# TURNBULL & ASSER LIMITED Formerly Turnbull & Asser (Holdings) Limited REPORT AND FINANCIAL STATEMENTS 52 WEEKS ENDED 29 JANUARY 1994



Registered Number: 1066321



\*HN4XJ36C\* [A36] RECEIPT DATE: 23/07/94]

### TURNBULL & ASSER LIMITED DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements of the Company for the 52 weeks ended 29 January 1994.

#### CHANGE OF NAME

On 1 August 1993 the Company changed its name from Turnbull & Asser (Holdings) Limited to Turnbull & Asser Limited.

#### DIRECTORS

The present Directors of the Company are:

Mr A Fayed - Chairman
Mr K T Williams
Mr P E Cuss
Mr J B Tuffney
Mr C J D Hill
Mr J M Walsh (appointed 2 September 1993)
Mr K M Zipp (appointed 2 September 1993)
Mr A P F Ingram (appointed 1 November 1993)

The following Director also held office during the year.

Mr A C James (resigned 15 October 1993)

In accordance with the Articles of Association, no Director is required to seek re-election at the forthcoming Annual General Meeting.

#### PRINCIPAL ACTIVITIES

On 31 July 1993, the trading of the Company's subsidaries, Turnbull & Asser Management Limited, Charles Hill Silks Limited and The Jermyn Street Shirtmakers Limited ceased and all the assets and liabilities were transferred to Turnbull & Asser Limited (formerly Turnbull & Asser (Holdings) Limited).

#### **CHANGE OF HOLDING COMPANY**

The group comprising Harrods Investments plc (formerly House of Fraser Holdings plc) and its subsidiaries, was restructured on 22 December 1993 in preparation for the flotation of House of Fraser plc (formerly House of Fraser Limited). The details are set out in note 16 to the financial statements.

#### DIVIDENDS AND RESERVES

The results for the year are set out on page 6.

After payment of dividends for the year amounting to £453,000, an amount of £517,879 has been transferred to reserves.

### TURNBULL & ASSER LIMITED DIRECTORS' REPORT

#### DIRECTORS' INTERESTS

Apart from Mr A Fayed who is beneficially interested in the shares of Harrods Investments ple the ultimate parent company in the United Kingdom, none of the other Directors in office at 29 January 1994 held any beneficial interest in the shares of Harrods Investments ple or any of its subsidiaries at 30 January 1993 or date of appointment if later, or at 29 January 1994. Directors, who were also Directors of House of Fraser ple during the year, held non beneficial qualification shares in that company at 30 January 1993 and until the group restructuring on 22 December 1993.

No Director has had a material interest, directly or indirectly at any time during the year in any contract significant to the business of the Company.

#### CHANGES IN TANGIBLE FIXED ASSETS

Changes in fixed assets are set out in note 7 to the financial statements.

#### HEALTH AND SAFETY

In accordance with the provisions of the Health and Safety at Work Act 1974, the Company has issued a written statement of its general policy with respect to the health, safety and welfare at work of its employees and the organisation and arrangements for carrying out that policy. This statement has been brought to the notice of all employees of the Company.

#### **DISABLED PERSONS**

It is the policy of the Company to give full and fair consideration to applications for employment from disabled persons, to continue wherever possible the employment of members of staff who may become disabled and to ensure that suitable training, career development and promotion is afforded to such persons.

#### EMPLOYEE INVOLVEMENT

Information is provided regularly to employees by means of normal management communication channels using written materials and face to face meetings. Participation in the future developments of the business is provided through the Company's share option plan.

#### DONATIONS

Charitable donations made and charged in the accounts amounted to £64 (1992/3 - £NIL). No political contributions were made.

#### AUDITORS

Price Waterhouse have expressed their willingness to continue in office as Auditors to the Company and a resolution proposing their re-appointment and authorising the Directors to fix their remuneration will be put to the Annual General Meeting.

### TURNBULL : ASSER LIMITED DIREC ... RS' REPORT

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year.

The Directors have prepared the financial statements on pages 5 to 17 on a going concern basis and consider that the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider applicable have been followed.

The Directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

#### CLOSE COMPANY

As at 29 January 1994 the Company was a Close Company, within the meaning of Part XI Chapter 1 of the Income and Corporation Taxes Act 1988.

By Order of the Board

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**SECRETARY** 

6 April 1994

#### AUDITOR'S REPORT TO THE MEMBERS OF TURNBULL & ASSER LIMITED

We have audited the financial statements on pages 5 to 17 which have been prepared under the historical cost convention, as modified by the revaluation of land and buildings, and the accounting policies set out on page 5.

#### 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 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 explanating which we considered necessary in order to provide us with sufficient evidence to gave 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 the Company's affairs as at 29 January 1994 and of its profit and cash flows for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse Chartered Accountants and Registered Auditors

April 1994

Southwark Towers 32 London Bridge Street London, SEI 9SY

### TURNBULL & ASSER LIMITED ACCOUNTING POLICIES

#### BASIS OF ACCOUNTS

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

The company has taken advantage of Section 228 of the Companies Act 1985 exempting it from producing group accounts.

#### STOCK

Stock is stated at the lower of cost and net realisable value.

#### DEPRECIATION OF TANGIBLE FIXED ASSETS

Depreciation is provided by the Company in order to write down to estimated residual value, if any, the cost or valuation of fixed assets over their estimated useful lives by equal annual instalments, as follows:

Freehold buildings Over 75 - 100 years
Short Leaseholds Remaining period of lease

Fixtures and fittings

Vehicles and equipment

Over 3 - 10 years

Over 4 - 10 years

#### LEASED ASSETS

Rents payable under operating leases are charged to the profit and loss account over the term of the lease.

#### **DEFERRED TAXATION**

Deferred taxation is provided in respect of differences arising from the inclusion of income and expenditure in taxation computations in periods different to those in which they are included in the accounts and where a tax liability is expected to crystallise.

#### PENSION COSTS

Retirement benefits are funded by contributions from the Company and employees. Payments are made to the pension trust, which is financially separate from the Company, in accordance with calculations made periodically by consulting actuaries. Contributions are charged to the profit and loss account on a basis that spreads the expected costs of providing pensions over the average remaining service lives of employees in the plan.

#### **FOREIGN CURRENCY**

All amounts in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Realised gains and losses are dealt with in the profit and loss account.

#### TURNBULL & ASSER LIMITED PROFIT AND LOSS ACCOUNT 52 WEEKS ENDED 29 JANUARY 1994

		52 Weeks to 29/01/94	53 Weeks to 30/01/93
		£	£
Note			
	TOTAL TURNOVER - continuing operations	4,937,409	•
	Value Added Tax	(410,535)	•
1	Turnover	4,526,874	
	Cost of Sales	(2,685,375)	-
	Gross Profit	1,841,499	•
	Distribution costs	(62,175)	-
	Administrative expenses	(905,146)	(321,819)
2	OPERATING PROFIT - continuing operations	874,178	(321,819)
3	Other Income	437,620	646,819
4	Interest	26,267	-
	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1,338,065	325,000
5	Taxation	(367,186)	-
	PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	970,879	325,000
	Dividends paid	(453,000)	(325,000)
	TRANSFER TO RESERVES	517,879	

The movements on reserves are shown in note 14

On 31 July 1993, the trading activities of three of the Company's subsideries, Turnbull & Asser Management Limited, Charles Hill Silks Limited and The Jermyn Street Shirtmakers Limited was transferred to Turnbull & Asser Limited.

The Company has no recognised gains and losses other than those included in the profits above, 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 the historical cost equivalents.

#### TURNBULL & ASSER LIMITFD BALANCE SHEET AT 29 JANUARY 1994

		29/01/94	30/01/93
		£	£
Note			
	FIXED ASSETS		
7	Tangible Assets	871,832	•
8.	Investments	416,003	348,677
		1,287,835	348,677
	CURRENT ASSETS		
9	Stocks	3,063,530	•
10	Debtors due within one year	924,250	814,901
10	Debtors due after more than one year	113,088	90
	Cash and bank balances	2,867,958	18,502
		6,968,826	833,403
11	CREDITORS:		
	Amounts falling due within one year	(6,694,008)	(157,306)
	NET CURRENT ASSETS	274,818	676,097
	TOTAL ASSETS LESS CURRENT LIABILITIES	1,562,653	1,024,774
	PROVISION FOR LIABILITIES AND CHARGES		
12	Deferred taxation	(20,000)	-
		1,542,653	1,024,774
	CAPITAL AND RESERVES		
13	Called up share capital	850,000	850,000
	Capital redemption reserve	30,200	30,200
14	Profit and loss account	662,453	144,574
		1,542,653	1,024,774
	Approved by the Board on 6 April 1994	<del></del>	
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K. T. WILLIAMS

DIRECTOR

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#### TURNBULL & ASSER LIMITED CASH FLOW STATEMENT 52 WEEKS ENDED 29 JANUARY 1994

in the

		52 Weeks to 29/01/94	53 Weeks to 30/01/93
		£	£
Notes			
17 NET CA	ASH INFLOW FROM OPERATING ACTIVITIES	1,760,012	(37,931)
RETUR OF FIN	NS ON INVESTMENTS AND SERVICING ANCE		
Interest	received	26,267	-
	r of investments	(56,763)	24,760
_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	ent of loan from parent undertaking	(776,000)	-
Dividen		(453,000)	(325,000)
	ds received from group undertakings	302,000	325,000
Net cas	h (outflow) / inflow from returns on investments vicing of finance	(957,496)	24,760
TAXA	TION		
Grown	relief paid	(355,000)	-
-	tax paid	(24,186)	<u>-</u>
Tax pai		(379,186)	-
INVES	TING ACTIVITIES		
Purcha	se of tangible fixed assets	(45,613)	_
Net cas	sh outflow from investing activities	(45,613)	**
	SFER OF CASH FROM SUBSIDIARY UNDERTAKINGS ESSATION OF BUSINESSES	3 1,825,205	-
Increa	se / (Decrease) in eash and eash equivalents	2,202,922	(13,171)

		52 Weeks to 29/01/94	53 Weeks to 30/01/93
		£	£
1	TURNOVER is the amount receivable, excluding		
	VAT, for goods and services to customers.		
	United Kingdom	3,031,408	-
	Rest of Europe	320,629	•
	Japan	92,554	-
	Other	1,082,283	-
		4,526,874	•
2	OPERATING PROFIT - is stated after charging:		
	Depreciation of tangible fixed assets	91,871	-
	Revaluation deficit	35,000	-
	Auditors Remuneration		
	Audit fees and expenses	6,038	•
	Rentals paid under operating leases:		
	Property	127,109	-
	Hire of Plant & Machinery	6,866	-
3	OTHER INCOME		
	Income from shares in group undertakings	302,000	325,000
	Management fees	135,620	321,819
		437,620	646,819
4	INTEREST		
	Received from group undertakings	25,701	-
	Other	566	-
		26,267	•
5	TAXATION		
	Taxation based on the profits of the period:		
	Deferred Tax	7,000	-
	Group relief	(350,000)	•
	Foreign taxation	(24,186)	-
		(367,186)	<u> </u>

#### 6 INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	52 Weeks to 29/01/94	53 Weeks to 30/01/93
	£	£
Director's emoluments:		
Fees	287,058	264,736
Compensation for loss of office	13,008	•
Other emoluments including pension contributions	36,615	50,004
	336,681	314,740
Emoluments of the Chairman	-	
Emoluments of the highest paid Director	99,322	78,585
The range of Director's emoluments (excluding pension	1994	1993
contributions) and the number within each range were:	Number	Number
£ 0-£ 5,000	3	1
£ 10,001 ~ £ 15,000	1	-
£20,001 - £ 25,000	-	1
£ 35,001 - £ 40,000	-	2
£ 45,001 - £ 50,000	3	1
£ 60,001 - £ 65,000	••	1
£ 70,001 - £ 75,000	1	•
£75,001 - £ 80,000	-	1
£ 95,001 - £ 100,000	1	-
Employee costs:		
Wages and salaries	1,109,324	
Social security costs	90,388	-
Other pension costs	674	-
	1,200,386	-
	1994	1993
The average weekly number of employees during the period	Number	Number
was as follows:		
United Kingdom	235	•
10		

#### 6 INFORMATION REGARDING DIRECTORS AND EMPLOYEES (Continued)

#### PENSIONS

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During the year, the Company participated in the Harrods Group Pension Plan (formerly House of Fraser Pension Plan), which operated as a defined benefit group pension scheme in the United Kingdom.

The Company pays such contributions to the Plan as are required in order to fund benefits for members and pensioners. The assets of the Plan are held in trust separately from the Company.

The regular pension cost charged to the profit and loss account is based on figures calculated for the Group as a whole which are such as to spread the expected pension costs over the average remaining working lives of employees who are members of the Plan. The regular cost is expressed as a level percentage of the current and expected future earnings using the projected unit method of calculation, having adopted the following actuarial assumptions.

Investment return	9.0 per cent per annum compounded
General pay increases	6.5 per cent per annum coropounded
Dividend growth for asset valuation purposes	4.5 per cent per annum compounded

The total surplus for the Group Plan as at 5 April 1993 has been determined by qualified independent actuaries who are partners of Bacon & Woodrow, Consulting Actuaries. This total surplus has been allocated to the companies within the Group by the Directors of Harrods Investments plc on a basis that is consistent with that adopted in prior years.

Surpluses or deficiencies and associated interest are spread over the same average period as an adjustment to regular cost.

The company's pension charge for the 52 weeks to 29 January 1994 is based on its proportion of the total surplus as follows:

	52 Weeks to 29/01/94	53 Weeks to 30/01/93
	£	£
Regular cost	42,880	•
Variation	(41,399)	-
Net pension charge	1,481	•
The pension prepayment is as follows:		
Opening balance	-	-
(Charge) to the profit and loss account	(1,481)	-
Transfer to Turnbull & Asser Limited from subsidiary undertakings	114,569	-
Closing balance	113,088	-

### 6 INFORMATION REGARDING DIRECTORS AND EMPLOYEES (Continued) PENSIONS

The market value of assets held within the pension plan as at 5 April 1993 was £271.8 million. At this date, the assets were sufficient to cover 114.5% of the benefits that had accrued to members, after allowing for the expected future increases in earnings. The actuarial surplus is being spread over the estimated remaining service life of current employees of 10 years on a straight line basis.

From 9 February 1994 a new pension scheme has been established for the employees and pensioners of the House of Fraser plc Group with independent trustees. The assets of the Plan have been divided in a manner determined by Bacon and Woodrow, pro rata to the entitlements of the relevencemployees and pensioners as at 5 April 1993 and the appropriate proportion of the surplus transferred into the new schemes. The remaining assets continue to reside within the Harrods Group Pension Plan.

7	TANGIBLE FIXED ASSETS	Total	Freehold Properties	Short Leasehold Properties	Fixtures, Fittings & Equipment
		£	£	£	£
	Opening cost and valuation	-	-	-	-
	Additions	50,498	-	-	50,498
	Disposals	(21,732)	<b>.</b>	-	(21,732)
	Group Transfers	1,834,541	385,000	75,937	1,373,604
	Revaluation	(35,000)	(35,000)	-	-
	Closing cost and valuation	1,828,307	350,000	75,937	1,402,370
	Opening aggregate depreciation	-	-	•	-
	Charge for the period	91,871	2,442	1,520	87,909
	Disposals	(16,989)	-	-	(16,989)
	Group Transfers	886,510	2,475	56,049	827,986
	Revaluation	(4,917)	(4,917)	-	•
	Closing aggregate depreciation	956,475		57,569	898,906
	Closing Net Book Value	871,832	350,000	18,368	503,464
	Opening Net Book Value	- -	-	*	-

Freehold properties have been valued by the directors at 29 January 1994 on the basis of open market value for the existing use. The valuation has been incorporated in the accounts at 29 January 1994.

		52 Weeks to 29/01/94	53 Weeks to 30/01/93
		£	£
8	FIXED ASSET INVESTMENTS		
	Shares in group undertakings:		
	Opening cost	348,677	373,437
	Transfers of cost from / (to) group undertakings	230,809	(24,760)
	Transfer of provision to group undertakings	(163,483)	-
	Closing net book value	416,003	348,677

Shareholdings in subsidiary companies, expressed as a percentage of issued shares, are as follows:

Name of Company	Holding	Nature of Business	Country of Incorporation
Hawes & Curtis Limited	100%	Non-Trading	England
The Jermyn Street Shirtmakers Limited	100%	Non-Trading	England
Charles Hill Silks Management Limited .	100%	Non-Trading	England
Turnbull and Asser Management Limited	100%	Non-Trading	Scotland
James Drew Limited	100%	Non-Trading	England
Turnbull and Asser (Ontario) Limited	100%	Licensors	Canada
Charles Hill Silks Limited	100%	Non-Trading	England
DTSG Limited	100%	Non-Trading	England

Shareholdings in subsidiary companies were transferred to Turnbull & Asser Limited from Turnbull & Asser Management Limited, on 31 July 1993.

In the opinion of the Director's, the value of the Company's investments in its subsidiary undertakings is not less than the amount at which it is stated in the balance sheet.

#### 9 STOCKS

The main categories of stock are:

Raw Materials and consumables

Work in progress

Finished goods and goods for resale

1,331,007

194,682

3,063,530

-

		52 Weeks to 29/01/94 £	53 Weeks to 30/01/93
10	DEBTORS		
	Amounts due within one year		
	Trade debtors	578,714	-
	Amounts owed by group undertakings	197,422	814,899
	Other debtors	52,057	-
	Prepayments	96,057	2
		924,250	814,901
	Amount falling due after more than one year		
	Pension prepayment	113,088	-
		1,037,338	814,901
11	CREDITORS	<del></del>	
	Amounts falling due within one year:		
	Bank overdraft	646,534	-
	Trade creditors	343,608	-
	Amounts owed to parent undertaking	1,000,000	-
	Amounts owed to group undertakings	4,016,061	150,177
	Other creditors	204,742	799
	Taxation and social security	159,633	6,330
	Accruals	323,430	-
		6,694,008	157,306
12	DEFERRED TAXATION		
	Provided in respect of capital allowances		
	Opening balance	-	-
	Credited in taxation	(7,000)	-
	Transfer from subsidary undertakings	27,000	-
	Closing balance	20,000	-
	In addition to the amount provided for deferred taxation, there are potential liabilities in respect of taxation deferred in relation		
	Accelerated Capital Allowances	36,000	<u> </u>

		52 Weeks to 29/01/94 £	53 Weeks to 30/01/93 £
13	CALLED UP SHARE CAPITAL	1994	1993
		£	£
	Allotted and fully paid:		
	Ordinary shares of £0.10 each	850,000	850,000
		£	£
	Ordinary shares of £0.10 each	1,000,000	000,000,1
	Deferred Ordinary shares of £0.10 each	30,200	30,200
		1,030,200	1,030,200
14	PROFIT AND LOSS ACCOUNT		
	Opening balance	144,574	144,574
	Transfer to reserves	517,879	•
	Closing balance	662,453	144,574
	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS'	FUNDS	
	Total recognised gains	517,879	-
	Opening shareholders' funds	1,024,774	1,024,774
	Closing shareholders' funds	1,542,653	1,024,774
15	LEASING COMMITMENTS		
	The Company has annual operating lease commitments in		
	respect of land and buildings expiring after five years which		
	amount to:	257,050	**
	The leases are subject to rent review.		

52 Weeks to 53 Weeks to 29/01/94 30/01/93 £

#### 16 PARENT UNDERTAKINGS

The group comprising Harrods Investments plc (formerly House of Fraser Holdings plc) and its subsidiaries, was restructured on 22 December 1993 in preparation for the flotation of House of Fraser plc (formerly House of Fraser Limited). As a result of this reorganisation, the Company's immediate parent company is now Harrods Holdings plc (formerly House of Fraser Property Investment plc), a company registered in England and Wales, which is the parent company of the smallest Group which consolidates the results of the Company.

Harrods Investments plc, a company registered in England and Wales, is the parent company of the largest Group which consolidates the results of the Company.

The ultimate parent company is Alfayed Investment and Trust S.A., a company incorporated in Liechtenstein. The registered and beneficial owners of the whole of that company are Messrs. M. Al Fayed, A. Fayed and S. Fayed.

Copies of the group accounts can be obtained from the registered office of the Company, 14 South Street, London, W1Y 5PJ.

			52 Weeks to 29/01/94	53 Weeks to 30/01/93
			£	£
17	NOTES TO THE CASH FLOW STATEMENT			
	RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIV			
	Operating profit		874,178	-
	Other income from subsidiary undertakings		135,620	-
	Loss on disposal of fixed assets		4,808	
	Depreciation charged		91,871	-
	Revaluation deficit charged to profit & loss account		30,083	-
	Change in stocks		305,674	-
	Change in debtors		1,053,697	-
	Change in creditors		(735,919)	(37,931)
	Net cash inflow from operating activities		1,760,012	(37,931)
	ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS DURING THE YEAR			
	Balance at 30 January 1993		18,502	31,673
	Net cash inflow / (outflow)		2,202,922	(13,171)
	Balance at 29 January 1994		2,221,424	18,502
	ANALYSIS OF THE BALANCE OF CASH AND CASH EQUIVALENTS AS SHOWN IN THE BALANCE SHEET			
		52 Weeks to 29/01/94	53 Weeks to 30/01/93	Change in Year
		£	£	£
	Cash and bank balances	2,867,958	18,502	2,849,456
	Bank overdrafts	(646,534)	-,	(646,534)
		2,221,424	18,502	2,202,922