Annual report for the year ended 30 April 1996

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Directors and advisers

Directors

A D Morris
G A Smith
S T Thistlethwayte

Secretary and registered office

G A Smith Plumtree Farm Industrial Estate Bircotes Doncaster DN11 8EW

Registered Auditors

Coopers & Lybrand Benson House 33 Wellington Street LEEDS LS1 4JP

Bankers

Yorkshire Bank plc 19 St Sepulchre Gate Doncaster DN1 1SJ

Directors' report for the year ended 30 April 1996

The directors present their report and the audited financial statements for the year ended 30 April 1996.

Principal activities

The principal activities of the group are unchanged from last year, and are the buying, building, refurbishment and installation of bottling and brewing plant and machinery and their subsequent resale: the purchase, processing and resale of glass containers, cases, pallets and caps and the provision of services to the bottling and brewing industry.

Review of business

On 1 May 1995 the group acquired the remaining 40% shares in Bawtry Fabrications (1991) Limited in order to consolidate it's fabrication activities. Internal restructuring assisted the group in achieving a significant increase in both sales turnover and pre-tax profit. The directors were satisfied with the company's growth during the year and hope to build on this during 1996/97.

Dividends and transfers to reserves

The directors recommend a final dividend of £4.08 per share be paid. The profit for the year after dividend will be transferred to reserves.

Directors and secretary

The directors of the company who held office at any time during the year to the date of this report were as follows:

A D Morris
G A Smith
S T Thistlethwayte

Directors' interests in shares of the company

The interests of the directors of the company at 30 April 1996 in the shares of the company were:

	30 April 1996	30 April 1995
A D Morris	49,000	49,000

Statement of 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 group and of the profit or loss of the group 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 group 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 of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

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

By order of the board

G/A Smith

Company secretary

Report of the auditors to the members of **Central Bottling International Limited**

We have audited the financial statements on pages 5 to 22.

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 group'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 of the group at 30 April 1996 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.

Chartered Accountants and Registered Auditors

Coopers of hybrand

27 February 1997

Consolidated profit and loss account for the year ended 30 April 1996

	Notes	1996 £	1995 £
Turnover			
Continuing operations	2	25,927,458	15,755,477
Cost of sales		(19,803,180)	(10,759,957)
Gross profit		6,124,278	4,995,520
Net operating expenses	3	(5,027,059)	(4,045,499)
Operating profit			
Continuing operations		1,097,219	950,021
Profit on ordinary activities before interest	6	1,097,219	950,021
Interest receivable and similar income		4,390	9,252
Interest payable and similar charges	7	(215, 588)	(213,972)
Profit on ordinary activities before taxation		886,021	745,301
Tax on profit on ordinary activities	8	(346, 954)	(265, 242)
Profit on ordinary activities after taxation		539,067	480,059
Minority interests		· -	(1,341)
Profit for the financial year		539,067	478,718
Dividends		(200,000)	-
Retained profit for the year	9	339,067	478,718

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.

Note of historical cost profits and losses

	1 996	1995
	£	£
Reported profit on ordinary activities before taxation Difference between historical cost depreciation charge and actual	886,021	745,301
charge on revalued amount of fixed assets	10,706	10,706
Historical cost profit on ordinary activities before taxation	896,727	756,007
Historical cost profit for the year retained after taxation	349,773	489,424

Balance sheets at 30 April 1996

		Group		Company	
	Notes	1996	1995	1996	1995
Fixed assets					
Intangible assets	10	22.085	22,085	22,085	22,085
Tangible assets	11		5,015,170		
Investments	12		-	110,902	
		5,012,581	5,037,255	5,123,483	4,993,988
Current assets					
Stocks	13	4,807,022	5,529,109	4,807,022	5,520,811
Debtors	14	3,079,096	2,895,874	3,079,096	2,905,816
Cash at bank and in hand		570,100	48,253	570,100	26,569
		8,456,218	8,473,236	8,456,218	8,453,196
Creditors: amounts falling due					
within one year	15	(8,019,272)	(9,654,221)	(8, 150, 850)	(9,661,189)
Net current assets/(liabilities)		436,946	(1,180,985)	305,368	(1,207,993)
Total assets less current liabilities		5,449,527	3,856,270	5,428,851	3,785,995
Creditors: amounts falling due					
after more than one year Provisions for liabilities and	16	(1,365,425)	(95,000)	(1,365,425)	(95,000)
charges	17	(333, 580)	(300, 216)	(333,580)	(300,216)
		(1,699,005)	(395,216)	(1,699,005)	(395,216)
Net assets		3,750,522	3,461,054	3,729,846	3,390,779
Capital and reserves					10 500
Called up share capital	19	,		49,000	
Reserves	20	3,701,522	3,359,787	3,680,846	3,341,779
Equity shareholders funds	21	3,750,522		3,729,846	3,390,779
Minority interests			52,267		
		3,750,522	3,461,054	3,729,846	3,390,779
					

The financial statements on pages 5 to 22 were approved by the board of directors on 24/2/1997 and were signed on its behalf by:

A D Morris Director

G A Smith Director lj a Sunts

Consolidated cash flow statement for the year ended 30 April 1996

	Notes	1996	1995
Net cash inflow from operating activities (page 9)		£ 2,197,553	£ 2,072,768
Net cash fillow from operating activities (page 3)			
Returns on investments and servicing of finance			
Interest received		1,176	4,974
Interest paid		(221,990)	(215,796)
Interest paid on finance leases		(2,338)	(1,655)
Dividends paid		(200,000)	-
Net cash outflow from returns on			
investments and servicing of finance		(423, 152)	(212,477)
Taxation		 	
United Kingdom corporation tax paid		(276,018)	(239,692)
Tax paid		(276,018)	(239,692)
Investment activities			
Purchase of tangible fixed assets		(397,951)	(426,747)
Sale of tangible fixed assets		38,691	58,920
Purchase of minority shareholding		(50,000)	-
Net cash outflow from investing activities		(409, 260)	(367,827)
Net cash inflow before financing		1,089,123	1,252,772
Financing			
New loan		1,750,000	-
Repayment of loan		(179, 152)	(306, 365)
Payment of outstanding consideration for			
purchase of own shares		-	(325,000)
Payment of principal under finance leases		(11,207)	(27,090)
Net cash inflow/(outflow) from financing		1,559,641	(658, 455)
Increase in cash and cash equivalents	22	2,648,764	594,317

Reconciliation of operating profit to net cash inflow from operating activities

	1996	1995
	£	£
Operating profit	1,097,219	950,021
Depreciation on tangible fixed assets	404,313	407,421
Gain on sale of tangible fixed assets	(20, 381)	(15, 439)
Decrease/(increase) in stocks	722,087	(344, 292)
(Increase)/decrease in debtors	(180,009)	174,043
Increase in creditors	174,324	901,014
Net cash inflow from operating activities	2,197,553	2,072,768

Notes to the financial statements for the year ended 30 April 1996

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 accounts have been prepared under the historical cost convention, as modified by the revaluation of certain freehold and leasehold land and buildings.

Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 30 April 1996, except where standard accounting practice requires that a subsidiary should be excluded from consolidation. The results of subsidiaries sold or acquired are included in the consolidated profit and loss account up to or from the date control passes. Intra group sales and profits are eliminated fully on consolidation.

Goodwill

Goodwill arising on consolidation represents the excess of the fair value of the consideration given over the fair value of the identifiable net assets acquired. Goodwill arising on the acquisition of subsidiaries and associates is written off immediately against reserves. Other purchased goodwill is eliminated by amortisation through the profit and loss account over its useful economic life.

Turnover

Turnover represents net invoiced sales of goods and services excluding value added tax, discounts allowed, rents and management charges.

Tangible fixed assets

Depreciation is provided at the following equal annual rates in order to write off each asset over its estimated useful life:

Leasehold buildings Over remaining life of lease

Freehold buildings 2.5%

Plant and machinery 10% and 20% Office equipment and fittings 10% and 22.5%

Motor vehicles 25%

No depreciation is provided on freehold land and certain freehold buildings not in use by the company are not depreciated.

Stock and work in progress

Stock and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items. Cost is determined on a first in, first out basis. Net realisable value is based on estimated selling price less further costs expected to be incurred on completion and disposal. Work in progress includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

Deferred taxation

Using the liability method the deferred taxation account represents the tax equivalent of the amount by which tax allowances claimed on fixed assets exceed the depreciation provisions made in the accounts and is calculated at 33%. Provision is also made at current rates for all short term timing differences.

Foreign currencies

Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of settlement. Exchange differences are taken into account in arriving at the operating profit.

Lease Hire Agreements

Assets, which are the subject of finance leases and hire purchase agreements where the company has substantially all the risks and rewards associated with the ownership of the assets, except for legal title, are capitalised as fixed assets and depreciation is charged. The obligation under the agreements for future rentals and repayments are included as liabilities. Assets which are the subject of leases where the company pays a rental for a period's hire which is less than the assets useful economic life are not reflected in the accounts and the rentals are charged to revenue on a straight line basis over the lease term.

Pension scheme

The group operates a non-contributory pension scheme for some directors and a contributory scheme for selected directors and employees. Each scheme's funds are administered by trustees and are independent of the group finances. The group contributions are charged to revenue in the period when the contributions are made.

Intangible fixed assets

No depreciation is provided on the cost of ancillary property rights.

2 Segmental analysis by class of business and geographical area

The analysis by class of business and geographical area of the group's turnover is set out below:

Turnover	19 9 6	1995
	£	£
Class of business		
Plant, machinery and tanks	24,084,031	13,500,780
Bottles, cases, pallets & caps	1,843,427	2,254,697
	25,927,458	15,755,477
Geographical segment		
United Kingdom	13,524,438	9,759,866
Europe	6,372,908	3,141,733
North America/South America	479,787	226,696
Middle East	904,582	583,435
Africa and Far East	4,396,785	1,468,211
Caribbean	244,777	5,431
Australasia	4, 181	570,105
	25,927,458	15,755,477

The directors have not disclosed the profit before taxation attributable to each activity as this would be prejudicial to the group's interests.

3 Net operating expenses

	1996	1995
	£	£
Distribution costs	(207, 324)	(186,857)
Administrative expenses	(877,986)	
Exceptional charge for bad and doubtful debts	(488,000)	-
Other operating charges	(3,650,768)	(3,046,907)
Other operating income		
Rentals	197,019	214,963
Net operating expenses	(5,027,059)	(4,045,499)
4 Directors' emoluments		
	1996	1995
	£	£
Fees	•	_
Other emoluments (including pension contributions		
and benefits in kind)	614,316	622,396
	614,316	622,396

Fees and other emoluments (excluding pension contributions) include amounts paid to:

	1996 £	1995 £
The chairman	202,055	286,246
The highest-paid director		-
• •		

In 1995 and 1996 the Chairman was the highest paid director.

The number of directors (including the chairman and the highest-paid director) who received fees and other emoluments (excluding pension contributions) in the following ranges was:

	1996 Number	1995 Number
£145,001 to £150,000	-	1
£155,001 to £160,000	-	-
£160,001 to £165,000	1	-
£170,001 to £175,000	•	1
£185,001 to £190,000	1	•
£200,001 to £205,000	1	-
£285,001 to £290,000	-	1

5 Employee information

The average weekly number of persons (including executive directors) employed by the group during the year was:

	1996	1995
	Number	Number
By activity		
Factory	164	128
Administration	50	59
		
	214	187
		
	1996	1995
	£	£
Staff costs (for the above persons)		
Wages and salaries	4,412,703	3,539,165
Social security costs	422,484	343,602
Other pension costs	131,749	78,873
	4,966,936	3,961,640
	<u> </u>	. ,

6 Profit on ordinary activities before taxation

	1996 £	1995 £
Profit on ordinary activities before taxation is stated	Z	T
after crediting:		
Rent receivable	156,308	201,868
Profit on disposal of tangible fixed assets	20,381	15,439
And after charging		
Depreciation charge for the year:		105 101
Tangible owned assets	404,313	407,421
Tangible fixed assets held under finance leases	-	4,734
Auditors remuneration: for audit services	16,920	14,470
for non-audit services	4,550	7,650
7 Interest payable and similar charges On bank loans, overdrafts and other loans repayable within five years On finance leases	1996 £ 213,250 2,338	1995 £ 212,317 1,655
	215,588	213,972
8 Tax on profit on ordinary activities	1996 £	1995 £
United Kingdom corporation tax at 33% (1995: 33%)		
Current	334,000	277,375
Deferred	33,364	(5,484)
Over provision in respect of prior years:	,	,
Current	(20,410)	(6,649)
Deferred	-	-
		265.245
	346,954	265,242

9 Profit attributable to members of the parent company

As permitted by S230 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 year dealt within the accounts of the company amounts to £339,067.

10 Intangible fixed assets

Group and company

	1996	1995
	£	£
At 1 May 1995 and 30 April 1996		
Ancillary property rights	22,085	22,085

11 Tangible fixed assets

Group

	Freehold land and buildings £	Leasehold land and buildings £	Plant and machinery £	Office equipment £	Motor vehicles £	Total £
Cost or valuation						
At 1 May 1995	4,333,557	230,122	944,786	694,651	611,283	6,814,399
Additions	39,020	-	118,329	102,559	138,043	397,951
Disposals	-	-	-	(8,964)	(99,686)	(108,650)
Transfers	-	-	-	-	-	-
At 30 April 1996	4,372,577	230,122	1,063,115	788,246	649,640	7,103,700
Depreciation						
At 1 May 1995	414,343	13,687	514,219	431,618	425,363	1,799,230
Charge for year	89,952	2,577	100,898	86,283	124,603	404,313
Eliminated in respect						
of disposals	-	-	-	(2,451)	(87,888)	(90,339)
Transfers	-	-	•	•		
At 30 April 1996	504,295	16,264	615,117	515,450	462,078	2,113,204
Net Book Value						
At 30 April 1996	3,868,282	213,858	447,998	272,796	187,562	4,990,496
Net Book Value						
At 30 April 1995	3,919,214	216,435	430,567	263,034	185,920	5,015,170
			====			***************************************

The net book value of tangible fixed assets includes an amount of £37,872 (1995: £42,606) in respect of assets held under finance leases.

Company

	Freehold land and buildings £	Leasehold land and buildings £	Plant and machinery £	Office equipment	Motor vehicles £	Total £
Cost or valuation			_	-	~	~
At 1 May 1995	4,333,557	206,130	781,725	688,485	606,152	6,616,049
Additions	39,020	•	118,329	102,559	138,043	397,951
Disposals	-	-	-	(8,964)	(99,686)	•
Transfers		23,992	163,061	6,166	5,131	198,350
At 30 April 1996	4,372,577	230,122	1,063,115	788,246	649,640	7,103,700
Depreciation					· · · · · · · · · · · · · · · · · · ·	
At 1 May 1995	414,343	8,890	429,702	428,292	423,821	1,705,048
Charge for year	89,952	2,577	100,898	86,283	124,603	404,313
Eliminated in respect of disposals	_			(2.451)	(97 990)	(00.240)
Transfers	-	4,797	84,517	(2,451) 3,326	(87,889) 1,543	(90,340) 94,183
At 30 April 1996	E04 205	16.264		<u></u>	450.000	
At 50 April 1330	504,295	16,264	615,117	515,450	462,078	2,113,204
Net Book Value						
At 30 April 1996	3,868,282	213,858	447,998	272,796	187,562	4,990,496
Net Book Value						
At 30 April 1995	3,919,214	197,240	352,023	260,193	182,331	4,911,001

The net book value of tangible fixed assets includes an amount of £37,872 (1995: £nil) in respect of assets held under finance leases.

12 Fixed asset investments

Company

	Subsidiary undertakings
Cost	£
At 1 May 1995	60,902
Additions	50,000
At 30 April 1996	110,902

12 Fixed asset investments (Continued)

Name of undertaking	Activity	Shares held
Bawtry Pabrication (1991) Limited	Dormant	100% ordinary shares
Food Equipment Limited	Dormant	100% ordinary shares
Northern Processing Plant Limited	Dormant	100% ordinary shares
Tanks and Vessels Industries Limited	Dormant	100% ordinary shares
Yorkshire Bottle Company Limited	Dormant	100% ordinary shares
Central Plastronics Limited	Dormant	100% ordinary shares

All the companies were incorporated in England which is also the main country of operation.

13 Stocks

	Group		Company	
	1996 1995		1996	1995
	£	£	£	£
Work in progress Machinery, tanks, bottles, cases,	2,082,516	2,983,535	2,082,516	2,983,535
and pallets	2,724,506	2,545,574	2,724,506	2,537,276
	4,807,022	5,529,109	4,807,022	5,520,811

14 Debtors

	Group		Company	
	1996	1995	1996	1995
	£	£	£	£
Trade debtors Amounts owed by subsidiary	2,459,702	2,521,943	2,459,702	2,495,221
undertakings	•	-	-	46,392
Other debtors	324,412	88,715	324,412	88,715
Prepayments and accrued income	294,982	285,216	294,982	275,488
	3,079,096	2,895,874	3,079,096	2,905,816

15 Creditors: amounts falling due within one year

	Gro	uр	Company		
	1996	1995	1996	1995	
	£	£	£	£	
Bank loans and overdraft	517,517	2,344,010	517,517	2,344,010	
Obligations under finance leases	17,404	28,611	17,404	-	
Progress payments on account	1,501,973	2,872,026	1,501,973	2,872,026	
Trade creditors	4,717,879	3,344,612	4,717,879	3,302,025	
Amounts owed to subsidiary					
undertakings	-	-	131,578	129,907	
Advanced Corporation tax	50,000		50,000	· -	
Corporation tax	275,039	287,467	275,039	287,467	
Other taxation and social security	148,009	150,214	148,009	115,707	
Other creditors	606,717	557,400	606,717	552,601	
Accruals	184,734	69,881	184,734	57,446	
	8,019,272	9,654,221	8,150,850	9,661,189	

16 Creditors: amounts falling due after more than one year

	Group		Company	
	1996	1995	1996	1995
	£	£	£	£
Bank loans	1,270,425	-	1,270,425	-
Other loans	95,000	95,000	95,000	95,000
	1,365,425	95,000	1,365,425	95,000

The bank loans and overdraft are secured by a fixed charge on certain freehold land and buildings and by a floating charge over the other assets of the company.

The bank loans which total £1,270,425 are repayable in annual instalments. The rate of interest on the loans is 8.85%.

£

17 Provisions for liabilities and charges

Group and Company

	Group and Company Amount provided		Group and Company Total potential liability				
	1996	1996	1996	1996	1996 1995 19 9	1996	1995
	£	£	£	£			
Tax effect of timing differences because of:							
Excess of capital allowances							
over depreciation	321,660	289,265	321,660	289,265			
Other	11,920	10,951	11,920	10,951			

	333,580	300,216	333,580	300,216			

The movement on the provision for deferred taxation is as follows:

	~
At 1 May 1995	300,216
Transferred to profit and loss account	33,364
At 30 April 1996	333,580

There is a potential liability in respect of the tax which would arise if the group's revalued properties were sold for their revalued amounts. This liability is estimated at £52,000 (1995: £75,000). Full provision has been made for all other aspects of deferred taxation.

18 Pension and similar obligations

The group operates a number of defined contribution pension schemes on behalf of its directors and certain employees. The pension cost charge represents contributions payable by the group amounting to £131,749 (1995: £78,873). At the balance sheet date no contributions were outstanding or prepaid.

19 Called up share capital

	19 9 6	1995
	£	£
Authorised		
100,000 ordinary shares of £1 each	100,000	100,000
Allotted, called up and fully paid		
49,000 ordinary shares of £1 each	49,000	49,000
		

20 Reserves

Group

	Revaluation reserve	Capital redemption reserve	Profit and loss account	Capital reserve	Total
	£	£	£	£	£
At 1 May 1995	1,205,931	51,000	2,085,779	17,077	
Purchase of minority Retained profit for year	-	-	339,067	2,668	2,668 339,067
promotor year					
At 30 April 1996	1,205,931	51,000	2,424,846	19,745	3,701,522
					

Company

	Revaluation reserve £	Capital redemption reserve	Profit and loss account £	Total £
At 1 May 1995	1,205,931	51,000	2,084,848	3,341,779
Retained profit for year	-	-	339,067	339,067
At 30 April 1996	1,205,931	51,000	2,423,915	3,680,846

21 Reconciliation of movements in equity shareholders' funds

	1 996	1995
	£	£
Opening equity shareholders' funds	3,408,787	2,930,069
Profit for the financial year	339,067	478,718
Purchase of minority	2,668	•
Closing equity shareholders' funds	3,750,522	3,408,787
		

22 Cash and cash equivalents

•	1996 £	1995 £
At 1 May 1995 Net cash outflow	(2,246,181) 2,648,764	(2,840,498) 594,317
At 30 April 1996	402,583	(2,246,181)

	1996 £		Change in year £	1995	1994 £	Change in year
Analysis of balances Cash at bank and in	_	_	_	-	•	~
hand	570,100	48,252	521,848	48,252	74,883	(26,631)
Bank overdrafts	(167,517))(2,294,433)	2,126,916	(2,294,433)(2	,915,381)	620,948
At 30 April 1996	402,583	(2,246,181)	2,648,764	(2,246,181)(2	,840,498)	594,317

23 Analysis of changes in financing during the year

	Share capital £	Loans and finance lease obligations £
At 1 May 1995 Inception of finance lease contracts	49,000	173,188
Repayment of principal	-	-
Loans	-	179,152
Finance leases	-	11,207
At 30 April 1996	49,000	363,547
	======	

24 Capital commitments

Capital expenditure authorised by the directors but not yet contracted for is £185,700 (1995: £nil). This is the only capital commitment at the balance sheet date (1995: £50,000).

25 Contingent liabilities

At 30 April 1996 the amount of bank guarantees in respect of upfront deposits totalled £356,054 (1995: £163,000).

26 Transactions with directors

A D Morris is a director and shareholder of Doublewild Limited. At the year end Doublewild Limited owed Central Bottling International Limited £117,444. This amount consists of a loan plus interest on the loan.

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