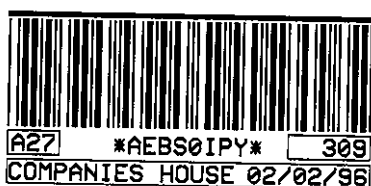


**CONCORD PLC**  
**REPORT AND ACCOUNTS**  
**YEAR ENDED 31ST AUGUST 1995**  
**COMPANY NO. 775443**



# CONCORD PLC

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CONCORD PLC

COMPANY INFORMATION

Directors

B. E. Kerrison

B. J. de Margary

J. B. S. Swallow

Secretary

P. H. Brindley

Registered Office

6 Broad Street Place  
London  
EC2M 7JH

Auditors

Coopers & Lybrand  
1 Embankment Place  
London  
WC2N 6NN

Bankers

Bank of Scotland  
110 St. Vincent Street  
Glasgow  
G2 5EJ

CONCORD PLC  
REPORT OF THE DIRECTORS

The directors present their report and the audited accounts of the company for the year ended 31st August 1995.

**ACTIVITIES**

The company is the parent company of a group whose activities include the design, manufacture and installation of industrial doors, the manufacture of ferrous, non-ferrous and investment castings, the manufacture of domestic garage doors, the design and sale of power transmission and electronic control equipment and the sale of architectural ironmongery.

**REVIEW OF THE BUSINESS**

The company operates as a holding company co-ordinating a number of central administrative activities on behalf of its subsidiaries.

As the company is itself a wholly owned subsidiary, consolidated accounts have not been prepared. A review of the business of the operating subsidiaries is contained in the accounts of the ultimate parent undertaking, Stratagem Group PLC.

**RESULTS AND DIVIDENDS**

The results for the period are set out in the profit and loss account on page 6.

The directors recommend a final dividend of 20.34p per share resulting in a payment of £2,480,000 for the year.

The retained loss for the year has been transferred to reserves.

**FIXED ASSETS**

Movements in fixed assets are shown in note 10 and 11 to the accounts.

**DIRECTORS**

The directors of the company during the period were:

B. E. Kerrison  
B. J. de Margary  
J. B. S. Swallow

The directors in office at 31st August 1995 had no interests in the shares of the company at any time during the period.

The interests of Mr B. E. Kerrison, Mrs B. J. de Margary and Mr J. B. S. Swallow in shares of group undertakings are disclosed in the accounts of the ultimate parent undertaking, Stratagem Group PLC.

CONCORD PLC

REPORT OF THE DIRECTORS  
(Continued)

**AUDITORS**

The directors are proposing the re-appointment of Coopers & Lybrand as auditors to the company at the annual general meeting.

By order of the Board



P. H. BRINDLEY  
Secretary

6 Broad Street Place  
London  
EC2M 7JH

*October 23rd* 1995

**Statement of directors' responsibilities**

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

The directors consider 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 period ended 31st August 1995. The directors also confirm that all accounting standards which they consider to be applicable have been followed, subject to any explanations and material departures disclosed in the notes to the financial statements 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 for taking reasonable steps to prevent and detect fraud and other irregularities.

By order of the Board



P. H. BRINDLEY  
Secretary

6 Broad Street Place  
London  
EC2M 7JH

*October 23rd* 1995

CONCORD PLC

REPORT OF THE AUDITORS TO THE MEMBERS OF  
CONCORD PLC

We have audited the financial statements on pages 6 to 16.

**RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

As described on page 4 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based upon 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 mis-statement, 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 the company's affairs at 31st August 1995 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Coopers & Lybrand*

COOPERS & LYBRAND  
Chartered Accountants and  
Registered Auditors  
London

*9 November* 1995

CONCORD PLC

PROFIT AND LOSS ACCOUNT  
YEAR ENDED 31st AUGUST 1995

	Note	1995 (12 months) £	1994 (17 months) £
<b>TURNOVER - continuing operations</b>		1,198,363	2,278,404
Administrative expenses - continuing operations		(2,717,396)	(2,048,331)
Other operating income - continuing operations		<u>319,080</u>	<u>412,001</u>
<b>OPERATING (LOSS)/PROFIT - continuing operations</b>		(1,199,953)	642,074
Exceptional items - continuing operations	2	-	97,885
Income from fixed asset investments	3	781,250	4,289,204
Interest receivable - bank		5,942	1,786
Amounts written off investments	4	(25,161)	(800,000)
Interest payable	5	<u>(417,435)</u>	<u>(755,532)</u>
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	6	(855,357)	3,475,417
Taxation	9	<u>(83,750)</u>	-
<b>(LOSS)/PROFIT FOR THE PERIOD</b>		(939,107)	3,475,417
Dividends		(2,480,000)	-
<b>RETAINED (LOSS)/PROFIT FOR THE PERIOD</b>		<u>(3,419,107)</u>	<u>3,475,417</u>

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**

(Loss)/profit for the period	(3,419,107)	3,475,417
Unrealised property revaluation	-	(294,771)
Total recognised gains and losses relating to the period	(3,419,107)	3,180,646
Prior year adjustment (note 23)	-	(3,673,815)
Total gains and losses recognised since last accounts	<u>(3,419,107)</u>	<u>(493,169)</u>

**NOTE OF HISTORICAL COST PROFITS AND LOSSES**


Reported (loss)/profit on ordinary activities before taxation	(855,357)	3,475,417
Revaluation reserve realised	-	76,198
Difference between historical cost depreciation charge and the actual depreciation charge for the period on the revalued amount	<u>27,053</u>	<u>2,000</u>
Historical cost (loss)/profit before taxation	<u>(828,304)</u>	<u>3,553,615</u>

CONCORD PLC

BALANCE SHEET - 31st AUGUST 1995

	Note	1995 £	1994 £
<b>FIXED ASSETS</b>			
Tangible assets	10	9,862,654	9,209,858
Investments	11	<u>3,059,665</u>	<u>2,713,576</u>
		12,922,319	11,923,434
<b>CURRENT ASSETS</b>			
Debtors: due after more than one year	12	5,894,974	7,039,317
Debtors: due within one year	12	2,387,537	4,956,684
Cash at bank and in hand		<u>26,744</u>	<u>15,000</u>
		8,309,255	12,011,001
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	13	<u>(14,441,746)</u>	<u>(14,872,601)</u>
<b>NET CURRENT LIABILITIES</b>		(6,132,491)	(2,861,600)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		6,789,828	9,061,834
<b>CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR</b>	14	(1,184,793)	-
<b>PROVISIONS FOR LIABILITIES AND CHARGES</b>	16	(132,806)	(170,498)
		<u>5,472,229</u>	<u>8,891,336</u>
<b>CAPITAL &amp; RESERVES</b>			
<b>CALLED UP SHARE CAPITAL</b>	17	1,219,055	1,219,055
<b>RESERVES</b>			
Share premium account		1,848,690	1,848,690
Revaluation reserve		1,509,238	1,509,238
Merger reserve		878,666	878,666
Profit and loss account	18	<u>16,580</u>	<u>3,435,687</u>
<b>EQUITY SHAREHOLDERS' FUNDS</b>	19	<u>5,472,229</u>	<u>8,891,336</u>

The financial statements were approved by the Board and signed on its behalf by:

  
J. B. S. SWALLOW  
Director

Ordered 23<sup>rd</sup> 1995

CONCORD PLC

NOTES TO THE ACCOUNTS  
31st AUGUST 1995

**1. ACCOUNTING POLICIES**

**a) Accounting convention**

The accounts have been prepared in accordance with applicable accounting standards under the historical cost convention.

**b) Turnover**

Turnover represents rents received and vehicle hire charges from subsidiary undertakings.

**c) Depreciation**

Depreciation is provided at the following rates per annum:

Freehold properties	1% straight line
Leasehold properties	period of lease
Plant machinery and equipment	15% straight line
Computers	25% straight line
Motor vehicles	25% straight line

**d) Interest**

Interest payable is written off to the profit and loss account as it is incurred.

**e) Deferred taxation**

Deferred taxation is calculated using the liability method and provision is made for all material timing differences which are not expected to continue in the foreseeable future.

**f) Pensions**

The company operates a defined benefit pension scheme. The assets of the scheme are held in separate trustee administered funds. Pension costs are paid to the scheme, and are charged to the profit and loss account of subsidiary undertakings so as to spread the cost of providing pensions over the service lives of employees in accordance with the recommendation of an independent actuary. Effects of variations from regular cost are spread over the expected average remaining service lives of members of the scheme. As a valuation surplus has been identified by the most recent actuarial review, the pension costs continue to be charged to the subsidiary companies but, in line with the contribution holiday, amounts are accrued in the balance sheet but are not paid over to the scheme.

**g) Leases**

Rentals applicable to operating leases under which substantially all the benefits and risks of ownership remain with the lessor are charged to the profit and loss account as incurred.

**h) Investments**

Investments in subsidiary undertakings are stated at cost less any provision for permanent diminution in value.

# CONCORD PLC

## NOTES TO THE ACCOUNTS

31st AUGUST 1995

(Continued)

### 1. ACCOUNTING POLICIES (continued)

#### i) Cash flow statement

The company is a wholly owned subsidiary of Stratagem Group PLC and the cash flows of the company are included in the consolidated group cash flow statement of Stratagem Group PLC. Consequently the company is exempt under the terms of Financial Reporting Standard no.1 from publishing a cash flow statement.

#### j) Foreign exchange

Assets and liabilities in foreign currencies are translated into sterling at rates applicable at the period end and transactions at the rate applicable on the date of the transaction. Exchange gains and losses of a trading nature are dealt with in arriving at the loss on ordinary activities before taxation.

### 2. EXCEPTIONAL ITEMS

	1995 (12 months)	1994 (17 months)
	£	£
Reorganisation provision released	-	(1,058,008)
Loss on disposal of subsidiaries (including provision)	-	1,058,330
Profit on disposal of subsidiaries	-	(465,436)
Provision for diminution in value of properties	-	367,229
	<u>-</u>	<u>(97,885)</u>

### 3. INCOME FROM FIXED ASSET INVESTMENTS

	£	£
Dividends from shares in subsidiary undertakings	755,000	4,280,454
Dividends from other investments	26,250	8,750
	<u>781,250</u>	<u>4,289,204</u>

### 4. AMOUNTS WRITTEN OFF INVESTMENTS

	£	£
Amounts written off fixed asset investments as a result of a permanent diminution in value	58	800,000
Subsidiary companies struck off ( note 11 )	25,103	-
	<u>25,161</u>	<u>800,000</u>

### 5. INTEREST PAYABLE

	£	£
On bank loans, overdrafts and other loans:		
Repayable within 5 years, not by instalments	417,435	633,734
Repayable within 5 years, by instalments	-	121,798
	<u>417,435</u>	<u>755,532</u>

# CONCORD PLC

## NOTES TO THE ACCOUNTS 31st AUGUST 1995 (Continued)

### 6. (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	1995 (12 months) £	1994 (17 months) £
(Loss)/profit on ordinary activities before taxation is stated after charging/(crediting) the following:		
Directors' emoluments (note 7)	-	-
Depreciation	157,521	173,310
(Profit)/Loss on disposal of fixed assets	(17,980)	69,622
Profit on sale of investments	(94,080)	-
Auditors' remuneration - audit fee	29,450	29,055
- accountancy / taxation	7,300	-
Hire of motor vehicles - operating leases	322,592	583,536

### 7. DIRECTORS' EMOLUMENTS

None of the directors received any emoluments during the year ( 1994: £nil ).

### 8. EMPLOYEES

Staff costs were:	£	£
Wages and salaries	180,200	305,261
Social security costs	18,741	27,219
Pension costs	2,796	20,995
	<u>201,737</u>	<u>353,475</u>

The average number of employees, excluding executive directors, during the period was 6 (1994 : 8).

### 9. TAXATION

	£	£
The tax charge comprises:		
Corporation tax at 33%		
current year	178,000	-
adjustment for previous year	(103,000)	-
Tax on franked investment income	8,750	-
	<u>83,750</u>	<u>-</u>

CONCORD PLC

NOTES TO THE ACCOUNTS

31st AUGUST 1995

(Continued)

10. TANGIBLE ASSETS

	Land and buildings		Plant and equipment	Motor vehicles	Total
Cost or valuation	<u>Freehold</u> £	<u>Leasehold</u> £	£	£	£
1st September 1994	8,688,880	618,926	86,628	180,565	9,574,999
Additions	411,036	1,827	2,900	229,156	644,919
Intra group transfers	315,002	-	-	16,000	331,002
Disposals	(116,000)	-	-	(97,196)	(213,196)
31st August 1995	<u>9,298,918</u>	<u>620,753</u>	<u>89,528</u>	<u>328,525</u>	<u>10,337,724</u>
Cost - 31st August 1995	-	11,810	89,528	328,525	429,863
Valuation - 31st August 1995	<u>9,298,918</u>	<u>608,943</u>	-	-	<u>9,907,861</u>
	<u>9,298,918</u>	<u>620,753</u>	<u>89,528</u>	<u>328,525</u>	<u>10,337,724</u>
<b>Depreciation</b>					
1st September 1994	145,419	13,901	73,739	132,082	365,141
Charge for the period	85,210	12,111	7,454	52,746	157,521
Intra group transfers	37,976	-	-	-	37,976
Disposals	(4,404)	-	-	(81,164)	(85,568)
31st August 1995	<u>264,201</u>	<u>26,012</u>	<u>81,193</u>	<u>103,664</u>	<u>475,070</u>
<b>Net book value</b>					
31st August 1995	<u>9,034,717</u>	<u>594,741</u>	<u>8,335</u>	<u>224,861</u>	<u>9,862,654</u>
31st August 1994	<u>8,543,461</u>	<u>605,025</u>	<u>12,889</u>	<u>48,483</u>	<u>9,209,858</u>

The cost of freehold land and buildings includes capitalised interest of £154,004 (1994:£154,004).

Freehold and leasehold properties were valued by Sweby Cowan, a firm of independent Chartered Surveyors at 31st March 1993. The directors have reviewed the appropriateness of the valuations for the purposes of the financial statements at 31st August 1995.

The historical cost of revalued properties at 31st August 1995 was £6,683,801 and the net book value on the historical cost basis was £6,176,005.

The net book value of leasehold properties relates to long leases except for £13,637 ( 1994 : £11,810) in respect of short leases.

# CONCORD PLC

## NOTES TO THE ACCOUNTS 31st AUGUST 1995 (Continued)

### 11. INVESTMENTS

Cost or valuation	Shares in subsidiaries £	Other investments £	Total £
At 1st September 1994	2,363,576	350,000	2,713,576
Intra group transfers	-	371,250	371,250
Diminution in value	(58)	-	(58)
Written off during the year	(25,103)	-	(25,103)
At 31st August 1995	<u>2,338,415</u>	<u>721,250</u>	<u>3,059,665</u>

Investments in subsidiaries struck off during the year have been written off as follows :

Anderson & Homer Limited	2
EK Metal Polishers Limited	1
Harrison Industrial Castings Limited	100
R.&J. Park Limited	25,000
	<u>25,103</u>

#### (a) Subsidiary undertakings

The company's principal subsidiaries at 31st August 1995 are listed below. All are wholly owned directly by the company and are registered in England except for Lowland Doors Limited and FP Castings Limited which are registered in Scotland. The subsidiaries operate mainly in their country of registration. The class of capital held in each case is ordinary share capital.

	Principal activities
Acmex Doors Limited	Industrial doors
Amey Grilles and Doors Limited	Grilles and doors
Annstar Group Limited	Architectural ironmongery
BAS Castings Limited	Castings
Bostwick Doors (UK) Limited	Industrial doors
Burton & Deakin Limited	Property management
FP Castings Limited	Castings
Harper & Beardmore Limited	Architectural ironmongery
Henderson-Bostwick Industrial Doors Limited	Industrial doors
Henderson Door Systems Limited	Industrial doors
Hufcor (Partitions) Limited	Operable walls and partitions
Kingdoor Products Limited	Domestic garage doors
Knolsort Limited	Building contractor
Lowland Doors Limited	Industrial doors
Shutter Doors Limited	Industrial doors
Vega Limited	Applied systems and controls

In the opinion of the directors the aggregate value of the investments in subsidiary undertakings is not less than the aggregate of the amounts at which the assets are stated in the balance sheet.

#### (b) Other investments

Other investments represents the company's holding of 5% cumulative preference shares in Deeleys (Castings) Limited ( £350,000 ) and an investment in Mastersoft Developments Limited ( £371,250 ).

CONCORD PLC

NOTES TO THE ACCOUNTS

31st AUGUST 1995

(Continued)

<b>12. DEBTORS</b>	<b>1995</b>	<b>1994</b>
	<b>£</b>	<b>£</b>
Amounts falling due after more than one year:		
Other debtors	140,000	300,000
Amounts due from subsidiary undertakings	<u>5,754,974</u>	<u>6,739,317</u>
	<u>5,894,974</u>	<u>7,039,317</u>
Amounts falling due within one year:		
Trade debtors	33,127	5,034
Amounts due from parent undertaking	-	158,314
Amounts due from subsidiary undertakings	2,128,233	4,639,028
Other debtors	156,057	54,708
Prepayments	<u>70,120</u>	<u>99,600</u>
	<u>2,387,537</u>	<u>4,956,684</u>
Total debtors	<u>8,282,511</u>	<u>11,996,001</u>
<b>13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>		
	<b>£</b>	<b>£</b>
Bank loans and overdrafts	9,590,916	8,533,310
Trade creditors	-	15,531
Amounts due to parent undertaking	2,340,239	77,000
Amounts due to subsidiary undertakings	192,916	4,487,548
Corporation tax	75,000	-
Other taxes and social security	64,288	99,448
Other creditors	719,057	608,120
Amounts due to pension fund (note 22)	<u>1,459,330</u>	<u>1,051,644</u>
	<u>14,441,746</u>	<u>14,872,601</u>
<b>14. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR</b>		
	<b>£</b>	<b>£</b>
Bank loans	<u>1,184,793</u>	<u>-</u>
<b>15. BORROWINGS</b>		
Bank loans and overdrafts are repayable as follows:	<b>£</b>	<b>£</b>
Within one year	9,590,916	8,533,310
Between one and two years	245,220	-
Between two and five years	735,660	-
After five years	<u>203,913</u>	<u>-</u>
	<u>10,775,709</u>	<u>8,533,310</u>

The bank loans and overdrafts are secured by fixed and floating charges over the assets of the group. Interest is charged at variable rates linked to base rate.

CONCORD PLC

NOTES TO THE ACCOUNTS  
31st AUGUST 1995  
(Continued)

16. PROVISIONS FOR LIABILITIES AND CHARGES

	1995	1994
(a) Deferred tax	£	£
No provision has been made in the accounts for deferred tax. The potential liability unprovided is as follows:		
Accelerated capital allowances	<u>303,000</u>	<u>364,000</u>

(b) Provisions	Reorganisation £	Fair value £	Total £
At 1st September 1994	255	170,243	170,498
Utilised during the period	-	(37,692)	(37,692)
At 31st August 1995	<u>255</u>	<u>132,551</u>	<u>132,806</u>

17. CALLED UP SHARE CAPITAL

	1995	1994
Authorised	£	£
15,000,000 ordinary shares of 10p each	<u>1,500,000</u>	<u>1,500,000</u>
Allotted, called up and fully paid		
12,190,555 ordinary shares of 10p each	<u>1,219,055</u>	<u>1,219,055</u>

18. PROFIT AND LOSS ACCOUNT

	£
At 1st September 1994	3,435,687
Loss for the period	<u>(3,419,107)</u>
At 31st August 1995	<u>16,580</u>

19. RECONCILIATION OF MOVEMENT IN  
SHAREHOLDERS' FUNDS

	1995	1994
	£	£
(Loss)/profit for the period	(939,107)	3,475,417
Dividends	(2,480,000)	-
Property revaluation in the period	-	(294,771)
Net (reduction in)/addition to shareholders' funds	<u>(3,419,107)</u>	<u>3,180,646</u>
Opening shareholders' funds	<u>8,891,336</u>	<u>5,710,690</u>
	<u>5,472,229</u>	<u>8,891,336</u>

20. CONTINGENT LIABILITIES

a) The company is included in a Value Added Tax group election under Sch.43 of the Value Added Tax Act 1994. It has therefore guaranteed to pay any tax due by other members of the group. At 31st August 1995 tax owing by the group was £892,074 (31st August 1994 £369,537).

# CONCORD PLC

## NOTES TO THE ACCOUNTS

31st AUGUST 1995

(Continued)

### 20. CONTINGENT LIABILITIES (continued)

b) The company together with other group undertakings entered into an agreement with the Bank of Scotland on 23rd March 1994, whereby balances with the bank are subject to joint and several guarantees. The net group overdraft at 31st August 1995 subject to this agreement amounted to £3,362,745 (31st August 1994: £2,834,379). The bank has a floating charge over all the company's assets and a fixed charge over the company's fixed assets.

c) A guarantee in favour of National Westminster Bank Plc has been given to secure all monies from time to time owing to the said bank by Burton & Deakin (Orpington) Ltd, but limited as to the amount recoverable thereunder to £150,000 and interest, and be executed by the company.

### 21. OPERATING LEASE COMMITMENTS

At 31st August 1995, the company had annual commitments under non-cancellable leases as follows:

	1995	1994
Motor vehicles		
	£	£
On leases expiring within one year	241,056	141,194
On leases expiring between two and five years	-	286,669
	<u>241,056</u>	<u>427,863</u>

### 22. PENSION COMMITMENTS

The company operates defined benefit pension schemes. Contributions to these schemes are based on pension costs advised by an independent actuary and are charged to the profit and loss accounts of subsidiary companies within the group. The most recent actuarial valuation of the scheme at 6th April 1994 showed a valuation surplus. As a result, although the company is still accruing amounts due to the pension scheme, the company has taken advantage of the contribution holiday. Particulars of the most recent actuarial valuation of the group's schemes and the significant actuarial assumptions are contained in the accounts of Stratagem Group PLC.

### 23. PRIOR YEAR ADJUSTMENT

The prior year adjustment related to 31st March 1993 and it was due to a change in accounting policy in respect of investments in subsidiary undertakings. The effect on the balance sheet at 31st March 1993 was to reduce both investments and revaluation reserve by £3,673,815. There was no effect on the profit and loss account in the seventeen months to 31st August 1994.

CONCORD PLC

NOTES TO THE ACCOUNTS  
31st AUGUST 1995  
(Continued)

24. **ULTIMATE PARENT UNDERTAKING**

The parent undertaking is Stratagem Group PLC, a company registered in England. Copies of the group accounts of Stratagem Group PLC can be obtained from the Company Secretary, Stratagem Group PLC, 6 Broad Street Place, London EC2M 7JH.