

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

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COMPANY INFORMATION

Directors N M Patei

J M Patel

M M Patel

Secretary A G Patel

Company number 658774

Registered office Europa House

Northolt Industrial Estate

Rowdell Road Middlesex UB5 5QR

Auditors Blick Rothenberg

12 York Gate Regent's Park

London NW1 4QS

Bankers Barclays Bank Pic

Piccadilly Business Centre

1-3 Arlington Street

London SW1A 1RA

Solicitors Paisner & Co

Bouverie House 154 Fleet Street

London EC4A 2DQ

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DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

The directors present their report and financial statements for the 52 weeks ended 28 September 1996.

Principal activity and review of the business

The principal activity of the company continued to be that of retail grocers.

The results for the year and the financial position at the period end were considered satisfactory by the directors who expect growth in the foreseeable future.

Results and dividends

The results for the 52 weeks are set out on page 4.

The directors do not recommend payment of an ordinary dividend.

It is proposed that the retained profit of £106,402 is transferred to reserves.

Fixed assets

The changes in fixed assets during the 52 weeks are explained in notes 8, 9, 10 and 11 to the financial statements.

Market value of land and buildings

The directors are of the opinion that the market values of the properties are in excess of values shown in the financial statements.

Directors and their interests

The following directors who held office at the end of the period had no interests in the shares of the company at the beginning and end of the period:

N M Patel

J M Patel

M M Patel

The directors' interests in the share capital of the holding company are shown in the financial statements of that company.

Employee involvement

Within the bounds of commercial confidentiality, information is disseminated to all members of staff about matters that affect the progress of the company and are of interest and concern to them as employees.

Disabled persons

Disabled persons are employed by the company where they appear to be suited to a particular position. The aptitude and abilities of disabled persons are more easily met in certain aspects of the company's business and every effort is made to ensure that they are given full and fair consideration.

Donations

During the 52 weeks the company made charitable donations of £138,285 (1995: £227,879).

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Blick Rothenberg be reappointed as auditors of the company will be put to the Annual General Meeting.

Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- -select suitable accounting policies and then apply them consistently;
- -make judgements and estimates that are reasonable and prudent;
- -state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- -prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board

Secretar

June 1997

AUDITORS' REPORT TO THE SHAREHOLDERS OF EUROPA FOODS LIMITED

We have audited the financial statements on pages 4 to 16 which have been prepared under the historical cost convention (as modified by the revaluation of certain fixed assets) and the accounting policies set out on pages 6 and 7.

Respective responsibilities of directors and auditors

As described on page 2, the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of 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.

Qualified opinion arising from disagreement about accounting treatment

As stated in note 1.6, investment properties (included in the balance sheet at £4,746,670) are stated partly at their 1989 and 1990 open market values and partly at their historic cost rather than, as required by Statement of Standard Accounting Practice No. 19, at their open market values. We are unable to quantify the effect, if any, on reserves and tangible fixed assets of this non-compliance.

Except for the effect on the balance sheet of not including investment properties at their open market value, in our opinion, the financial statements give a true and fair view of the state of the company's affairs at 28 September 1996 and of its profit for the 52 week period then ended and have been properly prepared in accordance with the Companies Act 1985.

BLICK ROTHENBERG

Plack Both-

Chartered Accountants

Registered Auditor

16 June 1997

12 York Gate

Regent's Park

London

NW1 4QS

PROFIT AND LOSS ACCOUNT FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

		1996	1995
	Notes	£	£
Turnover	2	33,306,368	36,282,671
Net operating expenses	3	(32,275,761)	(35,044,724)
Operating profit	4	1,030,607	1,237,947
Profit on sale of fixed assets			4,327
Profit on ordinary activities before interest		1,030,607	1,242,274
Interest receivable and similar income	5	34,583	41,155
Interest payable and similar charges	6	(752,525)	(817,786)
Profit on ordinary activities before taxation		312,665	465,643
Tax on profit on ordinary activities	7	(206,263)	(347,000)
Profit for the 52 weeks	18	106,402	118,643

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEET AS AT 28 SEPTEMBER 1996

		•	1996		1995
	Notes	£	£	£	£
Fixed assets					
Intangible assets	8		40,000		50,000
Tangible assets	9 and 10		10,677,878		10,991,477
Investments	11		67,300		67,298
			10,785,178		11,108,775
Current assets			, ,		, , ,
Stocks	12	2,259,109		2,287,296	
Debtors	13	6,005,747		6,306,977	
Investments	14	18,900		18,900	
Cash at bank and in hand		1,189,301		110,291	
		9,473,057		8,723,464	
Creditors: amounts falling due within one year	15	(12,580,449)		(11,293,633)	
Net current liabilities			(3,107,392)		(2,570,169)
Total assets less current liabilities			7,677,786		8,538,606
Creditors: amounts falling due after more than one year	16		(7,197,299)		(8,164,521)
			480,487		374,085
Capital and reserves					
Called up share capital	17		100,000		100,000
Revaluation reserve	18		879,374		879,374
Profit and loss account	18		(498,887)		(605,289)
Shareholders' funds - equity interests	19	•	480,487	,	374,085

The financial statements were approved by the Board on 12 Tune 1997

M M Patel Director

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NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

1 Accounting policies

1.1 Compliance with and departure from accounting standards

The financial statements are prepared under the historical cost convention, modified to include the revaluation of properties, and in accordance with applicable accounting standards except that investment properties have not been included in the balance sheet at their open market value as required by Statement of Standard Accounting Practice No. 19 (see note 1.6).

1.2 Turnover

Turnover represents amounts receivable for goods and services net of value added tax.

1.3 Goodwill

Purchased goodwill is written off to the profit and loss account in equal annual instalments over its estimated useful economic life, taken as 20 years.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life, as follows:

Freehold property

2% Straight line

Short leasehold properties

Over the period of the lease

Fixtures, fittings and equipment

15% Straight line

Motor vehicles

25% Straight line

1.5 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.6 Investment properties

Investment properties are stated partly at their 1989 and 1990 open market values and partly at their historic cost. The directors consider that the cost of revaluation would be of no benefit to the shareholders.

Since no up to date professional estimate of the open market value of the investment properties has been obtained, it is not possible to quantify the effect on the financial statements of this departure from Statement of Standard Accounting Practice No.19.

1.7 Stocks

Stocks in stores are valued by professional stocktakers at retail prices adjusted to the lower of cost and net realisable value. Warehouse stocks are valued at the lower of cost and net realisable value. Cost includes all direct costs incurred in bringing the stocks to their present location and condition.

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

1.8 Pensions

The pension cost charge represents the contributions payable by the company to the individual pension schemes, set up by the employees for themselves.

1.9 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

1.10 Group financial statements

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group financial statements as it is exempt from the requirement to do so by section 228 of the Companies Act 1985 as it is a subsidiary undertaking of Adminstore Limited, a company incorporated in England and Wales, and is included in the consolidated financial statements of that company.

1.11 Repairs and renewals

Expenditure on repairs, renewals and certain equipment is written off in the year in which it is incurred.

Certain major items of fixed plant and structure are incorporated within the cost of freehold and leasehold property when purchased. When replaced, these are fully expensed as repairs and renewals in the profit and loss account.

2 Turnover

The total turnover of the company for the 52 weeks has been derived from its principal activity wholly undertaken in the United Kingdom.

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

3	Net operating expenses		1996	1995
			£	£
	Change in stocks		28,187	(141,224)
	Other external charges		21,943,237	24,242,956
	Staff costs		5,436,414	5,200,353
	Depreciation and amortisa	tion	351,901	495,417
	Other operating charges		5,469,786	6,017,812
	Other operating income		(953,764)	(770,590)
			32,275,761	35,044,724
4	Operating profit		4000	4005
4	Operating profit		1996	1995
	Operating profit is stated a	for abarring.	£	£
	Operating profit is stated a Depreciation and amortisa		444.000	544.400
	•	WOIT	411,089	514,493
	Operating lease rentals			
	 Land and buildings Auditors' remuneration 	£	2,010,574	2,087,929
	Auditors remuneration	- fees	23,979	22,355
		- other services	16,000	4,000
	and after crediting:			
	Rents receivable		664,161	665,700
5	Interest receivable and s	imilar income	1996 £	1995 £
	Bank interest			
	Dank Interest		34,583 ————	41,155 ————
6	Interest payable and sim	ilar charges	1996	1995
			£	£
		and all other loans wholly repayable within five		
	years not by installments		31,889	54,948
	Borrowings repayable afte	-	676,121	755,572
	Lease finance charges and	d hire purchase interest	2,972	7,266
	Other interest		41,543	
			752,525	817,786

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

7	Taxation	1996 £	1995 £
	U.K. Current year taxation	_	_
	U.K. Corporation tax at 33% (1995 - 33%)	206,263	347,000
			
8	Intangible fixed assets		
			Goodwill £
	Cost		
	At 1 October 1995 & at 28 September 1996		100,000
	Amortisation		
	At 1 October 1995		50,000
	Charge for 52 weeks		10,000
	At 28 September 1996		60,000
	Net book value		
	At 28 September 1996		40,000
	At 30 September 1995		50,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

9	Tangible fixed assets					·
		Freehold property		Fixtures, fittings and equipment	Motor vehicles	Total
		£	3	£	3	£
	Cost or valuation	_	_	_	_	_
	At 1 October 1995	4,676,010	4,141,279	3,664,270	380,802	12,862,361
	Additions	-	·	.	98,045	98,045
	Transfer to group undertakings	-	(2,092)	(60,851)	•	(62,943)
	Disposals	-	(253,921)	-	(155,563)	•
	At 28 September 1996	4,676,010	3,885,266	3,603,419	323,284	12,487,979
	Depreciation					
	At 1 October 1995	361,489	2,382,092	3,564,681	309,292	6,617,554
	Transfer to group undertakings	-	(335)	(60,850)	-	(61,185)
	On disposals	-	(253,921)	-	(146,774)	(400,695)
	Charge for the 52 weeks	57,061	214,250	86,356	43,430	401,097
	At 28 September 1996	418,550	2,342,086	3,590,187	205,948	6,556,771
	Net book value					
	At 28 September 1996	4,257,460	1,543,180	13,232	117,336	5,931,208
	At 30 September 1995	4,314,521	1,759,187	99,589	71,510	6,244,807
10	Tangible fixed assets					
						Investment properties
	Cost or valuation					£
	At 1 October 1995 & at 28 September	er 1996				4,746,670
	Comparable historical cost for the inv	estment prope	rties included	d at valuation:		
	,	tte.				£
	Cost					3,867,296

11

12

13

Trade debtors

Other debtors

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

Fixed asset investments			
	Unlisted investments t	Shares in subsidiary ındertakings	Total
	£	£	£
Cost or valuation			
At 1 October 1995	67,298	-	67,298
Additions	-	2	2
At 28 September 1996	67,298	2	67,300
The directors are of the opinion that the current market value than their cost.	ue of these unliste	ed investments	is not less
Stocks		1996	1995
		£	£
Finished goods and goods for resale		2,259,109	2,287,296
Debtore		4000	445-
Debtors		1996	1995
		£	£

350,533

4,328,812

543,961

782,441

6,005,747

523,640

646,616

773,293

6,306,977

4,363,428

All debtors fall due within one year.

Prepayments and accrued income

Amounts owed by parent company and fellow subsidiary undertakings

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

14	Current asset investments	1996 £	1995 £
	Unlisted investments	15,000	15,000
	Listed investments	3,900	3,900
		18,900	18,900
	Market valuation of listed investments	3,900	3,900
	Directors' valuation of unlisted investments	15,000	15,000
15	Creditors : amounts falling due within one year	1996 £	1995 £
	Bank loans and overdrafts	0 200 505	0.054.404
		2,329,595	2,051,484
	Net obligations under finance lease and hire purchase contracts Trade creditors	5,701,310	17,113 5,218,576
	Amounts owed to parent company and fellow subsidiary undertakings	655,787	5,210,570
	Corporation tax	264,861	573,138
	Other taxes and social security costs	505,514	624,195
	Expense creditors	539,800	491,771
	Other creditors	611,173	638,327
	Accruals and deferred income	1,972,409	1,679,029
		12,580,449	11,293,633

The bank loans and overdrafts are secured by charges over the company's properties and cross guarantees of group undertakings.

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

16	Creditors : amounts failing due after more than one year	1996 £	1995 £
	Bank loans	7,197,299	8,164,521
	Analysis of loans	•	
	Repayable by instalments, wholly or partly in more than five years: Bank loans Repayable other than by instalments in more than five years:	7,316,182	7,755,885
	Bank loan at variable rate due for repayment by April 2015 Wholly repayable within five years	440,389 230,000	451,516 230,000
	Included in liabilities falling due within one year	7,986,571 (789,272)	8,437,401 (272,880)
		7,197,299	8,164,521
	Instalments not due within five years	4,960,211	6,843,001
	Between one and two years	559,272	502,880
	Between two and five years	1,677,816	818,640
	In five years or more	4,960,211	6,843,001
		7,197,299	8,164,521

The bank loans repayable by instalments are at interest rates of 2% over base rate and 1.25% over LIBOR and are due for repayment between March 2004 and December 2009.

The bank loans are secured by a fixed and floating charge over the company's assets.

Share capital	1996	1995
	£	£
Authorised, allotted, called up and fully paid		
100,000 Ordinary shares of £1 each	100,000	100,000
٥	authorised, allotted, called up and fully paid	£ Authorised, allotted, called up and fully paid

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

18 Statement of movement on reserves

		Revaluation reserve	loss account
	Balance at 1 October 1995 Retained profit for the 52 weeks	879,374 -	(605,289) 106,402
	Balance at 28 September 1996	879,374	(498,887)
	The revaluation reserve relates to the revaluation of investment properties.		
19	Reconciliation of movements in shareholders' funds	1996 £	
	Profit for the financial period Opening shareholders' funds	106,402 374,085	118,643 255,442
	Closing shareholders' funds	480,487	374,085
20	Contingent liabilities	1996 £	1995 £
	Amount of guarantees of bank overdrafts and loans of group undertakings	1,316,831	729,290

21 Financial commitments

At 28 September 1996 the company had annual commitments under non-cancellable operating leases as follows:

Land	and	buil	ldings
------	-----	------	--------

	1996 £
Expiry date:	£.
Within one year	38,050
Between two and five years	163,050
In over five years	1,632,697
•	1,833,797

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

22 Directors' interests

The directors had interests in the following transactions, arrangements and agreements which existed during the period.

(a) A management charge is payable to the following entities in which the stated directors have interests:

		1996	
		£	£
Crispins Food and Wine	(J M Patel)	241,978	265,843
Colorama Associates (N	(N M Patel, M M Patel)	197,982	215,091
		439,960	480,934

- (b) The company sold goods during the period to entities in which directors or their immediate families have interests. The sales amounted to £1,994,948 (1995: £2,166,266) and were at arms length.
- (c) The company paid rent during the period for certain of its premises to the directors and their immediate families at the current market rate. The rent amounted to £23,796 (1995: £176,900).
- (d) The company has made loans to an entity of which JM Patel and MM Patel are directors. At 28 September 1996, the entity owed the company £129,101.

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

23 Employees

Number of employees

The average number of employees (including directors) during the 52 weeks was:

	1996 Number	1995 Number
Administration	94	83
Shop assistant & warehouse staff	469	587
	563	670
Employment costs		
Managan and a laster	£	£
Wages and salaries	5,070,483	4,803,460
Social security costs	339,645	371,330
Other pension costs	26,286	25,563
	5,436,414	5,200,353

24 Ultimate parent undertaking

The parent undertaking for which group financial statements are drawn up and for which the company is a member is Adminstore Limited, incorporated in England, which the directors regard as being the ultimate parent company.

Copies of these group financial statements are available to the public from Companies House, Crown Way, Cardiff, CF4 3UZ.

EUROPA FOODS LIMITED MANAGEMENT INFORMATION FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

		1996		199
	£	£	£	;
Turnover		33,306,368		36,282,67
Cost of sales				
Opening stock	2,287,296		2,146,072	
Purchases	23,425,128		25,580,308	
Discounts received	(1,481,891)		(1,337,352)	
	24,230,533		26,389,028	
Closing stock	(2,259,109)		(2,287,296)	
		(21,971,424)		(24,101,732
Gross profit		11,334,944		12,180,939
Administrative expenses		(11,258,101)		(11,713,582
Othor operation in com-		76,843		467,35
Other operating income Rent receivable	004.404			
Sundry income	664,161		665,700	
oundry income	289,603		104,890	
		953,764		770,590
Operating profit		1,030,607		1,237,947
Exceptional items				
Profit on sale of fixed assets	-		4,327	
Other interest constitution and at 1911 at		-		4,327
Other interest receivable and similar income Bank interest received	34,583		41,155	
		34,583		41,155
nterest payable				
Non-bank interest paid on loans <5yrs	31,889		54,948	
Non-bank interest paid on loans >5yrs	676,121		755,572	
fire purchase interest paid	238		792	
ease finance charges paid	2,734		6,474	
nterest on overdue tax paid	41,543		•, -	
		(752,525)		(817,786
let profit for the 52 weeks		312,665		465,643

SCHEDULE OF ADMINISTRATIVE EXPENSES FOR THE 52 WEEKS ENDED 28 SEPTEMBER 1996

	1996	1995
	£	£
Administrative expenses	-	_
Wages and salaries (excl. N.I.)	5,070,483	4,803,460
Employer's N.I. contributions	339,645	371,330
Staff pension costs	26,286	25,563
Recruitment expenses	9,972	6,611
Cash collection	59,331	91,840
Rent	2,010,574	2,087,929
Rates	570,628	545,207
Insurance	39,983	77,276
Light and heat	382,818	399,690
Cleaning	112,021	123,667
Repairs, renewals and maintenance	783,520	851,672
Printing, postage and stationery	63,968	58,397
Advertising	13,965	10,628
Telephone	63,838	68,966
Computer costs	64,425	59,375
Motor expenses	179,848	195,767
Travelling and entertainment	72,681	82,519
Legal and professional fees	166,780	154,630
Audit fees	23,979	22,355
Management fee	439,960	480,934
Bank and other charges	138,829	172,714
Staff welfare	33,847	26,548
Security costs	21,614	17,101
Sundry expenses	25,837	33,530
Subscriptions and donations	154,081	284,315
Stocktake charges	37,287	39,547
Depreciation recharged	(59,188)	(19,076)
Depreciation and amortisation	411,089	514,493
Profit on investments	-	(92,801)
Loss on sale of fixed assets	-	219,395
	11,258,101	11,713,582