



**KINGSBRIDGE INVESTMENTS LIMITED**

**Report and Financial Statements**

**31 March 1997**

**Deloitte & Touche  
Leda House  
Station Road  
Cambridge CB1 2RN**

**28/01/98**





**REPORT AND FINANCIAL STATEMENTS 1997**

<b>CONTENTS</b>	<b>Page</b>
<b>Director's report</b>	<b>1</b>
<b>Auditors' report</b>	<b>2</b>
<b>Profit and loss account</b>	<b>3</b>
<b>Statement of movements on reserves</b>	<b>3</b>
<b>Balance sheet</b>	<b>4</b>
<b>Notes to the accounts</b>	<b>5</b>

## **DIRECTOR'S REPORT**

The director presents his annual report and the audited financial statements for the year ended 31 March 1997.

## **PRINCIPAL ACTIVITY AND BUSINESS REVIEW**

The company is an investment company.

The results for the year are set out in the profit and loss account on page 3. The loss for the financial year of £133,571 has been added to the accumulated deficit to give a deficit on profit and loss account of £2,651,006 carried forward.

There are no material developments in prospect.

## **DIRECTOR AND HIS INTERESTS**

The director who served throughout the year is Mr J H Williamson. He had no interests in the share capital of the company. His interest in the share capital of Cadastra Limited, the ultimate parent company, is set out in the report of the directors of that company.

## **STATEMENT OF DIRECTOR'S RESPONSIBILITIES**


Company law requires the director to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act. He is 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.

Approved by the Director  
and signed on his behalf

**for CADASTRA LIMITED**

  
**DIRECTOR/SECRETARY**

Secretary

Leda House  
Station Road  
Cambridge CB1 2RN



## Chartered Accountants

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## KINGSBRIDGE INVESTMENTS LIMITED

### AUDITORS' REPORT TO THE MEMBERS

We have audited the financial statements on pages 3 to 7 which have been prepared under the accounting policies set out on page 5.

#### Respective responsibilities of the director and auditors

As described on page 1 the company's director is 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 director 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 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants and  
Registered Auditors

29 January 1998


**PROFIT AND LOSS ACCOUNT**  
**Year ended 31 March 1997**

	Note	12 months to 31 March 1997 £	6 months to 31 March 1996 £
Interest receivable	2	804	250,400
<b>PROFIT ON ORDINARY ACTIVITIES FOR THE YEAR</b>		804	250,400
Other finance charges in respect of non-equity shares	4	(134,375)	(134,375)
<b>(LOSS) PROFIT FOR THE FINANCIAL YEAR TRANSFERRED TO RESERVES</b>		<u>(133,571)</u>	<u>116,025</u>

All transactions arose from continuing activities.

There are no recognised gains or losses other than shown in the profit and loss account. Accordingly, no separate statement of total recognised gains and losses and no reconciliation of movements in shareholders' funds are given.

**STATEMENT OF MOVEMENTS ON RESERVES**  
**Year ended 31 March 1997**

	Other reserve £	Profit and loss account £	Total £
At 1 April 1996	695,804	(2,517,435)	(1,821,631)
Loss for the year	-	(133,571)	(133,571)
Finance charge in respect of non-equity shares	134,375	-	134,375
At 31 March 1997	<u>830,179</u>	<u>(2,651,006)</u>	<u>(1,820,827)</u>



**BALANCE SHEET**  
**31 March 1997**

	Note	1997 £	1996 £
<b>FIXED ASSETS</b>			
Investments	5	<u>5,009,582</u>	<u>5,009,582</u>
<b>CURRENT ASSETS</b>			
Tax recoverable		260	300
Amount owed by fellow subsidiary		<u>219,431</u>	<u>218,587</u>
		<u>219,691</u>	<u>218,887</u>
<b>CREDITORS: amounts falling due within one year</b>			
Amounts owed to group undertakings:			
Fellow subsidiary company, secured on investments		<u>(5,000,000)</u>	<u>(5,000,000)</u>
<b>NET CURRENT LIABILITIES</b>		<u>(4,780,309)</u>	<u>(4,781,113)</u>
<b>NET ASSETS</b>		<u>229,273</u>	<u>228,469</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	9	2,050,100	2,050,100
Other reserve		830,179	695,804
Profit and loss account		<u>(2,651,006)</u>	<u>(2,517,435)</u>
<b>TOTAL SHAREHOLDERS' FUNDS</b>		<u>229,273</u>	<u>228,469</u>
Shareholders' funds are attributable to:			
Equity shareholders' funds		<u>(1,850,906)</u>	<u>(1,717,335)</u>
Non equity shareholders' funds		<u>2,080,179</u>	<u>1,945,804</u>
		<u>229,273</u>	<u>228,469</u>

These financial statements were approved by the Director on

*29 January 1998*

  
Director



**NOTES TO THE ACCOUNTS**

**Year ended 31 March 1997**

**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

**Accounting convention**

The financial statements are prepared under the historical cost convention.

**Investment income**

Investment income is included according to the date upon which dividends and interest became payable and is shown gross or with the related tax credit for dividends. Interest receivable on deposits and payable on borrowings is included on the accruals basis.

**Investments**

Investments held as fixed assets are stated at cost less provision for permanent diminution in value.

**2. INTEREST RECEIVABLE AND SIMILAR INCOME**

	12 months to 31 March 1997 £	6 months to 31 March 1996 £
Interest receivable on listed investments	800	400
Loan note interest	-	250,000
Tax repayment supplement	4	-
	<u>804</u>	<u>250,400</u>

**3. TAX ON PROFIT ON ORDINARY ACTIVITIES**

Tax on the profit for the year has been reduced to nil by the application of management expenses brought forward. At 31 March 1997 management expenses carried forward are estimated to amount to £368,957.

**4. OTHER FINANCE CHARGES**

	12 months to 31 March 1997 £	6 months to 31 March 1996 £
10.75% cumulative redeemable preference dividend on non-equity shares	<u>134,375</u>	<u>134,375</u>

**NOTES TO THE ACCOUNTS**  
**Year ended 31 March 1997**

**5. FIXED ASSET INVESTMENTS**

	1997 £	1996 £
£10,000 of 8% Treasury Stock 2003 at cost	9,582	9,582
Unsecured loan note 1997 of KUH Limited Cost and net book value	5,000,000	5,000,000
Total fixed asset investments	5,009,582	5,009,582
Market value of gilt edged stocks	10,256	10,025

The 10% unsecured loan note 1997 of KUH Limited was made interest free with effect from 31 March 1996.

**6. PARENT AND ULTIMATE PARENT COMPANY**

The company is a wholly owned subsidiary of KUH Limited which is registered in England and Wales. The ultimate parent company is Cadastra Limited, which is registered in England and Wales. The group financial statements of Cadastra Limited are available from Leda House, Station Road, Cambridge.

**7. ULTIMATE CONTROLLING PARTY**

The ultimate controlling party is Mr J H Williamson.

**8. RELATED PARTY DISCLOSURES**

The company is exempt from disclosing details of transactions with its ultimate parent company, Cadastra Limited, together with its subsidiaries, because copies of Cadastra Limited group financial statements are available at Leda House, Station Road, Cambridge.





**NOTES TO THE ACCOUNTS**

**Year ended 31 March 1997**

**9. CALLED UP SHARE CAPITAL**

	1997 £	1996 £
Authorised		
1,250,000 ordinary shares of £1 each	1,250,000	1,250,000
1,250,000 10.75% cumulative redeemable preference shares of £1 each	1,250,000	1,250,000
	<u>2,500,000</u>	<u>2,500,000</u>
Called up, allotted and fully paid		
800,100 ordinary shares of £1 each	800,100	800,100
1,250,000 10.75% cumulative redeemable preference shares of £1 each	1,250,000	1,250,000
	<u>2,050,100</u>	<u>2,050,100</u>

The 1,250,000 10.75% cumulative redeemable preference shares may, at the shareholders' option, be redeemed on 30 April in 1997 or 1998 and, if not redeemed earlier, shall be redeemed on 30 April 1999 at par together with any arrears and accruals of the fixed dividend.

The cumulative redeemable preference share holders:

- i) are entitled to a fixed cumulative dividend of 10.75% per annum.
- ii) are entitled on a liquidation or winding up to repayment of capital in priority to any payment to the holders of any other classes of shares, but shall not be entitled to any further or other participation in the profits or assets of the company.
- iii) may not attend or vote at any general meeting, unless the business of the meeting includes the consideration of a resolution or resolutions reducing the capital of the company, putting the company into liquidation or directly or adversely affecting any of the special rights attached to the preference shares in which event the holders of preference shares shall be entitled to vote only on such resolution or resolutions.