			Company and/or its noms.	Subs and/or their noms.
			%	%
China Thread Development Co Limited	Hong Kong	'A' Ord	100	-
China Thread Development Co Limited	Hong Kong	'B' Ord	-	-
Cotnat Properties (Proprietary) Limited	South Africa	Ord	-	100
C V Threads Limited	England	Ord	-	100
English Sewing Limited	England	Ord	100	-
English Sewing (Sales) Limited	England	Ord	-	100
Irish Sewing Limited	Republic of Ireland	Ord	100	-
Mölnlycke Syttid A.B.	Sweden		100	-
Natal Thread Co (Pty) Limited	South Africa	'A' Ord	100	-
Natal Thread Co (Pty) Limited	South Africa	'B' Ord	-	-
Natal Thread Co (Pty) Limited	South Africa	'C' Ord	-	-
New Special (Yarn) Limited	Hong Kong	Ord	-	60
New Zealand Sewing Limited	New Zealand	Ord	100	-
New Zealand Thread Limited	New Zealand	Ord	100	-
Lebel SA (Pty) Ltd	South Africa	Ord	-	100

Continued....

TOTAL THREAD LIMITED

3.

Name	Country of Incorporation or Registration	Class of Share	Shareholdings	
			Company and/or its noms.	Subs. and/or their noms.
			%	%
Notco (Transvaal) (Proprietary) Limited	South Africa	Ord	-	100
Overseas Thread Industries Limited	England	Ord	100	-
Plastic Spools Limited	England	Ord	-	100
Plastic Spools Limited	England	Pref	-	-
Standard-Coosa-Thatcher Company	United States of America	Common	-	100
Thread Acquisition Company	United States of America	Common	-	100
Tootal American Inc	United States of America	Common	-	100
Tootal C.P. Limited	England	Ord	100	-
Tootal Craft Limited	England	Ord	100	-
Tootal Denmark A.S.	Denmark	Ord	100	-
Tootal Finance Inc	United States of America	Common	-	100
O.Y. Tootal Finland A.B.	Finland	Ord	100	-
Tootal Inc	United States of America	Common	-	100
Tootal Thread Inc	United States of America	Common	100	-
Tootal Thread Colombo (Private) Limited	Sri Lanka	'A' Ord	100	-
Tootal Thread Colombo (Private) Limited	Sri Lanka	Ord	-	-
Tootal Thread de Centroamerica S.A.	Costa Rica	Ord	100	-
Tootal Thread Hong Kong Limited	Hong Kong	Ord	100	-

Continued....

TOOTAL THREAD LIMITED

Name	Country of Incorporation or Registration	Class of Share	Shareholdings	
			Company and/or its noms.	Subs. and/or their noms.
			%	%
Tootal Thread Malacca Sdn Bhd	Malaysia	'A' Ord	100	-
Tootal Thread Malacca Sdn Bhd	Malaysia	'B' Ord	-	-
Tootal Thread Malacca Sdn Bhd	Malaysia	'C' Ord	-	-
Tootal Thread Singapore Private Limited	Singapore	Ord	100	-
Tootal Menswear (S.A.) (Proprietary) Limited	South Africa	Ord	-	100
J R Trayes (Auckland) Limited	New Zealand	Ord	100	-
TTL Distribution Inc	United States of America	Common	-	100
West African Thread Co Limited	Nigeria	Ord	60	-
Westport Doubling Co Limited	Republic of Ireland	Ord	100	-
Zwirnerel und Nahlfadefabrik Rheunala AG	Western Germany	Bearer	99	-

TOTAL THREAD LIMITED

ASSOCIATED COMPANIES INCLUDING THOSE LISTED IN THE STATEMENT ANNEXED
TO THE ACCOUNTS FOR THE YEAR ENDED 31 JANUARY 1988

Name	Country of Incorporation or Registration	Class of Share	% held
Guangying Spinning Co Limited	People's Republic of China	Ord	42.5
P T Inbritex	Indonesia	'A' Ord	50
P T Inbritex	Indonesia	'B' Ord	50
Stanley Chinese Products Export Limited	Hong Kong	Ord	50