Annual report for the year ended 31 December 1995

Registered no: 457812

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#### BANHAMS PATENT LOCKS LIMITED

# Annual report for the year ended 31 December 1995

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#### Directors and advisors

**Directors** 

P.F.Banham
C.R.Hallatt
Mrs.E.Hallatt
Mrs.P.A.Rodda
Mrs.A.Chillag
Mrs.M.V.Banham
Mrs.L.Q.Banham
Mrs.M.J.Hallatt
B.E.Cowper
M.A.Herbert
Mrs.C.M.Banham
W.F.Banham

Secretary

T.J.Ward

Registered office

233-235 Kensington High Street

LONDON W8 6SF

**Auditors** 

Coopers & Lybrand

1 Embankment Place

LONDON WC2N 6NN

Solicitors

Calvert Smith & Sutcliffe

Onslow House 9 The Green Richmond

Surrey TW9 1PU

**Bankers** 

Barclays Bank Plc

National Westminster Bank Plc

## Report of the directors

#### for the year ended 31 December 1995

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

#### Principal activities

The consolidated profit and loss account for the year is set out on page 5.

The principal activity of the group is that of burglary prevention specialists.

#### Review of business and future developments

The directors consider that the group traded satisfactorily during the year in a period of difficult economic conditions. Turnover increased from £10.9m to £11.3m.

Operating profit remained stagnant at 1.96m (1995-1.97m) due mainly to the fact that price increases were held in some departments, most notably alarm installations.

The directors are confident that an increased level of trading can be achieved next year whilst maintaining the net profit percentage.

#### Directors and their interests

The directors of the company at 31 December 1995, all of whom have been directors for the whole of the year ended on that date, and their interests in the shares of the company, according to the register required to be kept under Section 325 of the Companies Act 1985, were as follows:-

		ary shares ber 1995 Amount £		h ber 1994 Amount £
P.F.Banham	16,164	80 <del>8</del>	16,164	808
C.R.Hallatt	9,500	475	9,500	475
Mrs.E.Hallatt	1,827	91	1,827	91
Mrs.P.A.Rodda	12,077	604	13,327	666
Mrs.P.A.Rodda trust	8,750	437	7,500	375
Mrs.A.Chillag	5,828	291	5,828	291
W.F.Banham	4,254	213	4,254	213
Mrs.C.M.Banham	33	2	33	2
Mrs.M.V.Banham	14,664	733	14,664	733
G.M & M.V.Banham trust	9,000	450	9,000	450
Mrs.L.Q.Banham	_	-	_	_
Mrs.M.J.Hallatt		-	-	_
B.E.Cowper	-	_	_	_
M.A.Herbert	_	-	_	_

#### Dividends and transfers to reserves

The directors have paid an interim ordinary dividend of £229,376 in respect of the year ended 31 December 1995 (1994: £200,704). The directors do not propose the payment of a final dividend. The retained profit for the financial year of £1,533,928 (1994: £1,438,003) has been transferred to reserves.

#### Directors' responsibilities

The directors are required by UK company law to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the company and the group as at the end of the financial year and of the profit or loss of the group for that period.

The directors confirm that suitable accounting policies have been used and applied consistently and reasonable and prudent judgements and estimates have been made in the preparation of the financial statements for the year ended 31 December 1995. The directors also confirm that applicable accounting standards have been followed and that the financial statements have been prepared on the going concern basis.

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Changes in fixed assets

The movements in tangible fixed assets during the year, are set out in notes 11 and 12 to the financial statements.

#### Close company provisions

The company is a close company as defined by the provisions of the income and Corporation Taxes Act 1988, as amended. There has been no change in this respect since the end of the financial year.

#### **Auditors**

A resolution to reappoint the auditors, Coopers & Lybrand, will be proposed at the annual general meeting.

By order of the board

T J Ward

Company Secretary

27th September 1996

We have audited the financial statements on pages 5 to 19.

#### 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 judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and group at 31 December 1995 and of the profit and cash flows of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Coopers & Lybrand

Chartered Accountants and Registered Auditors

London

30 Sept 1996

BANHAMS PATENT LOCKS LIMITED

# Consolidated profit and loss account for the year ended 31 December 1995

	Notes	1995 £	1994 £
Turnover	2	11,269,815	10,900,754
Cost of sales		(5,406,211)	(5,217,149)
Gross Profit		5,863,604	5,683,605
Net operating expenses	3	(3,906,911)	(3,712,980)
Operating profit Other income	4 7	1,956,693 644,231	1,970,625 449,932
Profit on ordinary activities before	e taxation	2,600,924	2,420,557
Tax on profit on ordinary activitie	s 8	(837,620)	(781,850)
Profit for the financial year	9	1,763,304	1,638,707
Dividends	10	(229,376)	(200,704)
Retained profit for the year		£1,533,928	£1,438,003
Statement of retained profits			
Retained profit at 1 January 1995 Retained profit for the year	20	9,021,020 1,533,928	7,583,017 1,438,003
Retained profit at 31 December 1995		£10,554,948	£9,021,020

The above figures relate entirely to continuing operations.

The group has no recognised gains and losses other than those included in the profits above, and, therefore, no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above, and their historical cost equivalents.

Balance sheets - 31	December	1995
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			oup	Con	mpany
	Note		1994		1994
		£	£	£	£
Fixed assets					
Tangible assets	11	1,423,399	1,330,219	1,423,399	1,330,219
Investments	12			6	2
		1,423,399	1,330,219	1,423,405	1,330,221
Current assets					
Stocks	13	859,711	807,147		806,347
Debtors Investments	14 15	1,422,127	1,198,860	, ,	1,142,698
Cash at bank	13	650	650	650	650
and in hand		10,727,055	9,727,249	10,400,605	9,581,035
		13,009,543	11,733,906	12,651,087	11,530,730
Creditors: amounts	falli	ng			
due within one year	16	(3,870,680)	(4,035,791	(3,848,239)	(4,055,769)
Net current assets		9,138,863	7,698,115	8,802,848	7,474,961
			<u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>	<u> </u>	77474701
Total assets less					
current liabilities		10,562,262	9,028,334	10,226,253	8,805,182
Provisions for liab	iliti	es			
and charges	17				
		£10,562,262	£9.028.334	£10,226,253	£8,805,182
		========	========	=========	=======
Capital and reserve	s				
Called up					
share capital	19	5,734	5,734	5,734	5,734
Capital Redemption Reserve	20	1,580	1 500	1 500	1 500
Profit and	20	1,300	1,580	1,580	1,580
loss account	20 .	10,554,948	9,021,020	10,218,939	<u>8,797,868</u>
<b>Equity</b> shareholders	<b>,</b> 21	£10,562,262	£9,028,334	£10,226,253	£8,805,182
funds	:	========		========	========

The financial statements on pages 5 to 19 were approved by the board of directors on 27th September and were signed on its behalf by:

C.R.Hallatt

Director

## Consolidated cash flow statement

## for the year ended 31 December 1995

	Notes	1995 £	1994 £
Net cash inflow from operating activities	23	1,790,577	2,416,133
Returns on investments and servicing of finance Interest received Dividends received from investments Dividends paid		644,120 111 <u>(229,376</u> )	449,828 104 (200,704)
Net cash inflow from returns on investments and servicing of financ	e	414,855	249,228
Taxation UK corporation tax paid		<u>(832,063)</u>	<u>(671,379</u> )
Tax paid		(832,063)	(671,379)
Investing activities Purchase of tangible fixed assets Sale of tangible fixed assets		(405,621) 32,058	(382,023) <u>16,637</u>
Net cash outflow from investing activities		(373,563)	(365,386)
Increase in cash and cash equivalents	24	£999,806	£1,628,596

## Notes to the financial statements for the year ended 31 December 1995

#### 1 Principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

#### Basis of accounting

The financial statements are prepared in accordance with the historical cost convention.

#### Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertaking made up to 31 December 1995. Intra-group sales and profits are eliminated fully on consolidation.

#### Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation is calculated so as to write off the cost of tangible fixed assets less their estimated residual values over the expected useful economic lives of the assets concerned, using the following bases:

Freehold buildings	2%	stra	aight	line
Freehold improvements	20%	net	book	value
Leasehold improvements	25%	net	book	value
Plant and machinery	10%	net	book	value
Motor vehicles	25%	net	book	value
Fixtures and fittings	10%	net	book	value
Electronic equipment	20%	net	book	value

#### Stocks

Stocks are stated at the lower of cost and net realisable value. In general, cost is determined on a first in first out basis and includes transport and handling costs; in the case of manufactured products costs include all direct expenditure and production overheads based on the normal level of activity. Provision is made where necessary for obsolescent, slow moving and defective stocks.

#### Turnover

Turnover, which excludes value added tax and trade discounts, represents the invoiced value of goods and services supplied.

#### Deferred taxation

Tax deferred or accelerated is accounted for in respect of all material timing differences to the extent that it is probable that a liability or asset will crystalise.

Deferred taxation has been provided at the full potential amount in respect of accelerated capital allowances and other timing differences at the rate of corporation tax likely to prevail.

#### Pension costs

Up to 31st March 1994 the company operated a defined benefit pension scheme which was not contracted out of the state scheme. The assets of the scheme are held separately from those of the group in independently administered funds. The amount charged to the profit and loss account is equal to the contributions payable by the company to the scheme for the year.

During the year the company successfully negotiated a grouped personal pension scheme for its employees which is operated independently from the company. The amount charged to the profit and loss account is equal to the contributions held up to 31st March 1995 paid into the scheme by the company together with subsequent contributions to the scheme as they became payable.

#### 2 Turnover

Turnover is attributable to one activity, that of being burglary prevention specialists and is confined to the United Kingdom.

#### 3 Net operating expenses

Net operating expenses are made up as follows:

	1995 £	1994 £
Selling and distribution costs Administrative expenses	1,111,351 2,795,560	976,054 2,736,926
	£3,906,911	£3,712,980

## 4 Operating profit

Operating profit is stated after charging/(crediting):

	1995 £	1994 £
Profit on disposal of tangible		~
fixed assets Depreciation of owned tangible	(2,266)	(2,048)
fixed assets Operating lease rentals - non plant	282,649	250,034
& machinery Auditors' remuneration	96,693 31,500	80,500 27,500
(Company f30 000 • 1004 026 000)	======	======

(Company £30,000; 1994 £26,000)

In addition amounts paid to the company's auditors in respect of non audit services amounted to £47,000 (1994: £12,835) for the year. These amounts are in respect of taxation and general financial advice provided.

## 5 Directors' emoluments

	1995 £	1994 £
Remuneration as executives Pension contributions	1,190,200 50,142	1,211,057 148,040
	£1,240,342	£1,359,097

Directors' emoluments, excluding pension contributions include:

	1995	1994
Emoluments of the chairman and highest	T.	£
paid director	£403,381	£334,422

The number of directors including the chairman who received emoluments in the following ranges was:

1995	1994
£ 25,001 to £ 30,000 £ 35,001 to £ 40,000 £ 40,001 to £ 45,000 £ 45,001 to £ 50,000 £ 55,001 to £ 60,000 £ 60,001 to £ 65,000 £ 80,001 to £ 85,000 £ 90,001 to £ 95,000 £ 100,001 to £105,000 £ 220,001 to £225,000 £ 250,001 to £255,000 £ 2330,001 to £335,000 £ 400,001 to £405,000	4 1 1 2 - 1 1 1 - - 2 - 1
	====

## 6 Employee information

The average weekly number of persons employed by the company including executive directors during the year is analysed below:

	1995	1994
	Number	Number
Factory	24	24
Motor mechanics	3	3
Despatch Riders	6	_
Fitters	87	83
Surveyors	3	6
Administration	50	51
Directors	_ <u>12</u>	_13
	185	180
	===	===

Employment costs - all employees including directors:

	1995 £	1994 £
Wages and salaries Social security costs Other pension costs	4,384,294 451,548 79,825	4,286,509 390,054 202,133
Total direct costs of employment	£4,915,667 =======	£4,878,696
7 Other income	1995 £	1994 £
Bank interest receivable Income from listed investments	644,120 111	449,828 104
	£644,231 =======	£449,932

#### 8 Taxation

	1995 £	1994 £
Tax on profit on ordinary activities United Kingdom corporation tax at 33%	853,406	831,964
Over provision in respect of prior years	(15,786)	
Deferred taxation	837,620	831,964 <u>(50,114</u> )
	£837,620	£781,850

## 9 Profit for the financial year

As permitted by Section 230 of the Companies Act 1985, the holding company's profit and loss account has not been included in these financial statements. The profit for the financial year is made up as follows:

	1995 £	1994 £
Dealt with in the financial statements of the holding company Retained by subsidiary company	1,650,447 112,857	1,531,934 106,773
	£1,763,304 =======	£1,638,707
10 Dividends		
	1995 £	1994 £
Interim dividends paid: at £2.00 per share (1994: £1.75)	229,376	200,704

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BANHAMS PATENT LOCKS LIMITED

Tangible fixed assets - Group & Company

11

	Freehold Land and buildings	Improvements to Freehold	Improvements to Leasehold	ts Plant and machinery	Motor :Y vehicles	Fixtures and fittings	Electronic	Total
Cost At 1st January 1995 Additions Disposals	492,956	540,573	24,961 28,041 -	261,539 23,853	818,651 281,935 (192,269)	188,888	429,320	2,756,888 405,621 (192,269)
At 31st December 1995	492,956	566,356	53,002	285,392	908,317	208,530	455,687	2,970,240
Depreciation At 1st January 1995 Eliminated on disposal Provision for the year	117,877	201,634 - 72,945	15,688	143,958 	532,050 (162,477) 134,669	128,050	287,412	1,426,669 (162,477) 282,649
At 31st December 1995	127,737	274,579	25,016	158,102	504,242	136,098	321,067	1,546,841
Net book value								
At 31 December 1995	365,219	291,777 =======	27,986	127,290	404,075	72,432	134,620	1,423,399
At 31 December 1994	375,079	338,939	9,273	117,581	286,601	60,838	141,908	1,330,219
Capital Commitments	At 31st Dec to Nil (199	December 1995 c (1994: 16,000).	commitments	authorised	but not	contracted fo	for amounted	

	Company	
Cost	1995 £	1994 £
As at 1st January 1995 Additions	2	2
As at 31st December 1995	<u>4</u> 6 ===	2

Fixed asset investments relate to subsidiaries in which Banhams Patent Locks Limited owns 100% of the issued £1 ordinary shares and which are all incorporated in England and Wales:-

Company	<u>Activity</u>		
Banham Security Limited (incorporated 18.4.1995)	Dormant	2	-
Banham Alarms Limited (incorporated 18.4.1995)	Dormant	2	-
Central Monitoring Services Limited	Keyholding & Central Station Facility	2	2

The financial statements of the above subsidiary companies have been consolidated. Banham Security Ltd and Banham Alarms Ltd did not trade in the year to 31st December 1995.

Operations are based in the country of incorporation.

#### 13 Stocks

The amounts attributable to different categories are as follows:

		Group		Company
Raw materials and	1995 £	1994 £	1995 £	1994 £
consumables Finished goods and	224,347	191,265	223,547	190,465
goods for resale	635,364	<u>615,882</u>	<u>635,364</u>	615,882
14 Debtors	£859,711 ======	£807,147	£858,911 ======	£806,347
14 Deptois		Group		<b>6</b>
	1995 £	1994 £	1995 £	Company 1994
Amounts falling due within one year	-	2.	r.	t
Trade debtors Accrued income Other debtors Prepayments	923,063 346,496 22,444 130,124	838,766 213,914 16,989 129,191	891,857 346,496 22,444 130,124	818,877 213,914 16,989 92,918
	£1,422,127	£1,198,860 =======	£1,390,921	£1,142,698

## 15 Investments

	Group and Cor 1995 £	<b>1994</b> £
Listed investments - cost	£650	£650
- market value	£1,838	1,875

## 16 Creditors: amounts falling due within one year

	1995 £	<b>Group</b> 1994 £	1995 £	Company 1994 £
Trade creditors Other creditors including Taxation and social	257,957 :	281,517	257,957	270,548
security costs Pensions and similar	1,308,731	1,321,698	1,252,695	1,275,010
obligations Accruals and deferred	250,000	250,000	250,000	250,000
income Amount owed to group	2,053,992	2,182,576	1,923,248	2,084,063
undertaking			164,339	<u>176,148</u>
	£3,870,680	£4,035,791 =======	£3,848,239	£4,055,769

Taxation and social security costs are made up as follows:

		Group	Co	ompany
	1995	1994	1995	1994
	£	£	£	£
United Kingdom corporation tax payable Advance corporation tax PAYE and social security VAT	795,019	796,653	751,857	754,322
	57,344	50,153	57,344	50,153
	157,194	192,612	157,194	192,612
	299,174	282,280	286,300	277,923
	£1,308,731	£1,321,698	£1,252,695	£1,275,010

# 17 Provisions for liabilities and charges Group and company

## (a) Deferred taxation

Analysis of provision and potential liability calculated at 33% (1994: 33%)

		Amount provided		potential bility
	1995 £	1994 £	1995 £	- 1994 £
Accelerated capital allowances Other timing	al <b>82,500</b>	19,456	91,359	19,456
differences	(82,500)	<u>(19,456</u> )	_(82,500)	<u>(19,456</u> )
	£ - =======	£ -	£ 8,859	£ - ======

Movements on the provision for deferred taxation are as follows:

At 31 December	£ %il =======	£ Nil
At 1 January Transferred to profit and loss account		(50,114)
	_	50,114
	1995 £	1994 £

#### 18 Pensions and similar obligations

Up to 31st March 1994 the group operated a defined benefit pension scheme in the United Kingdom. The assets of that scheme are held in a separate trustee administered fund. Funds from the scheme are held on behalf of the trustees by London and Manchester (Pensions) Limited.

On 31st March 1994 the company discontinued this defined benefit pension in favour of a grouped personal pension plan with Legal and General. The companys contributions ranges from 2% to 6% depending on the age of the employee.

Were the London & Manchester policy to be wound-up at 31st March 1994 it would have given rise to a deficit of approximately £250,000 which has been provided for in these Accounts. This apparent underfunding is due to the fact that the fund is primarily invested in a weak gilts market.

The company is currently considering methods of transferring the fund into the new pension plan.

The total pension cost for the group in respect of these schemes was £31,283 (1994: £63,491). In addition £50,142 (1994: £138,642) was paid into private schemes of the directors.

#### 19 Called up share capital

Authorised	1995 £	1994 £
Ordinary shares of 5p each - 150,000 Ordinary shares of £1 each - 5,000	7,500 5,000	7,500 <u>5,000</u>
	£12,500	£12,500 ======
Allotted, called up and fully paid Ordinary shares of 5p each - 114,688	£5,734	£5,734

## 20 Reserves

	Capital redemption reserve £	Profit and loss account £				
Group						
At 1 January 1995 Retained profit for the year	1,580	9,021,020 1,533,928				
At 31 December 1995	1,580 =====	10,554,948				
Company						
At 1 January 1995 Retained profit for the year	1,580	8,797,868 1,421,071				
At 31 December 1995	£1,580 =====	£10,218,939				
21 Reconciliation of movements in shareholders' funds						
	1995 £	1994 £				
Profit for the financial year Dividends	1,763,304 <u>(229,376</u> )	1,638,707 (200,704)				
Net addition to shareholders funds Opening shareholders' funds  1,533,9 9,028,3		1,438,003 7,590,331				
	£10,562,262	£9,028,334				
22 Financial commitments						
At 31 December 1995 the group had annual commitments under non-cancellable operating leases as follows:						
	1995 £	1994 £				
	Land and Buildings	Land and Buildings				
Expiring within one year Expiring between two and five years inclusive Expiring in over five years	75,000					
	<u>23,500</u>	75,000				
	£98,500 =====	£75,000 ======				

## 23 Reconciliation of operating profit to net cash inflow from operating activities

		1995 £	1994 £
Operating profit Depreciation on tangible fixed assets Gain on sale of tangible fixed assets (Increase)/Decrease in stocks Increase in trade debtors Increase in accrued income (Increase)/Decrease in other debtors (Increase)/Decrease in prepayments (Decrease)/Increase in trade creditors (Decrease)/Increase in other taxation and social security (Decrease)/Increase in accruals and deferred income		1,956,693 282,649 (2,266) (52,564) (84,297) (132,582) (5,455) (933) (23,560)	1,970,625 250,034 (2,048) 5,425 (27,043) (9,199) 2,568 29,930 75,109
		(18,524)	48,678
		<u>(128,584</u> )	72,054
Net cash inflow from operating activities		£1,790,577	£2,416,133
24 Cash and cash equivalent	s		
		1995 £	1994 £
Changes during the year At 1 January Net cash inflow		9,727,249 999,806	8,098,653 1,628,596
At 31 December		10,727,055 =======	9,727,249 ======
	1995	1994	Change
	£	£	in year £
Analysis of balances Cash at bank and in hand	10,727,055	9,727,249	999,806
At 31 December	10,727,055	9,727,249 =======	999,806 ======