1362795

# KCC PROCESS EQUIPMENT LIMITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1997

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#### **COMPANY INFORMATION**

**DIRECTORS** 

M E Kirk S R Cordon

**SECRETARY** 

S R Cordon

**BANKERS** 

National Westminster Bank Plc 67 High Street

Staines Middlesex TW18 4PU

National Bank of Bahrain BSC

PO Box 106 Manama

State of Bahrain

**AUDITORS** 

MacIntyre Hudson Ashley House

18/20 George Street

Richmond Surrey TW9 1HD

REGISTERED OFFICE

91-93 Windmill Road

Sunbury on Thames

Middlesex TW16 7EF

REGISTERED NUMBER

1862795

#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 1997

The directors submit their report and the audited financial statements for the year ended 31 March 1997.

#### **ACTIVITIES**

The principal activities of the company throughout the year continued to be those of providing process engineering services and supplies for oil and gas plant installations.

#### REVIEW OF BUSINESS AND FUTURE DEVELOPMENT

1996/97 was a milestone in KCC's development, and represented the year the company's UK office grew to a size which was large enough to allow the thrust of our development to be redirected towards enhancing customer service.

Our Abu Dhabi branch secured and delivered the first of many new orders, manufactured by our alliance partners. Deutsche bcock. This regional presence also helped our UK head office win two major contracts in the Arabian Gulf, which are both progressing well and will be delivered in the Summer of 1997.

Our investment in IT systems has greatly enhanced our inter-office and customer communications. We are now ahead of most competitors in terms of contract management and data exchange with other parties and further investments aimed at reducing paper systems will be undertaken in 1997.

KCC is firmly committed to a vision of long term growth through a network of international branches, and our main goal in the forthcoming year is to utilise the "Investors in People" standard to develop our personnel in line with our ambitious business objectives, thereby delivering the best possible customer service.

The pre-tax profit of £647,000 on a turnover of £15,300,000 is a significant step towards sustainable profitable growth to fund our development and is considered reasonable by the directors, who are recommending a dividend of 8.7 pence per share to ensure the majority of our earnings remain within the company for the future.

#### **DIVIDENDS**

The directors recommend the payment of a final dividend for the year of £22,000 (1996: £11,000).



The directors who held office during the year and their beneficial interests in the issued share capital were as follows:

31 March 1007 31 March 1006

	JI (Viaicii 1997	21 lytaten 1990
M E Kirk	134,090	134,090
S R Cordon	51,497	51,497

#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 1997

(Continued)

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year 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;
- follow applicable accounting standards, subject to any material departures disclosed and explained in the accounts: 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.

#### **AUDITORS**

The auditors, MacIntyre Hudson, will be proposed for reappointment in accordance with Section 385 of the Companies Act 1985.

By Order of the Board

S R CORDON Secretary

91-93 Windmill Road Sunbury on Thames Middlesex TW16 7EF

7 washed 1997

#### **AUDITORS' REPORT TO THE SHAREHOLDERS**

OF

#### KCC PROCESS EQUIPMENT LIMITED

We have audited the financial statements on pages 5 to 16.

#### 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 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 the company's affairs as at 31 March 1997 of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ma Shift Hadson

MACINTYRE HUDSON Chartered Accountants Registered Auditor

Ashley House 18/20 George Street Richmond Surrey TW9 1HD

7 marshar 1997.

#### PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 1997

	<u>Notes</u>	<u>1997</u> £	1996 £
TURNOVER	2	15,332,430	6,984,959 *
Cost of sales		(13,786,336)	(6,290,522)
GROSS PROFIT		1,546,094	694,437
Administrative expenses		(979,177)	(677.892)
OPERATING PROFIT	3	566,917	16,545
Interest receivable and similar income	e	88,145	40.579
Interest payable	6	(7,761)	(3,476)
PROFIT on ordinary activities before taxation		647,301	53,648
TAXATION on ordinary activities	7	(206,750)	(17,620)
PROFIT on ordinary activities after t	axation	440,551	36,028
VIDENDS - equity interests	8	(22,000)	(11,000)
RETAINED PROFIT for the financial year	al 18	£ 418,551	£ 25,028

All of the company's operations are classed as continuing.

The company has no recognised gains or losses other than the profit for the year.

\* Comparatives restated (see accounting policies).

The notes on pages 8 to 16 form part of these financial statements.

#### BALANCE SHEET - 31 MARCH 1997

	Notes	Notes 1997		1996		
	11000	£	£	£	<del></del>	£
FIXED ASSETS						
Intangible assets	9		7,700			9,800
Tangible assets	10		186,551			82,771
Investments	11		2			2
			101050			
			194,253			92,573
CURRENT ASSETS						
Work in progress	12	192,142		36,807 *	ķ	
Debtors	13	5,107,993		2,740,464 *	k	
Cash charged against						
performance bonds	20/21	745,996		438,193		
Other bank and cash		2,666,759		24,923		
		8,712,890		3.240,387		
CREDITORS: amounts falling due						
within one year	14	7,476,425		2,425,496 *	<b>k</b>	
,			1 027 475			014.001
NET CURRENT ASSETS			1,236,465			814,891 
			1,430,718			907,464
CREDITORS: amounts falling due						
after more than one year	15		(69,277)			(-)
PROVISION FOR LIABILITIES						
AND CHARGES	16		(251,490)			(216,064)*
			£ 1,109,951		£	691,400
PITAL AND RESERVES			050.000			052.000
Called up share capital	17		253,000			253,000
Share premium account	18		4,070			4,070
Profit and loss account	18		852,881			434,330
EQUITY SHAREHOLDERS FUNDS	19		£ 1,109,951		£	691,400
			=======		==	

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The notes on pages 8 to 16 form part of these financial statements

\* Comparatives restated (see accounting policies)

#### CASH FLOW STATEMENT YEAR ENDED 31 MARCH 1997

	<u>Notes</u>	<u> 1997</u>	<u>1996</u>
Net cash inflow from operating activities (see below)		£ 2,977,557	£ 227.260
Returns on investments and servicing of finance	23a	80,384	37.103
Taxation		(15,042)	(51,370)
Capital expenditure and financial investments	23b	(174,231)	(43,735)
Acquisitions and disposals - purchase of goodwill		-	(10,502)
nity dividends paid		(11,000)	(11,000)
Net cash inflow/(outflow) before use of liquid resources and financing		2,857,668	147.756
Management of liquid resources Financing	23c 23d	(2,785,734) 91,971	466,446
Increase in cash		£ 163,905	£ 614,202
Reconciliation of operating surpluses to net cash inflow from operating activities			
Operating profit Depreciation and amortisation (Profit)/loss on sale of tangible fixed assets Change in debtors Change in creditors Change in stock and work in progress Change in warranty provision		566,917 66,108 6,443 (2,367,529) 4,825,527 (155,335) 35,426	16,545 51,223 (2,750) (369,553) 279,081 380,733 (128,019)
Net cash inflow from operating activities		£2,977,557 ======	£ 227,260
Reconciliation of net cash flow to movement in	net fund (deb	ot):	•
Increase in cash in the period  Cash inflow from increase in hire purchase finance leases	and	163,905 (91,971)	614.202
Cash used to increase/(withdrawn from) liqu	uid resources	2,785,734	(466,446)
Change in net debt Net funds at beginning of year		2,857,668 463,116	147.756 315,360
Net funds at end of year	23e	£ 3,320,784	£ 463,116

The notes on pages 8 to 16 form part of these financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 1997

#### 1. ACCOUNTING POLICIES

The principal accounting policies which are adopted in the preparation of the financial statements are set out below.

- (a) Basis of accounting
  - The financial statements have been prepared under the historical cost convention and in accordance with applicable Accounting Standards.
- (b) Turnover

Turnover comprises the amounts recoverable from customers in respect of the activity on contracts during the accounting period. The amounts included in respect of incomplete major long term contracts are shown separately under debtors in the Balance Sheet.

#### (c) Accounting for Contracts

Major long term contracts incomplete at the accounting date are assessed on a contract by contract basis and reflected in the profit and loss account by recording turnover and related costs as contract activity has progressed to the accounting date. Once the outome of a contract can be assessed with reasonable certainty, an amount of profit appropriate to the value of work completed is recognised.

Provision is made in respect of any individual contract where an overall loss is foreseen at the accounting date.

The company has a large number of ancillary contracts of a minor and short term nature, often being additional services supplied to its major customers. If these are incomplete at the accounting date the costs of purchase and conversion to date are carried forward, after provision for any foreseeable loss. No profit is taken until these contracts are completed.

#### Change in Accounting Policy for Turnover and Accounting for Major Long Term Contracts

In view of the growth in major long term contracts in the accounting period the directors have reappraised the policies adopted and consider the above bases to be more appropriate.

Previously, turnover included invoiced sales and invoiced requests for stage payments on major long term contracts, based on the terms of each contract which did not necessarily measure the stage of completion reached at the accounting date. Where stage billings were in excess of costs to date that excess was deducted from turnover and carried forward in the balance sheet as deferred income.

Had the old policy been applied in the current year reported turnover would have been £16,154,709 (new basis £15,332,430) and comparatives £6,457,690 (new basis £6,984,959).

As there has been no change in the view taken in regard to the treatment of unrealised profits there has been no change in the results reported or on the net current assets of the company for both years. Comparative figures have been adjusted to reflect the new basis of disclosure.

#### NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 1997

#### 1. ACCOUNTING POLICIES (Cont'd)

#### (d) Provision for Expenditure Under Warranty

The company provides for costs which may be incurred on completed contracts whilst under warranty. The provision is based upon the historical experience of likely costs to be incurred on warranty works and annually reviewed against specific contracts to ensure that known additional risks and actual notifications of claims have been adequately provided for.

In prior years this provision has been classified as deferred income in the balance sheet within creditors. The directors now consider it more appropriate to show this figure separately and the comparatives have been adjusted accordingly.

#### (e) Fixed Assets

Depreciation and amortisation is provided to write off the cost of the tangible and intangible fixed assets in equal annual instalments at the following rates:

Goodwill	20%
Leasehold acquisition costs	4%
Office equipment and furniture	20%
Computer equipment	331/3%
Motor vehicles	25%

#### (f) Leases

Assets obtained under finance leases and hire purchase contracts are included in fixed assets. Other leased assets used by the company where substantially all of the benefits and risks of ownership remains with the lessor are termed operating leases. Rentals applicable to operating leases are charged against profit on a straight line basis over the period of the lease.

#### (g) Research and Development

Research and development expenditure is written off in the year in which it is incurred.

#### (h) Deferred Taxation

Provision is made, under the liability method, for taxation deferred in respect of all material timing differences, only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or an asset will crystallise in the foreseeable future.

#### (i) Foreign Currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies during the year are recorded in sterling at the rates of exchange prevailing on average over the month of the transaction or at the contracted rate of the transaction if covered by a forward exchange contract.

#### (j) Pension Scheme

The company's pension plan is a defined contributions scheme. Consequently, the annual instalments charged to the profit and loss account are fixed under the terms of the scheme and the company has no potential liability other than the payment of those instalments.

2.	TURNOVER The analysis of turnover by geographical area is as follows:  United Kingdom Middle East Europe Other	1997 £ 4,120,946 8,164,418 1,042,031 2,005,035 £ £15,332,430	1996 £ 2,360,537 1,027,405 1,069,652 2,527,365 £ 6,984,959
•	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting):	<u>1997</u> £	1996 £
	Staff costs (note 4) Depreciation Adjustment on disposal of fixed assets Auditors' remuneration Auditors' remuneration in respect of other services Amortisation of goodwill (Profit)/loss on exchange	967,362 64,008 6,443 6,500 7,925 2,100 (73,701)	711,541 50,523 (2,750) 5,500 5,725 700 6,600
4.	STAFF COSTS Staff costs, including directors' remuneration were as follows:  Wages and salaries Social security costs Other pension costs	1997 £ 858,656 73,821 34,885  £967,362	1996 £ 617,991 62,534 31,016  £711,541
	The average weekly number of employees during the year was 26 (1996: 24)		
	Management and administration  Direct work on contracts and sales	5 21 2	5 19 24
		=====	

5.	DIRECTORS' REMUNERATION	_1997_	1996
	Emoluments for services as directors including benefits in kind Contributions to money purchase pension scheme	105,474 12,000  £117,474 =====	95,146 12,000 £107,146
6.	INTEREST PAYABLE	<u>1997</u> £	<u> 1996</u>
	Hire purchase and notional finance lease interest Bank interest Interest on late payment of taxation	2,972 4,744 45	£ 2,239 1,237
		£ 7,761	£ 3,476
7.	TAXATION The taxation charge on the profit on ordinary activities for the year was as follows:	lows: £	<u>1996</u> £
	Corporation tax at current rates Overprovision in prior years	206,750	18,000 (380)
		£206,750	£ 17,620
	The net effective rate of corporation tax used to calculate the charge was 30.3	1% (1996: 25.0%	)
8.	DIVIDENDS	_1997_	1996
	Final proposed @ 8.7p on equity shares (1995: 4.35p) per share	£ 22,000	£ 11,000

# NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 1997 (Continued)

9.	INTANGIBLE FIXED ASSETS	<u>Goodwill</u>
		£
	COST	
	At 1 April 1996 and 31 March 1997	10,500
		=====
	<u>AMORTISATION</u>	
	At 1 April 1996	700
	Charge for the year	2,100
	At 31 March 1997	2,800
	NET BOOK VALUE	
	At 31 March 1997	£ 7,700
		=====
	At 31 March 1996	£ 9,800
		=====

Goodwill arose on the purchase of the business and assets of R J B Engineering Limited which has since changed its name to Nisharm Ltd.

10.	TANGIBLE FIXED ASSETS	Leasehold acquisition costs	Computer equipment £	Office equipment and <u>furniture</u> £	Motor <u>vehicles</u> £	<u>Total</u> £
	COST		••			
	At 1 April 1996	7,137	131,189	57,465	93,132	288,923
	Additions	· •	76,490	98,612	-	175,102
	Disposals	(7,137)	(30,626)	(27,080)	-	(64,843)
	At 31 March 1997		177,053	128,997	93,132	399,182
	THE ST INITION 1997					
	DEPRECIATION					
	At 1 April 1996	1,421	88,888	44,017	71,826	206,152
	Charge for the year	258	30,249	16,606	16,895	64,008
	Released on disposal	(1,679)	(30,626)	(25,224)	-	(57,529)
	At 31 March 1997		88,511 	35,399 	88,721 	212,631
	NET BOOK VALUE					
	At 31 March 1997	£ -	£ 88,542	£ 93,598	£ 4,411	£186,551
	At 31 March 1996	£ 5,716	£ 42,301	£ 13,448	£ 21,306	£ 82,771

Included in the total net book value of tangible assets at the accounting date was £100,057 (1996: £Nil) in respect of assets held under finance leases and hire purchase contracts. The charge for depreciation in respect of these assets amounted to £12,459 (1996: £Nil).

11	INVESTMENTS			
			<u>1997</u> £	<u>1996</u> £
	Unlisted investments - subsidiary undertaking		£ 2	£ 2
		Country of Registration	Class of Business	Net <u>Assets</u>
	RJB Engineering Ltd	England	Dormant	£ 2
12	WORK IN PROGRESS			
			<u>1997</u> £	<u>1996</u> £
	Work in progress on minor contracts		£192,142	£ 36,807
13	DEBTORS			
			<u>1997</u> £	<u>1996</u> £
	Amounts recoverable on contracts Trade debtors		3,813,444 1,119,601	1,440,183 1,228,413
	Taxation recoverable Other debtors		90,210 28,863	11,425
	Prepaid expenses		55,875	60,443
			£ 5,107,993	£ 2,740,464
	CREDITORS: amounts falling due within one year		1007	1007
			<u>1997</u> £	<u>1996</u> £
	Hire purchase and lease agreements		22,694	-
	Payments received on account		19,182	-
	Trade creditors		7,075,149	2,270,499
•	Corporation tax		204,208	15,250
	ACT payable		5,500	2,750
	Social Security and other taxes		33,778 1,000	69,009
	Other creditors		92,914	56,988
	Accrued expenses Dividends payable		22,000	11,000
			£7,476,425	£2,425,496
				<del>======</del>

15	CREDITORS: amounts falling due after more than one year		
		<u>1997</u> £	<u>1996</u> £
	Hire purchase and finance lease liabilities	£ 69,277 =====	£ - ====
	The aggregate amount of hire purchase and finance lease liabilities was as follows:		
•	Falling due within one year Falling due within two to five years	22,694 69,277  £91,971	- -  £ -
		====	=====
16	PROVISION FOR LIABILITIES AND CHARGES		
	Warranty provision:		
	At beginning of year Transfer from/(to) profit & loss account	216,064 35,426	344,083 (128,019)
	At end of year	£251,490 =====	£216,064 =====
17	CALLED UP SHARE CAPITAL		<u>1996</u> £
•	Authorised ordinary shares of £1 each	£1,000,000 ======	£ 1,000,000
	Allotted, and fully paid 253,000 ordinary shares of £1 each	£ 253,000	£ 253,000
18	RESERVES	Profit and S loss account	hare premium
		£	£
	At beginning of year Retained profit for the year	434,330 418,551	4,070
	At end of year	£852,881 =====	£ 4,070

# NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 1997 (Continued)

# 19 RECONCILIATION OF MOVEMENTS ON SHAREHOLDERS' FUNDS

	<u> 1997</u>	<u> 1996</u>
	£	£
Profit for the financial year	440,551	36,028
Dividends	(22,000)	(11,000)
Shareholders' funds at beginning of year	691,400	666,372
Shareholders' funds at end of year	£1,109,951	£ 691,400
- · · · · · · · · · · · · · · · · · · ·	======	

#### 20 CHARGES

The overdraft and bonding facilities are secured by way of a charge over all fixed and floating assets of the company and a specific charge over £745,996 (1996 £438,193) cash held by the bank as cover against performance bonds in favour of National Westminster Bank Plc.

#### 21 CONTINGENT LIABILITIES

The company's bankers have provided performance bonds on contracts entered into by the company, up to a total value of £1,243,330 (1996: £736,596). In the event of the company's failure to meet its obligations under these contracts, it would be liable to its bankers up to the value of these bonds.

1997

1996

#### 22 OPERATING LEASE COMMITMENTS

At 31 March 1997 the company had the following annual commitments under operating leases:

	£	£
Leases relating to the hire of		
buildings which expire:		
After five years	£50,000	£ -
·	=====	=====
Other leases:	•	•
Within one year	£ -	£ · 360
Between two and five years	£ 1,221	£ -
•	. =====	

The other leases are non-cancellable.

# NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 1997 (Continued)

#### 23. CASH FLOW STATEMENT NOTES

CAS	BH FLOW STATEMENT NOTES		<u>1997</u>	<u>1996</u> £
a)	Returns on investments and servicing		£	L.
·	of finance			
	Interest received		88,145	40,579
	Interest paid	as mental contracts	(4,789)	(3.476)
	Interest element of hire purchase and finance lea	se remai contracts	(2,972)	
			£ 80,384	£ 37,103
			=====	=====
b)	Capital expenditure and financial investments	8		
~)	Purchase of tangible fixed assets		(175,102)	(46,485)
	Sale of tangible fixed assets		871	2,750
			6/17/1001)	 C(42, 72.5)
			£(174,231) =====	£(43,735)
c)	Management of Liquid Resources		2,477,931	· _
	Cash placed on term deposit Cash placed on/(withdrawn from) deposit and ch	narged	4,477,991	_
	against performance bonds	5	307,803	(466,446)
			£2,785,734	£ (466,446)
d)	Financing		======	
	Capital element of new hire purchase and finance lease contracts		102,505	_
	Repaid capital element of hire purchase and finance lease contracts		(10,534)	-
			£ 91,971 =====	± - =====
e)	Analysis of change in net funds (debt)	<u>1/4/96</u>	Cash flow	31/3/97
	Cash in hand, at bank	223,399	245,220	468,619
	Overdrafts	(198,476)	(81,315)	(279,791)
		24,923	163,905	188,828
	Debt due within 1 year	· •	(22,694)	(22,694)
	Debt due after 1 year	<del>.</del> 	(69,277)	
	Current asset investments	438,193	2,785,734	3,223,927
	TOTAL	£ 463,116	£2,857,668	
		========		===== <del>=</del>

#### 24. CONTROL OF THE COMPANY

The company is controlled by Mr M E Kirk, the majority shareholder and managing director.