1876354

Daly Transport Services Plc

Report and Financial Statements

Year Ended

31 January 1997

REGISTRAR OF COMPANIES





Annual report and financial statements for the year ended 31 January 1997

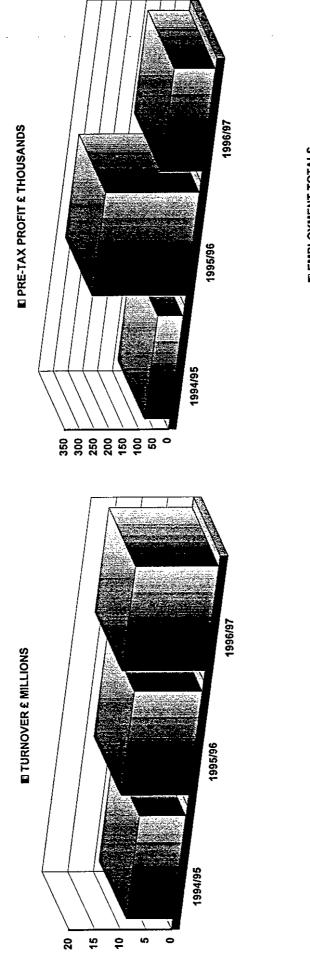
Contents

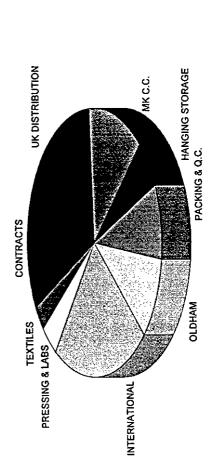
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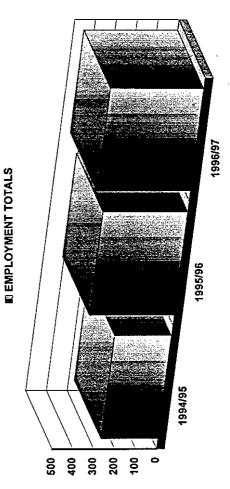
| 1 | Company information |
|----|------------------------------------------------|
| 2 | Notice of Annual General Meeting |
| 3 | Chairman's report |
| 5 | Directors' profiles |
| 7 | Report of the directors |
| 9 | Report of the auditors |
| 10 | Consolidated profit and loss account |
| 11 | Consolidated balance sheet |
| 12 | Balance sheet |
| 13 | Consolidated cash flow statement |
| 14 | Notes forming part of the financial statements |

FINANCIAL HIGHLIGHTS

EACH YEAR ENDING 31ST JANUARY







TURNOVER BY DEPARTMENT

Company information

Directors

M J Daly, Chairman and Managing Director

T H Rayner M A (Oxon) F C C A, Finance Director

G A Heggie F C A, Non-Executive P A Woodrow, Non-Executive

Secretary

T H Rayner M A (Oxon) F C C A

Registered office

20 Regent Street London SW1Y 4PZ

Bankers

Barclays Bank plc Acorn House

36/38 Park Royal Road

Park Royal

London NW10 7JA

Auditors

BDO Stoy Hayward 8 Baker Street London W1M 1DA

Solicitors

Fox Williams City Gate House 39-45 Finsbury Square London EC2A 1UU

Registrars

Johnson Fry plc 20 Regent Street London SW1Y 4PZ

Company number

1876354

Chairman's report for the year ended 31 January 1997

Turnover in the year ending 31 January 1997 increased by 20% to £16,037,699. This was a notable achievement given the period of restructuring and relocation that DTS endured. However, in what was also a difficult year for both the retail and logistics sectors, DTS has unfortunately to report a drop in net profits to £149,575 after restructuring costs.

In a previous review of our whole business, we stated that we had capacity problems in some of our depots, which set limits to growth. Therefore, having established a new long term agreement with one of our major retail customers, we opened a major new 82,000 sq ft export depot at Milton Keynes. This new modern equipped site enabled us not only to satisfy the 10 year growth expectations of our customer, but allowed us to move our UK distribution operation into the space released by the move at our existing Brimsdown facility in Middlesex. These two divisional moves were of the largest departments within the company and also brought about the necessity to move our hanging garment storage and vehicle workshop departments. In total, almost half of our 450 workforce moved locations which, coupled with a 20% growth, brought about its fair share of operational inefficiencies and difficulties. However, organic growth from our core blue chip customers has been of decisive importance in the year's relocation decisions which I am confident were right in the long term.

The demand on working capital during the moves was intense and the related restructuring costs were greater than originally anticipated. This, together with the pressure on margins, resulted in the disappointing year end profit figures.

The company's bankers and key suppliers maintained their support to enable DTS to meet the expected increases in working capital and with a more conservative growth plan for the year ahead, we believe that with the operational initiatives introduced, combined with stricter financial management and cost controls, we have provided a good trading platform for the year ahead.

Almost all our value added and pre-retail operations achieved a satisfactory gross margin, given the inefficiencies brought about by relocation. In the year ahead we intend concentrating on these services that achieved the highest returns, namely fabric testing laboratories, quality control, pressing and EDI replenishment picking.

Many new computer links have been set up with our core customers within the year, which further strengthened our warehousing and stock control ties. Several new mezzanine floors were, and are still being installed to facilitate the growth of our pre-retailing services, without the need to take on new outside warehousing space and associated costs. A number of new "added value" contracts have been signed in the current year, adding to our fabric storage and garment quality control portfolio.

In the transportation department of DTS, the results for the year ending 31 January were somewhat more disappointing. The UK Distribution division operates some eighty-five vehicles spread across Oldham, Leeds, Derby with Brimsdown now being the main hub. One of our core customers within the year considerably changed their volume patterns with DTS. Since this happened at a time of our relocation it caused several months of disruption.

It has been recognised that the new supply chain initiatives introduced now by many of the high street multiples, have led to smaller consignments, higher frequency and shorter, more accurate transit times.

Chairman's report for the year ended 31 January 1997 (Continued)

As ever, we have quickly responded to these trends and adjusted our vehicle fleet mix accordingly. The new night cross-docking hub at Brimsdown is bringing the benefit of time compression into the logistics cycle and therefore we anticipate a return to profitability for the UK Distribution Division early in the coming year. We are further stripping out non core transport business and focusing on contract distribution and bulk primary nominated carrier schemes. Never has the term "turnover is vanity and profit is sanity" been so applicable, so we are determined to put this original core profit department back on track.

The remainder of our fleet of one hundred vehicles and fifty trailers operates mostly within our international logistics department. This too had a tough year, but with some strong management disciplines in the mid period it began to show signs of recovery in the latter stages. We have initiated a programme of less dependency on company operated traction and greater use of owner drivers, especially for the long haul traffic into the Eastern Bloc and North Africa. This is proving to be more cost effective and offers a higher degree of control in what are still risk markets.

This is the first year that our associate Plane-Sailing Logistics Limited has contributed to the groups results adding £30,000 to the pre-tax profit. The concept of "one stop shopping" for all companies logistical needs is gathering pace along with the need for optimum methods of moving freight be it by sea, air or bi-modal via road and rail.

As in any dynamic "twenty four hours a day" business, I must praise the extreme efforts of our 30 strong management team and our 400 plus administration, warehouse and driver workforce. They too felt the vast degree of change within the year, both operationally and in lower distributions from their Profit Related Pay Scheme. This year we are spending more of our efforts on developing their skills, as after all, they are the biggest asset which the company has at its disposal. We have established a Works Council and re-launched with greater emphasis our staff suggestion schemes as well as rewarding outstanding service and commitment.

Since we advocate a policy of stable jobs for all our full time employees, we are introducing a new "agency pool" of multi-skilled staff, to accommodate the vast peaks and troughs we experience across many of our operating divisions. This is being set up as its own cost centre and is anticipated to roll out across all depots in the years to come to give us stricter financial controls on departmental staff costs as a ratio of seasonal turnover.

In the current trading year turnover has met expectations but there has been continued pressure on margins. Management are giving close attention to improving profitability in a very competitive market.

Michael Daly Chairman and Managing Director

19 May 1997

Directors' profiles

Michael John Daly - 64% shareholder

Michael Daly is 38 and founded the business in 1980. Prior to that he obtained an H.N.D. in Business Studies from Middlesex Polytechnic and gained short term work experience in the transport industry. He was sole proprietor of the company until its incorporation in 1985 when he became its Chairman and Managing Director, which posts he still holds.

Michael Daly now has seventeen years experience in the garment distribution industry and has built up an impressive list of customers and contacts at the highest level. He holds the R.S.A. Certificate of Professional Competence in Transport Management and in 1988 received an Industrial Achievement Award from the R.H.A.. Under his leadership, DTS has obtained recognition from all the major transport and garment trade bodies and journals and was visited by HRH The Princess Royal in Autumn 1995. He is also a member of the BKCEC and Institute of Logistics and a regular guest speaker on trade issues.

Timothy Howard Rayner MA (Oxon) FCCA - 6% shareholder

Timothy Rayner is 44 and joined DTS in 1988 as Finance Director Designate. He obtained a second class honours degree in Modern History at Keble College, Oxford University in 1973 and passed the final examinations of the Chartered Association of Certified Accountants in 1979. He has since been admitted as a fellow of the Association.

Prior to joining DTS he spent three and a half years in a senior financial position with a division of the Wincanton Transport and Distribution Group. Prior to that he worked as a Management Consultant with Coopers and Lybrand Associates and has also held accountancy positions in industry and the public sector.

Timothy Rayner has twenty years experience in finance and associated activities. In recent years he has gained considerable understanding and practical experience in the distribution industry, and holds the R.S.A. Certification of Professional Competence in Transport Management.

Michael Heavey - Sales Director - Brimsdown (Non-Board Director)

Michael Heavey is 47 and has over twenty years experience in the garment industry. The majority of this time was spent in distribution and warehousing with a brief one year spell in an associated product.

Michael Heavey began in 1977 with Tibbett & Britten and before leaving did a year's secondment to Transcare whose sole customer was Marks & Spencer.

Prior to joining DTS in 1990 he was directly involved with United Carriers, establishing their venture into the garment industry establishing a network distribution service, using its initial account of Jaeger, building this to encompass several high street retailers and numerous suppliers, using this platform to develop a warehousing operation.

Directors' profiles (Continued)

George Heggie (Non-Executive) - Representing the BES 30% shareholders

He is a consultant to Johnson Fry Finance Limited and monitors the performance of DTS on behalf of approximately 160 small BES shareholders. George Heggie has vast experience across all sectors of industry with a corporate and financial background.

Peter Woodrow (Non-Executive) - Representing the BES 30% shareholders

He is an executive of Johnson Fry Finance Limited and has been appointed to the board of DTS to monitor and advise on the buy out procedures of the BES shareholders.

Report of the directors for the year ended 31 January 1997

The directors present their report together with the audited financial statements for the year ended 31 January 1997.

Results and dividends

The profit and loss account is set out on page 10 and shows the profit for the year.

The directors do not recommend the payment of a dividend.

Principal activity, trading review and future developments

The principal activity of the company is that of clothing and textile storage, packing, transport and distribution. A review of the business in the year and likely future developments is given in the chairman's statement.

Charitable donations

During the year the company made charitable donations of £1,577 (1996 - £3,453).

Directors

The directors of the company during the year and their interests in the share capital of the company were:

| | 5p 'A' ordinary shar | |
|------------------------------------------|----------------------|-----------|
| | 1997 | 1996 |
| M J Daly | 1,055,680 | 1,055,680 |
| T H Rayner | 100,000 | 100,000 |
| G A Heggie | - | - |
| P A Woodrow (appointed 29 November 1996) | - | - |
| | | |

M J Daly also holds 9,320 5p 'A' ordinary shares in trust.

None of the directors had any interest in the 5p ordinary shares of the company.

Payment to creditors

The company agrees terms and conditions for business transactions with its suppliers. Payment is then made in accordance with these terms, subject to the terms and conditions being met by the supplier.

Employment of disabled persons

The company is committed to a policy of recruitment and promotion on the basis of aptitude and ability without discrimination of any kind. Management actively pursues both the employment of disabled persons whenever a suitable vacancy arises and the continued employment and retraining of employees who become disabled whilst employed by the company. Particular attention is given to the training, career development and promotion of disabled employees with a view to encouraging them to play an active role in the development of the company.

Report of the directors for the year ended 31 January 1997 (Continued)

Employee involvement

The flow of information to staff has been maintained by our staff newspaper. Members of the management team regularly visit branches and discuss matters of current interest and concern to the business with members of staff. Representatives of each branch meet regularly on a works council. Staff share in the success of the business through an Inland Revenue approved profit related pay scheme.

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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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

BDO Stoy Hayward have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

By order of the Board

Secretary

T H Rayher

19 May 1997

Report of the auditors

To the shareholders of Daly Transport Services Plc

We have audited the financial statements on pages 10 to 24 which have been prepared under the accounting policies set out on pages 14 and 15.

Respective responsibilities of directors and auditors

As described on page 8 the company's directors are responsible for the preparation of the 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 affairs of the company and the group as at 31 January 1997 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BDO Stay Hayward

BDO STOY HAYWARD

Chartered Accountants and Registered Auditors London

19 May 1997

DALY TRANSPORT SERVICES PLC

Consolidated profit and loss account for the year ended 31 January 1997

| | Note | 1997 £ | 1996 £ |
|--------------------------------------------------|------|------------|------------|
| Turnover | 2 | 16,037,699 | 13,344,968 |
| Cost of sales | | 11,654,642 | 9,762,964 |
| Gross profit | | 4,383,057 | 3,582,004 |
| Administrative costs | | 3,972,366 | 3,071,548 |
| Operating profit | | 410,691 | 510,456 |
| Profit on sale of fixed assets | | 855 | 19,450 |
| Profit on ordinary activities before interest | | 411,546 | 529,906 |
| Income from interests in associated undertakings | | 30,000 | - |
| Interest receivable | | 316 | 2,128 |
| Interest payable | 4 | 292,287 | 213,654 |
| Profit on ordinary activities before taxation | 5 | 149,575 | 318,380 |
| Taxation on profits on ordinary activities | 7 | 42,576 | 34,916 |
| Retained profit for the year | 16 | 106,999 | 283,464 |

All amounts relate to continuing activities.

All recognised gains and losses are included in the profit and loss account.

Consolidated balance sheet at 31 January 1997

| | Note | | 1997 | | 1996 |
|---------------------------------------------------------|-------|---------------|-------------|----------------|------------|
| | 2,000 | £ | £ | £ | £ |
| Fixed assets Tangible assets | 8 | | 4,281,427 | | 3,540,686 |
| Investments | 9 | | 27,500 | | 5,000 |
| | | | | | <u></u> |
| | | | 4,308,927 | | 3,545,686 |
| Current assets | | | 1,300,727 | | 2,2 .2,000 |
| Debtors | 10 | 3,000,457 | | 3,216,620 | |
| Cash at bank and in hand | | <u>28,526</u> | | <u>345,002</u> | |
| | | 3,028,983 | | 3,561,622 | |
| Creditors: amounts falling due within one year | 11 | 4,051,461 | | 4,430,190 | |
| Net current liabilities | | | (1,022,478) | | (868,568) |
| | | | | | |
| Total assets less current liabilities | | | 3,286,449 | | 2,677,118 |
| Creditors: amounts falling due after more than one year | 12 | 1,575,356 | | 1,073,024 | |
| Provision for liabilities and charges | | | | | |
| Deferred taxation | 13 | 65,000 | 1 (40 25) | 65,000 | 1 120 004 |
| | | | 1,640,356 | | 1,138,024 |
| | | | | | |
| | | | 1,646,093 | | 1,539,094 |
| Capital and reserves | | | | | |
| Called up share capital - equity | 14 | | 83,250 | | 83,250 |
| Share premium account | 15 | | 413,670 | | 413,670 |
| Profit and loss account | 16 | | 1,149,173 | | 1,042,174 |
| | | | | | |
| | | | 1,646,093 | | 1,539,094 |
| | | | | | |

The financial statements were approved by the Board on 19 May 1997

Balance sheet at 31 January 1997

| | Note | | 1997 | | 1996 |
|---------------------------------------------------------|------|-----------|--------------|-----------|-------------|
| | Note | £ | £ | £ | £ |
| Fixed assets | 8 | | 4,281,427 | | 3,540,686 |
| Tangible assets Investments | 9 | | 5,200 | | 5,200 |
| | | | | | |
| | | | 4,286,627 | | 3,545,886 |
| Current assets | | | 4,280,027 | | 3,3 13,000 |
| Debtors | 10 | 3,000,457 | | 3,216,620 | |
| Cash at bank and in hand | | 28,526 | | 345,002 | |
| | | 3,028,983 | | 3,561,622 | |
| Creditors: amounts falling due within one year | 11 | 4,051,661 | | 4,430,390 | |
| Net current liabilities | | | (1,022,678) | | (868,768) |
| | | | | | |
| Total assets less current liabilities | | | 3,263,949 | | 2,677,118 |
| Creditors: amounts falling due after more than one year | 12 | 1,575,356 | | 1,073,024 | |
| Provisions for liabilities and charges | | | | | |
| Deferred taxation | 13 | 65,000 | 1,640,356 | 65,000 | 1,138,024 |
| | | | 1,040,330 | | |
| | | | 1,623,593 | | 1,539,094 |
| | | | | | |
| Capital and reserves | | | | | |
| Called up share capital - equity | 14 | | 83,250 | | 83,250 |
| Share premium account | 15 | | 413,670 | | 413,670 |
| Profit and loss account | 16 | | 1,126,673 | | 1,042,174 |
| | | | 1,623,593 | | 1,539,094 |
| | | | 2 | | |

The financial statements were approved by the Board on 19 May 1997

T H Rayner **Director**

DALY TRANSPORT SERVICES PLC

Consolidated cash flow statement for the year ended 31 January 1997

| | Note | 1 | .997 | 19 | 996 |
|----------------------------------------------------------------------------------------------------------------------|------|-------------------------------|-----------|---------------------------------|-----------|
| | | £ | £ | £ | £ |
| Net cash inflow from operating activities | 19 | | 1,753,885 | | 753,340 |
| Returns on investments and servicing of finance Interest received Interest paid Interest on hire purchase agreements | | 316 (147,121) (145,166) | | 2,128 (109,065) (104,589) | |
| Net cash outflow from returns on investments and servicing of finance | | | (291,971) | | (211,526) |
| Taxation Corporation tax paid | | | (33,641) | | (20,394) |
| Investing activities Payments to acquire tangible fixed assets Receipts from sales of tangible fixed assets | | (508,883) 29,715 | | (636,765) 130,840 | |
| Net cash outflow from investing activities | | <u> </u> | (479,168) | | (505,925) |
| Net cash inflow before financing | | | 949,105 | | 15,495 |
| Financing Capital element of hire purchase agreements repaid | 21 | (713,843) | | (656,772) | |
| Net cash outflow from financing | | | (713,843) | | (656,772) |
| Increase/(decrease) in cash and cash equivalents | 20 | | 235,262 | | (641,277) |

Notes forming part of the financial statements for the year ended 31 January 1997

1 Accounting policies

There have been no changes in accounting policies during the year.

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards and using the following accounting policies:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of Daly Transport Services Plc and all of its subsidiary and associated undertakings made up to 31 January 1997.

The acquisition method of accounting is used to consolidate the results of subsidiary undertakings.

Goodwill

Goodwill arising on consolidation is set off in full against reserves in the year in which it arises.

Associated undertakings

A company is treated as an associated undertaking when the group holds a substantial interest in it for the long term, and exercises significant influence over its operating and financial policy decisions.

The group's share of the results of associated undertakings is included in the consolidated profit and loss account using the equity method of accounting. The investment in associated undertakings included in the consolidated balance sheet is based on the group's share of the net assets of associated undertakings, together with any premium or discount arising on acquisition, less amounts written off. Any premium on acquisition is dealt with as if it were goodwill.

Turnover

Turnover represents sales to outside customers at invoiced amounts less value added tax.

Depreciation

Depreciation is provided to write off the cost, less estimated residual values, of all fixed assets over their expected useful lives. It is calculated at the following rates:

Leasehold premises and improvements - over length of lease

Motor vehicles - 12½% - 25% per annum

Fixtures, fittings and equipment - 10% - 25% per annum

Deferred taxation

Provision is made for timing differences between the treatment of certain items for taxation and accounting purposes to the extent that it is probable that a liability or asset will crystallise.

Notes forming part of the financial statements for the year ended 31 January 1997 (Continued)

1 Accounting policies (Continued)

Foreign currencies

Foreign currency transactions are translated at the rates ruling when they occurred. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet date. Any differences are taken to the profit and loss account.

Pension costs

Contributions to the group's defined contribution pension scheme are charged to the profit and loss account in the year they become payable.

Leased assets

Where assets are financed by hire purchase agreements, the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the hire purchase payments to be made under the agreement. The corresponding creditor is shown as amounts payable under hire purchase agreements. Depreciation on the relevant assets is charged to the profit and loss account.

Hire purchase payments are split between capital and interest using either the straight line method or with reference to the actual amounts payable under each category. The interest is charged to the profit and loss account. The capital part reduces the amounts payable under hire purchase agreements.

All other leases are treated as operating leases. Their rentals are charged to the profit and loss account on a straight line basis over the lease term.

2 Turnover and profits

The turnover and profit before taxation is attributable to clothing and textile storage, packing, transport and distribution, originating in the United Kingdom.

Turnover is analysed below:

| | 1997 £ | 1996 £ |
|----------------------------------------|-------------------------|-------------------------|
| United Kingdom Europe and North Africa | 14,139,188 1,898,511 | 11,623,744 1,721,224 |
| | 16,037,699 | 13,344,968 |
| | | |

No analysis of net assets, as required by SSAP 25: Segmental Reporting, has been given as all the group's activities are based within the United Kingdom.

Notes forming part of the financial statements for the year ended 31 January 1997 (Continued)

| 3 | Employees | | |
|---|---------------------------------------------------------------|-------------|-----------|
| | | 1997 | 1996 |
| | | £ | £ |
| | Staff costs (excluding directors) consist of: | | |
| | Wages and salaries | 5,946,066 | 5,001,673 |
| | Social security costs | 548,350 | 473,037 |
| | Other pension costs | 40,086 | 31,014 |
| | | 6,534,502 | 5,505,724 |
| | The account mentals mumber of amplexes (evaluating disperses) | | |
| | The average monthly number of employees (excluding directors) | Number | Number |
| | during the year was as follows: | Number | Number |
| | Production and sales | 391 | 385 |
| | Office and management | 25 | 22 |
| | Office and management | | |
| | | 416 | 407 |
| | | | |
| 4 | Interest payable | 400= | 4006 |
| | | 1997 | 1996 |
| | | £ | £ |
| | Bank loans and overdrafts | 128,900 | 100,488 |
| | Hire purchase interest | 145,166 | 104,589 |
| | Other interest | 18,221 | 8,577 |
| | | 202 227 | 212 654 |
| | | 292,287 | 213,654 |
| 5 | Profit on ordinary activities before taxation | | |
| | This is arrived at after charging/(crediting): | | |
| | Depreciation | 1,101,746 | 700,957 |
| | Auditors' remuneration | • • | • |
| | - audit fees | 15,000 | 13,000 |
| | - non-audit services | 14,281 | 6,118 |
| | Rates rebate | - | (175,277) |
| | Operating lease rentals - plant and machinery | 322,470 | 392,486 |
| | - land and buildings | 699,723 | 571,003 |
| | | | |

Notes forming part of the financial statements for the year ended 31 January 1997 (Continued)

| 6 | Directors' emoluments | | |
|---|----------------------------------------------------------------------------------------------|-------------|-------------|
| • | | 1997 | 1996 |
| | | £ | £ |
| | Remuneration | 144,369 | 126,977 |
| | Pension contributions | 9,329 | 5,668 |
| | | | |
| | | 153,698 | 132,645 |
| | Emoluments (excluding pension contributions) of: | | |
| | Emoraments (excluding pension contributions) of. | | |
| | Chairman and highest paid director | 88,447 | 75,058 |
| | | | |
| | The number of other directors whose emoluments (excluding pension contributions) fall in the | | |
| | following ranges was: | Number | Number |
| | £ 0 - £ 5,000 | 2 | 1 |
| | £ 55,001 - £ 60,000 | 1 | 1 |
| | | | |

A further £6,000 (1996 - £6,000) was paid to Johnson Fry Corporate Monitoring Services Limited for the consultancy services of G A Heggie.

7 Taxation on profits from ordinary activities

| • | 1997 £ | 1996 £ |
|---------------------------------------------------|-----------|-----------|
| U.K. corporation tax at 25% (1996 - 25%) based on | | |
| profit for the year | 35,076 | 33,364 |
| Underprovision in prior years | , - | 1,552 |
| Share of associated undertaking's tax charge | 7,500 | - |
| | 42,576 | 34,916 |
| | | |

Notes forming part of the financial statements for the year ended 31 January 1997 (Continued)

| 8 | Tangible assets | Short leasehold | | Fixtures, fittings | |
|---|------------------------------------------|---------------------------|----------------------------------|----------------------------------|-------------------------------------|
| | Group and company | premises and improvements | Motor vehicles £ | and equipment £ | Total £ |
| | Cost | | | | |
| | At beginning of year Additions Disposals | 235,944 104,181 - | 3,585,697 905,436 (78,978) | 2,001,242 861,627 (41,556) | 5,822,883 1,871,244 (120,534) |
| | At end of year | 340,125 | 4,412,155 | 2,821,313 | 7,573,593 |
| | Depreciation | | | | |
| | At beginning of year | 91,706 | 1,436,282 | 754,209 | 2,282,197 |
| | Provided for the year Disposals | 21,851 | 743,305 (62,812) | 336,487 (28,862) | 1,101,643 (91,674) |
| | At end of year | 113,557 | 2,116,775 | 1,061,834 | 3,292,166 |
| | Net book value | | | | |
| | At 31 January 1997 | 226,568 | 2,295,380 | 1,759,479 | 4,281,427 |
| | At 31 January 1996 | 144,238 | 2,149,415 | 1,247,033 | 3,540,686 |
| | | | | | |

The net book value of tangible fixed assets includes an amount of £2,722,874 (1996 - £1,944,084) in respect of vehicles and equipment held under hire purchase agreements.

Depreciation includes £620,256 (1996 - £335,983) charged on assets held under hire purchase agreements.

| | Group and company | | |
|--------------------------------------|-------------------|---------|--|
| | 1997 | 1996 | |
| | £ | £ | |
| Commitments for capital expenditure: | | | |
| Contracted but not provided for | 325,000 | 932,000 | |
| | | | |

Notes forming part of the financial statements for the year ended 31 January 1997 (Continued)

9 Fixed asset investments

| Group | | | Associated undertaking £ |
|-------------------------------------------------------------------|---------------------------------|--------------------------|--------------------------|
| Cost At beginning and at end of year | | | 5,000 |
| Share of retained profits Profit for the year and at end of year | | | 22,500 |
| Total At end of year | | | 27,500 |
| Company | Subsidiary undertakings £ | Associated undertaking £ | Total £ |
| Cost At beginning and at end of year | 200 | 5,000 | 5,200 |

The following were subsidiary and associated undertakings at the end of the year.

| Name | Country of registration and operation | Proportion of ordinary share capital held | Nature of business |
|---------------------------------|---------------------------------------|-------------------------------------------------|--------------------|
| DTS (Textiles) Limited | England | 100% | Dormant |
| DT Services Limited | England | 100% | Dormant |
| Plane-Sailing Logistics Limited | England | 30% | Freight forwarding |

Notes forming part of the financial statements for the year ended 31 January 1997 (Continued)

| 10 | T - 1 - 4 |
|----|-----------|
| 10 | Debtors |

| | Group | | Company | |
|----------------------------------------|-----------|-----------|-----------|-----------|
| | 1997 | 1996 | 1997 | 1996 |
| | £ | £ | £ | £ |
| Trade debtors | 2,354,852 | 2,766,222 | 2,354,852 | 2,766,222 |
| Amount due from associated undertaking | 87,134 | 19,866 | 87,134 | 19,866 |
| Other debtors | 102,392 | 56,699 | 102,392 | 56,699 |
| Prepayments and accrued income | 456,079 | 373,833 | 456,079 | 373,833 |
| | | | | |
| | 3,000,457 | 3,216,620 | 3,000,457 | 3,216,620 |
| | | | | |

All amounts shown under debtors fall due for payment within one year.

11 Creditors: amounts falling due within one year

| | Group | | Company | |
|---------------------------------------|-----------|-----------|-----------|-----------|
| | 1997 | 1996 | 1997 | 1996 |
| | £ | £ | £ | £ |
| Bank overdraft and secured loan | 1,059,378 | 1,611,116 | 1,309,378 | 1,611,116 |
| Trade creditors | 1,143,227 | 1,551,234 | 1,143,227 | 1,551,234 |
| Amount owed to subsidiary undertaking | - | - | 200 | 200 |
| Other creditors | 50,993 | 77,786 | 50,993 | 77,786 |
| Other loan | 250,000 | - | - | - |
| Taxation and social security | 426,847 | 350,927 | 426,847 | 350,927 |
| Corporation tax | 34,799 | 33,364 | 34,799 | 33,364 |
| Obligations under hire purchase | | | | |
| agreements | 707,487 | 561,301 | 707,487 | 561,301 |
| Accruals | 378,730 | 244,462 | 378,730 | 244,462 |
| | | | | |
| | 4,051,461 | 4,430,190 | 4,051,661 | 4,430,390 |
| | | | | |

The loan is secured on trade debtors.

12 Creditors: amounts falling due after more than one year

| Obligations under hire purchase agreements, all of which fall due | | | | |
|-------------------------------------------------------------------|-----------|-----------|-----------|-----------|
| within 2 to 5 years | 1,575,356 | 1,073,024 | 1,575,356 | 1,073,024 |

Notes forming part of the financial statements for the year ended 31 January 1997 (Continued)

| 13 | Deferred taxation | | | | |
|----|-----------------------------------------------------------------------------------------------------------|-----------------|----------------------|------------------|------------------|
| | Group and company | 19 | 97 Provided in | 199 | Provided in |
| | | Unprovided £ | accounts £ | Unprovided £ | accounts £ |
| | Accelerated capital allowances | 190,000 | 65,000 | 189,000 | 65,000 |
| 14 | Share capital | | | 1997 £ | 1996 £ |
| | Authorised 1,165,000 'A' ordinary shares of 5p e 835,000 Ordinary shares of 5p each | each | | 58,250 41,750 | 58,250 41,750 |
| | | | | 100,000 | 100,000 |
| | Allotted, called up and fully paid 1,165,000 'A' ordinary shares of 5p 500,000 Ordinary shares of 5p each | each | | 58,250 25,000 | 58,250 25,000 |
| | | | | 83,250 | 83,250 |
| | | | | | |

Johnson Fry Corporate Finance Limited have an option exercisable before 2 March 1999 to subscribe for up to 5% of the issued ordinary shares, excluding the 'A' ordinary shares, at a price of £1 per share.

| 15 | Share premium account | 1997 £ | 1996 £ |
|----|---------------------------------|-----------|-----------|
| | Group and company | | |
| | At beginning and at end of year | 413,670 | 413,670 |
| | | | |

Notes forming part of the financial statements for the year ended 31 January 1997 (Continued)

| 16 | Profit and loss account | Group £ | Company £ |
|----|-----------------------------------------|----------------------|---------------------|
| | At beginning of year Profit for year | 1,042,174 106,999 | 1,042,174 84,499 |
| | At end of year | 1,149,173 | 1,126,673 |

The company has taken advantage of the exemption allowed under Section 230(3) of the Companies Act 1985 from presenting its own profit and loss account. The profit for the year available for distribution dealt within the financial statements of the company was £84,499 (1996 - £283,464).

17 Operating lease commitments

As at 31 January 1997, the group and company had annual commitments under non-cancellable operating leases as set out below:

| | Land and building £ | Other £ | Total £ |
|-----------------------------------------------------|---------------------------|--------------------|--------------------|
| Lease expiry dates 1999 - 2002 2005 and later | 333,961 663,515 | 146,474 151,915 | 480,435 815,430 |
| | 997,476 | 298,389 | 1,295,865 |

18 Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund.

Notes forming part of the financial statements for the year ended 31 January 1997 (Continued)

| 19 | Reconciliation of operating profit to net cash | | | |
|----|--------------------------------------------------|--------------------------------|------------------------------------------|--------------|
| | inflow from operating activities | | | |
| | . 8 | | 100= | |
| | | | 1997 | 1996 |
| | | | £ | £ |
| | Operating profit | | 410 601 | 510.17 |
| | Depreciation charges | | 410,691 | 510,456 |
| | Decrease/(increase) in debtors | | 1,101,643 | 700,957 |
| | Increase in creditors | | 216,163 | (1,396,301) |
| | | | 25,388 | 938,228 |
| | Net cash inflow from operating activities | | 1,753,885 | 752 240 |
| | | | 1,755,005 | 753,340 |
| | | | | |
| 20 | Analysis of changes in cash and cash equivalents | | | |
| | | Cash at bank and in hand | Bank overdraft and secured loan | Total |
| | | £ | £ | £ |
| | Movements in 1995/1996 | | | |
| | At beginning of year | 13,462 | (628,000) | 445 |
| | Net cash inflow/(outflow) | 331,540 | (638,299) | (624,837) |
| | | | (972,817) | (641,277) |
| | At end of year | 345,002 | (1,611,116) | (1.066.11.0) |
| | | = | (1,011,110) | (1,266,114) |
| | Movements in 1996/1997 | _ | | |
| | At beginning of year | 345,002 | (1 (11 110) | |
| | Net cash inflow/(outflow) | (316,476) | (1,611,116) | (1,266,114) |
| | , | (310,470) | 551,738 | 235,262 |
| | At end of year | 28 526 | (1.050.050) | (1.000 |
| | • | 28,526 | (1,059,378) | (1,030,852) |

Notes forming part of the financial statements for the year ended 31 January 1997 (Continued)

21 Analysis of changes in financing during the year

| | Hire purchase agreements | |
|----------------------------------------------------|--------------------------|--------------------|
| | purcnase 1997 | agreements 1996 |
| | £ | £ |
| At beginning of year | 1,634,325 | 895,883 |
| Capital element of hire purchase agreements repaid | (713,843) | (656,772) |
| Inception of hire purchase agreements | 1,362,361 | 1,395,214 |
| | <u></u> | |
| At end of year | 2,282,843 | 1,634,325 |
| | | |

22 Major non-cash transactions

During the year the group purchased tangible fixed assets of £1,362,361 (1996 - £1,395,214) under hire purchase agreements.

23 Contingent liabilities

At 31 January 1997, there was an outstanding writ issued in 1993 against the company by a customer, now in receivership, claiming damages of £232,126 for alleged wrongful disposal of that customer's stock. On legal advice, the directors are of the opinion that the claim is of no substance and accordingly have made no provision in the financial statements.