STEER DAVIES & GLEAVE LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 1995

Blackstone Franks



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COMPANY INFORMATION

COMPANY NUMBER

1883830

DIRECTORS

J.K. Steer P.D. Twelftree L.G. Willumsen C.H. Russell B.V. Martin

SECRETARY

D.A. Nutt

REGISTERED OFFICE

Barbican House 26-34 Old Street London EC1V 9HL

BUSINESS ADDRESS

32 Upper Ground London

SE1 9PD

REPORT OF THE DIRECTORS

The directors present their report and financial statements for the year ended 31 March 1995.

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;
- 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.

Principal activity

The principal activity of the company is the provision of transport planning consultancy to the public and private sectors.

Business review and future developments

The state of the company's affairs is as shown on the attached financial statements. The company's performance, which improved both in 1992/93 and 1993/94, has further improved in 1994/95 with turnover of £4,708,135 (1993/94 £3,766,151) and profit before tax of £196,358 (1993/94 £47,285).

Restructuring the group has now been completed. On 31 March 1995, the net assets and business of Steer Davies Gleave Limited (Ireland) were transferred to the company at book value. From that date the business became a branch of the company, operating in the Republic of Ireland, with Steer Davies Gleave Limited (Ireland) becoming dormant. In final year of operation, Steer Davies Gleave Limited (Ireland) made a profit of IR £38,942 after tax (1993/94: loss IR £50,864) and a dividend of IR £19,429 is proposed as payable to the UK parent company.

Steer Davies & Gleave (New Zealand) Ltd, our New Zealand subsidiary, was put into members' voluntary liquidation on 30th March 1995, following a decision by the board of Directors of that Company. In its final year of operation, Steer Davies & Gleave (New Zealand) Limited made a profit of NZ\$65,507 (1993/94: loss NZ\$25,362). The New Zealand market is now being serviced from the U.K.

Steer Davies Gleave business in the U.K. and world-wide is, as from 31st March 1995, carried on entirely by the U.K. parent company, Steer Davies & Gleave Ltd.

Results and dividends

The profit for the year after taxation amounted to £187,820 (1994: £35,285). The directors do not recommend a payment of dividend and the retained profit has been transferred to reserves.

REPORT OF THE DIRECTORS (continued)

Fixed assets

The changes in the fixed assets are shown in the notes to the financial statements.

Directors and their interests

The directors who served during the year and their interests in the share capital of the company were as follows:

	Ordinary shares of £0.01 each	
	1995	1994
J.K. Steer (Chairman)	2,755,983 2,6	
P.D. Twelftree	782,300 719,80	
L.G. Willumsen	1,074,929	750,563
C.H. Russell	183,058	159,963
B.V. Martin	-	-

Close company provisions

So far as the directors are aware the company was, at the end of the accounting period, a close company within the meaning of the Income and Corporation Taxes Act 1988.

Auditors

Pursuant to a written resolution of the members, the company has dispensed with the holding of Annual General Meetings, the requirement to lay accounts at such meetings, and the obligations to appoint auditors annually. Messrs. Blackstone Franks & Co., Chartered Accountants, will therefore continue as auditors.

BY ORDER OF THE BOARD

Secretary: D.A. Nutt

Date: 19 September 1995

REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF STEER DAVIES & GLEAVE 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 investments and the accounting policies set out on pages 8 and 9.

Respective responsibilities of directors and auditors

As described on page 2, 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 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

In our opinion, the company is entitled to the exemption from preparing group accounts conferred by Section 248 of the Companies Act 1985.

BLACKSTONE FRANKS & CO.

hetstore Franks ()

Chartered Accountants and Registered Auditors

Barbican House 26-34 Old Street London EC1V9HL

Date: 19 September 1995

Tel:0171 250-3300

Ref: DSF/S410

Fax:0171 250-1402

PROFIT AND LOSS ACCOUNT for the year ended 31 March 1995

	1995 £	1994 £
FEES EARNED	4,688,617	3,692,470
Change in work in progress	19,518	73,681
***	4,708,135	3,766,151
External charges	1,429,386	1,031,540
Staff costs	2,017,226	1,757,355
Depreciation Other operating charges	60,840	78,962
Exceptional item	947,016 25,989	806,703 24,000
	(4,480,457)	(3,698,560)
OPERATING PROFIT	227,678	67,591
Interest receivable and similar income	-	3,777
Dividend receivable from group undertakings	24,170	15,175
Interest payable and similar charges	(55,490)	(39,258)
PROFIT ON ORDINARY		
ACTIVITIES BEFORE TAXATION	196,358	47,285
Tax on ordinary activities	(8,538)	(12,000)
PROFIT ON ORDINARY		
ACTIVITIES AFTER TAXATION	187,820	35,285
Retained profit brought forward	148,870	113,585
RETAINED PROFIT CARRIED FORWARD	£336,690	£148,870

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the above two financial years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profit for the above two financial years.

The notes on pages 8 to 17 form part of these financial statements

BALANCE SHEET as at 31 March 1995

FIXED ASSETS	1995 £	1 994 £
Tangible assets Investments	193,230 2,468	213,819 2,468
	195,698	216,287
CURRENT ASSETS Work in progress	188,383	168,865
Debtors: Amounts falling due after more than one year	7,097	30,048
Debtors: Amounts falling due within one year Cash at bank and in hand	1,260,813 69,334	1,271,692 969
ODEDITORO A LA CHI	1,525,627	1,471,574
CREDITORS: Amounts falling due within one year	(1,043,962)	(1,274,665)
NET CURRENT ASSETS	481,665	196,909
TOTAL ASSETS LESS CURRENT LIABILITIES	677,363	413,196
CREDITORS: Amounts falling due after more than one year	(221,556)	(145,209)
	£455,807	£267,987
FINANCED BY: Capital and reserves Called up share capital Share premium Profit and loss account	59,395 59,722 336,690	59,395 59,722 148,870
	£455,807	£267,987

Approved by the Board and signed on its behalf by:

Director: J.K. Steer Jr. M.

Director: P.D. Twelftree Mwelftree

Date: 19 September 1995

The notes on pages 8 to 17 form part of these financial statements

CASH FLOW STATEMENT

for the year ended 31 March 1995

	1995 £	1994 £
Net cash inflow/(outflow) from		(22 - 42)
Operating activities	445,548	(89,542)
Returns of investments and		
servicing of finance:		
nterest received	-	3,777
Dividends received	399	-
nterest paid	(55,490)	(47,055)
Net cash outflow from returns on investments		
and servicing of finance	(55,091)	(43,278)
Taxation paid	(43,752)	-
Investing activities:		
Sale of fixed assets	-	1,800
Purchase of investments	-	(25)
Purchase of fixed assets	(40,251)	(47,612)
Net cash outflow from investing activities	(40,251)	(45,837)
Net cash inflow/(outflow) before financing	306,454	(178,657)
Financing:		
ssue of share capital	-	9,369
Capital element of finance lease rentals	(14,363)	(16,440
Loans	98,763	50,000
Net cash inflow from financing	84,400	42,929
INCREASE/(DECREASE) IN CASH		
AND CASH EQUIVALENTS	£390,854	£(135,728)

The notes on pages 8 to 17 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 1995

1. ACCOUNTING POLICIES

a) Accounting convention

The financial statements have been prepared in accordance with applicable Accounting Standards under the historical cost convention, as modified by the revaluation of investments.

b) Group accounts

The company has taken advantage of the exemption from preparing group accounts as it qualifies as a medium-sized group under Section 249 of the Companies Act 1985. These financial statements present information about this company as an individual undertaking and not about its group.

c) Depreciation

Tangible fixed assets are depreciated at annual rates to write off the cost of the assets over their estimated useful lives less residual values using the following rates:

	% per annum	method
Motor vehicles	25%	per annum on cost
Office equipment	10%	per annum on cost
Computer equipment	25%	per annum on cost
Leasehold costs		over lease term

d) Work in progress

Work in progress has been valued at cost, including appropriate overhead expenses less any foreseeable losses to completion of contracts.

e) Deferred taxation

Provision is made at current rates of tax for future corporation tax liabilities arising from material timing differences in the treatment of items in the accounts and their treatment for tax purposes, except to the extent that the liability is not expected to arise in the foreseeable future.

f) Foreign currency transactions

Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. All profits and losses on exchange are dealt with in the profit and loss account.

g) Hire purchase commitments

Assets obtained under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives. The interest element of the rental obligations is charged to the profit and loss account over the period of the lease. Rentals paid under operating leases are dealt with in the profit and loss account as incurred.

for the year ended 31 March 1995

1. ACCOUNTING POLICIES (continued)

h) Pensions

The company operates a defined contribution pension scheme for certain staff, which requires contributions to be made to an independently managed fund. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

2. FEES EARNED

Fees earned represent billings for professional fees and reimbursable expenses in respect of the proportion of work completed. Fees earned are stated net of Value Added Tax.

Segmental reporting, analysis of turnover and profit by activity and geographical markets has been excluded as the directors consider such disclosure would be seriously prejudicial to the interests of the company.

Fees earned and profit on ordinary activities is attributable to one continuing activity, the provision of transport planning consultancy to the public and private sector.

	1995	1994
	£	£
STAFF COSTS		
The total remuneration, including directors, was:		
Wages and salaries	1,790,897	1,553,884
Social security costs	163,433	167,517
Other pension costs	62,896	35,954
	£2,017,226	£1,757,355
company including directors, during the year was:		
company, including directors, during the year was:	Number	Number
company, including directors, during the year was: Management and administration	Number 75	Number 74
Management and administration		
Management and administration DIRECTORS' REMUNERATION	75	74 228,167
Management and administration DIRECTORS' REMUNERATION Salaries and other emoluments	236,635	74 228,167 11,298
Management and administration DIRECTORS' REMUNERATION Salaries and other emoluments Benefits	236,635 13,031	74 228,167 11,298 6,831
Management and administration DIRECTORS' REMUNERATION Salaries and other emoluments Benefits	236,635 13,031 5,760	74

for the year ended 31 March 1995

3. DIRECTOR'S REMUNERATION (continued)

The number of directors (including chairman) whose emoluments, excluding pension contributions, fell into the following bands was:

contributions, fell into the following bands was:	4005	400
	1995 Number	1994 Number
	Rumber	Mullipe
£ 0 to £ 5,000	1	1
£25,001 to £30,000	-	•
£40,001 to £45,000	1	
£45,001 to £50,000	-	
£50,001 to £55,000	2	
£85,001 to £90,000	1	
	5	1
EXCEPTIONAL ITEM		
Provision for amounts due from subsidiaries	£25,989	£24,00
OPERATING PROFIT Operating profit is stated after charging: Auditors' remuneration - audit	16,000	14,72
- non audit	7,164	- 96
Depreciation of owned assets	49,100	70,80
Depreciation of assets held under hire purchase contracts	11,740	8,15
Operating lease rentals - land and buildings - plant and machinery	177,401 116,732	281,30 77,26
And after crediting:		
Operating lease rental income - sublease		
Land and buildings	30,000	50,14
Government grants receivable	69,361	41,14
INTEREST PAYABLE AND SIMILAR CHARGES		
On bank loans, overdrafts, and other loans wholly		
repayable within 5 years	32,163	28,20
Finance charges on hire purchase	5,232	2,82
Interest on loan from pension fund	11,829	8,23
Other interest	6,266	
	£55,490	£39,25

for the year ended 31 March 1995

TAY ON ORDINARY ACTIVITIES	1995 £	1 994 £
TAX ON ORDINARY ACTIVITIES		
The tax charge for the year consists of:		
Corporation tax at 33%	38,800	12,000
Relief for losses brought forward	(10,800)	· -
Over provision of tax in earlier years	(19,462)	<u>-</u>
	£8,538	£12,000

The tax charge for the year has been reduced by £10,800 due to tax losses brought forward from previous years.

8. TANGIBLE FIXED ASSETS

As at 31 March 1994		£132,624	£81,195	-	£213,819
As at 31 March 1995	_	£118,345	£74,885	•	£193,230
Net Book Value:					
As at 31 March 1995	19,856	102,797	375,442	4,638	502,733
Provided for year		18,521	42,319	 	60,840
As at 1 April 1994	19,856	84,276	333,123	4,638	441,893
Depreciation:					
As at 31 March 1995	19,856	221,142	450,327	4,638	695,963
Additions	-	4,242	36,009	_	40,251
As at 1 April 1994	19,856	216,900	414,318	4,638	655,712
Cost:					
	£	£	£	£	£
	vehicles	equipment	equipment	costs	Total
	Motor	Office	Computer	Short leasehold	

The net book value of tangible fixed assets of £193,230 (1994: £213,819) includes an amount of £20,229 (1994: £38,289) of assets held under hire purchase contracts. Depreciation charged in the year on these assets amounted to £11,740 (1994: £8,156).

for the year ended 31 March 1995

9. INVESTMENTS

	Subsidiary undertakings £	Other investments £	Total £
As at 1 April 1994 and 31 March 1995	£103	£2,365	£2,468

The company holds 10% or more of the equity shares of the following unlisted companies:

Name	Country of incorporation	Nature of shareholding	Percentage owned
SDG International Limited	England	Ordinary shares of £1 each	100%
Steer Davies Gleave Limited	Eire	Ordinary shares	100%
Cleverdon Steer Limited	England	Ordinary shares of £1 each	100%
Kozlekedes KFT	Hungary	Capital stock	5%

The principal activity of the parent company is transport consultancy. All other companies are non-trading except for Kozlekedes KFT.

	Capital and reserves		Profit/(loss) for year	
	1995	1994	1995	1994
	£	£	£	£
SDG International Limited	(25,421)	(25,421)	Nil	Nil
Cleverdon Steer Limited	100	100	Nil	Nil
Steer Davies & Gleave				
(New Zealand) Limited	N/A	(145,622)	27,069	(9,602)
Steer Davies Gleave Limited	2	(12,204)	Nil	(42,236)

Steer Davies Gleave Limited (Ireland) ceased trading on 31 March 1995.

The financial statements of Steer Davies & Gleave (New Zealand) Limited are not required to be audited. Steer Davies & Gleave (New Zealand) Limited was wound-up by Members Voluntary liquidation on 30 March 1995.

Cleverdon Steer Limited ceased trading on 31 March 1994 when the business was transferred to Steer Davies & Gleave Limited. SDG International Limited ceased trading on 31 March 1993.

for the year ended 31 March 1995

	1995 £	19
WORK IN PROGRESS	_	
At cost less anticipated losses	£188,383	£168,86
DEBTORS		
Amounts falling due after more than one year:		10 5
Amounts owed by subsidiary undertaking Rent deposit	7,097	18,5 11,5
	£7,097	£30,0
DEBTORS		
Amounts falling due within one year:		
Trade debtors Amounts owed by subsidiary undertakings	998,953	887,8 11,7
Other debtors	36,457	72,7
Prepayments	89,662	51,7
Accrued income	96,795	206,9
Rent deposit Dividends receivable from subsidiaries	- 38,946	25,4 15,1
Dividends receivable from subsidiaries	£1,260,813	£1,271,6
	21,200,013	£1,271,0
CREDITORS		
Amounts falling due within one year:	E0 E67	275.0
Bank overdraft Bank loans	52,567 14,847	375,0
Obligations under hire purchase contracts	7,568	14,3
Trade creditors	309,482	364,7
Amount owed to group undertakings	55,501	21,
Corporation tax	16,786	52,0
Other taxes and social security	199,047	149,9
Other creditors Accruals and deferred income	14,992 373,172	25,4 271,4
Accidate and deferred income	3/3,1/2	211,4

The bank overdraft and loans are secured by a debenture on the company's assets.

NOTES TO THE FINANCIAL STATEMENTS (continued) for the year ended 31 March 1995

CREDITORS	1995 £	1994 £
Amounts falling due after more than one year: Pension fund loan Obligations under hire purchase contracts Bank loan	135,000 2,640 83,916	135,000 10,209 -
	£221,556	£145,209
The pension fund loan is due within five years and bear Bank Base Rate.	rs interest at 3% ov	rer Barclays
LEASING OBLIGATIONS		
Annual commitments under operating leases for: vehicles and equipment leases expiring in:		
Within one year	2,520	8,000
Second to fifth year	99,824	62,000
Leases for property expiring within five years Leases for property expiring over five years	43,000 166,000	37,000 166,000
SHARE CAPITAL		
Authorised:		
100,000,000 Ordinary shares of £0.01 each	£1,000,000	£1,000,000
Allotted, called-up and fully paid:		
5,939,484 Ordinary shares of £0.01 each	£59,395	£59,395
SHARE PREMIUM		
As at 1 April 1994 and		
31 March 1995	£59,722	£59,722

for the year ended 31 March 1995

		1995	1994
18.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	£	£
	Retained profit for the financial year Issue of shares	187,820 -	35,285 9,369
	Net addition to shareholders' funds Opening shareholders' funds	187,820 267,987	44,654 223,333
	Closing shareholders' funds	£455,807	£267,987
19.	RECONCILIATION OF OPERATING PROFIT TO NET CASH FLOW FROM OPERATING ACTIVITIES		
	Operating profit	227,678	67,591
	Depreciation charges	60,840	78,962
	Stock and work in progress	(19,518)	(73,681)
	Debtors	57,601	(271,801)
	Creditors	118,947	107,716
	(Profit)/loss on sale of fixed assets		1,671
	Net cash inflow/(outflow) from operating activities	£445,548	£(89,542)
20.	ANALYSIS OF CHANGES IN FINANCING DURING THE YEAR		
		Loans £	Lease finance £
	Balances at 31 March 1993	85,000	7,052
	Receipts	50,000	17,519
	Balances at 31 March 1994	135,000	24,571
	Receipts	98,763	
	Repayments	<u>-</u>	(14,363)
	Balances as at 31 March 1995	£233,763	£10,208

for the year ended 31 March 1995

21. ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS

Balances at 31 March 1994	£69,334	£(52,567)	£16,767
Net cash inflow/(outflow)	68,365	322,489	390,854
Balances at 31 March 1994	969	(375,056)	(374,087)
Net cash inflow/(outflow)	38	(135,766)	(135,728)
Balances at 31 March 1993	931	(239,290)	(238,359)
	£	£	£
	bank and in hand	Bank overdraft	Total
	Cash at		

22. PENSION COMMITMENTS

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 and amounted to £64,396 (1994: £35,954). The contributions outstanding at the year end were £Nil (1994: £35,954).

There is a small self administered pension scheme for the benefit of certain directors. The company has made contributions of £10,000 to it during the current year.

23. CONTINGENT LIABILITIES

At 31 March 1995 the company had given the following guarantees in respect of:

- i) Sterling equivalent of cheque negotiations totalling £65,763.
- ii) Certain indemnities arising in the normal course of business have been given by the company to its bankers and other third parties in respect of performance bonds opened on behalf of the company. These amounted to £19,762.

STEER DAVIES & GLEAVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

for the year ended 31 March 1995

		1995 £	1994 £
24.	FUTURE CAPITAL COMMITMENTS		
	Amounts authorised by directors but not contracted for	£57,000	£95,000

25. DIRECTORS' INTERESTS

During the year, Mr. B.V. Martin provided services to the company, at commercial rates, amounting to £18,750.