

MANROSE MANUFACTURING LIMITED
ABBREVIATED FINANCIAL STATEMENTS

31ST DECEMBER 1995

Registered number: 2197755



F.A.MAGEE & CO.
CHARTERED ACCOUNTANTS
Hayes

MANROSE MANUFACTURING LIMITED
ABBREVIATED FINANCIAL STATEMENTS
for the year ended 31st December 1995

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MANROSE MANUFACTURING LIMITED

COMPANY INFORMATION

31st December 1995

Incorporated in England

Number	2197755
CHAIRMAN	R A C Belcher
OTHER DIRECTORS	C E Britton M E Newport (resigned 5.4.96)
SECRETARY	R.A.C. Belcher
REGISTERED OFFICE	8G Bedford Avenue Slough Trading Estate Slough Berks
BANKERS	Barclays Bank Plc Slough Business Centre P.O.Box 756 Slough SL1 4SG
AUDITORS	F.A.Magee & Co. Chartered Accountants Wimborne House 4-6 Pump Lane Hayes Middx

MANROSE MANUFACTURING LIMITED

DIRECTORS' REPORT

31st December 1995

The directors present their report and the abbreviated financial statements for the year ended 31st December 1995.

Principal activity

The principal activity of the company in the year under review was the manufacturing and distribution of ventallaliting equipment.

Business review

The company's balance sheet as detailed on page 6 shows a satisfactory position, shareholders' funds amounting to £1,062,449.

Profit, dividends and appropriations

The results for the year are shown in the profit and loss account on page 5.

The directors do not propose payment of an ordinary dividend, the profit for the year is to be transferred to reserves.

Fixed assets

Changes in fixed assets during the year are set out in note 8 to the accounts.

In the opinion of the directors there is no significant difference between the present market value of the company's properties and the amounts at which they are stated in the accounts. Details are set out in note 8.

Directors

The directors of the company during the year and their interests in the shares of the company as recorded in the register of directors' interests were as follows

	31st December 1995	1st January 1995
	Ordinary shares	Ordinary shares
R A C Belcher	9,998	9,998
C E Britton	2	2
M E Newport (resigned 5.4.96)	-	-

continued

MANROSE MANUFACTURING LIMITED

DIRECTORS' REPORT
(continued)

31st December 1995

Future developments

Work is continuing on the development and modification of existing products to meet customers requirements and, through a continuing programme of research and development, to take advantage of new technology as it becomes available.

Charitable and Political Donations

Payments of a charitable nature made during the year amounted to £825.

Auditors

F.A.Magee & Co. have agreed to offer themselves for re-appointment as auditors of the company.

On behalf of the board

R.A.C. Belcher
Secretary

8G Bedford Avenue
Slough Trading Estate
Slough Berks

30th April 1996



MANROSE MANUFACTURING LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

We are required under company law 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 we are required to:

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

We are also responsible for:

- keeping proper accounting records;
- safeguarding the company's assets;
- taking reasonable steps for the prevention and detection of fraud.

30th April 1996

On behalf of the board

A handwritten signature in dark ink, appearing to be 'R. Bell', written in a cursive style.

MANROSE MANUFACTURING LIMITED**AUDITORS' REPORT ON ABBREVIATED FINANCIAL STATEMENTS**

Auditors' report to
Manrose Manufacturing Limited
pursuant to paragraph 24 of Schedule 8
to the Companies Act 1985

We have examined the abbreviated financial statements on pages 5 to 13 together with the financial statements of Manrose Manufacturing Limited prepared under section 226 of the Companies Act 1985 for the year ended 31st December 1995.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated financial statements in accordance with Schedule 8 to the Companies Act 1985. It is our responsibility to form an independent opinion as to the company's entitlement to the exemptions claimed in the directors' statement on page 6 and whether the abbreviated financial statements have been properly prepared in accordance with that Schedule.

Basis of opinion

We have carried out the procedures we considered necessary to confirm, by reference to the audited financial statements, that the company is entitled to the exemptions and that the abbreviated financial statements have been properly prepared from those financial statements. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled under sections 246 and 247 of the Companies Act 1985 to the exemptions conferred by Section B of Part III of Schedule 8 to that Act, in respect of the year ended 31st December 1995, and the abbreviated financial statements on pages 5 to 13 have been properly prepared in accordance with that Schedule.

Other information

On 30th April 1996 we reported, as auditors of Manrose Manufacturing Limited, to the members on the financial statements prepared under section 226 of the Companies Act 1985 for the year ended 31st December 1995, and our audit report was as follows:

'We have audited the financial statements on pages 5 to 13 which have been prepared under the accounting policies set out on page 8.

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.

continued

MANROSE MANUFACTURING LIMITED

AUDITORS' REPORT ON ABBREVIATED FINANCIAL STATEMENTS
(continued)

Auditors' report to
Manrose Manufacturing Limited
pursuant to paragraph 24 of Schedule 8
to the Companies Act 1985


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 error or other irregularity. 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 31st December 1995 and of its profit and cash flows for the year then ended and have been properly prepared in accordance with the Companies Act 1985.'



Hayes
30th April 1996

F.A.Magee & Co.
Registered Auditors
Chartered Accountants

MANROSE MANUFACTURING LIMITED

ABBREVIATED PROFIT AND LOSS ACCOUNT

for the year ended 31st December 1995

	Note	1995 £	1994 £
Gross profit		2,181,434	1,874,086
Net operating expenses			
Administrative expenses		(1,718,625)	(1,364,280)
Operating profit	3	462,809	509,806
Investment income	5	2,022	2,382
Interest payable	6	(81,032)	(67,415)
Profit on ordinary activities before taxation		383,799	444,773
Taxation	7	(129,569)	(144,372)
Profit on ordinary activities after taxation	14	£ 254,230	£ 300,401
retained for the year			

Movements in reserves are shown in note 14.

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

There are no recognised gains and losses in 1995 or 1994 other than the profit for the year.

MANROSE MANUFACTURING LIMITED

ABBREVIATED BALANCE SHEET

at 31st December 1995

	Note	1995 £	1994 £
Fixed assets			
Tangible assets	8	721,551	427,313
Current assets			
Stocks	9	806,095	501,897
Debtors	10	1,393,965	1,110,383
Cash at bank and in hand		32,997	142,818
		<u>2,233,057</u>	<u>1,755,098</u>
Creditors: amounts falling due within one year	11	<u>(1,672,958)</u>	<u>(1,138,222)</u>
Net current assets		<u>560,099</u>	<u>616,876</u>
Total assets less current liabilities		<u>1,281,650</u>	<u>1,044,189</u>
Creditors: amounts falling due after more than one year	12	<u>(219,201)</u>	<u>(235,971)</u>
		<u>1,062,449</u>	<u>808,218</u>
Capital and reserves			
Called up share capital	13	10,000	10,000
Profit and loss account	14	1,052,449	798,218
Total shareholders' funds		<u>1,062,449</u>	<u>808,218</u>

continued

MANROSE MANUFACTURING LIMITED

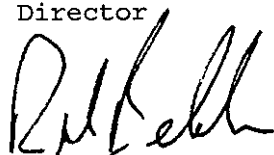
ABBREVIATED BALANCE SHEET
(continued)

at 31st December 1995

The directors have taken advantage of the exemptions conferred by Section B of Part III of Schedule 8 to the Companies Act 1985 on the basis that the company qualifies as a medium sized company.

The abbreviated financial statements on pages 5 to 13 were approved by the board of directors on 30th April 1996.

R A C Belcher
Director

A handwritten signature in dark ink, appearing to read 'R A C Belcher', written in a cursive style.

MANROSE MANUFACTURING LIMITEDCASH FLOW STATEMENTFOR THE YEAR ENDED 31ST DECEMBER 1995RECONCILIATION OF OPERATING LOSS TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	<u>1995</u>	<u>1994</u>
Operating profit per accounts	462,809	509,806
Operating profit as adjusted:-		
Depreciation charge	182,323	109,803
Loss on sale of tangible fixed assets	21,302	14,146
Increase in debtors	(283,582)	(219,654)
Increase in creditors	39,800	370,779
(Increase) in stocks	(304,198)	(115,877)
Net cash inflow from operating activities	<u>118,454</u>	<u>669,003</u>

ANALYSIS OF CHANGES

	<u>Bank</u>	<u>Barclays Commercial</u>	<u>Net</u>
Balance at 31st December 1993	(22,265)	(133,059)	(155,324)
Net cash inflow	165,083	97,943	263,026
	<u> </u>	<u> </u>	<u> </u>
Balance at 31st December 1994	142,818	(35,116)	107,702
Net cash outflow	(286,156)	(302,265)	(588,421)
	<u> </u>	<u> </u>	<u> </u>
Balance at 31st December 1995	<u>(143,338)</u>	<u>(337,381)</u>	<u>(480,719)</u>

MANROSE MANUFACTURING LIMITEDCASH FLOW STATEMENTFOR THE YEAR ENDED 31ST DECEMBER 1995

	<u>1995</u>	<u>1994</u>
Net cash inflow from operating activities	118,454	669,003
Return on investments and servicing of fiance		
Interest paid	(81,032)	(67,415)
Interest received	2,022	2,382
	<hr/>	<hr/>
Net cash outflow from returns on investment and servicing of finance	(79,010)	(65,033)
Taxation		
Corporation Tax paid (including ACT)	(130,000)	(110,000)
Investing activities		
Purchase of tangible fixed assets	(566,396)	(486,711)
Sale of tangible fixed assets	68,531	255,767
	<hr/>	<hr/>
Net cash outflow from investing activities	(497,865)	(230,944)
Net cash (outflow)/inflow represented by movement in cash and cash equivalents	<hr/> (588,421) <hr/>	<hr/> 263,026 <hr/>

MANROSE MANUFACTURING LIMITED

NOTES ON ABBREVIATED FINANCIAL STATEMENTS

31st December 1995

1 Accounting policies**Basis of accounting**

The financial statements have been prepared under the historical cost accounting rules.

Depreciation

Depreciation of fixed assets is calculated to write off their cost or valuation less any residual value over their estimated useful lives as follows:

Leasehold land and buildings	over period of lease
Plant and machinery	25% & 15% straight line
Motor vehicles	20% straight line
Fixtures and fittings	10% straight line

Leases and hire purchase contracts

Tangible fixed assets acquired under finance leases and hire purchase contracts are capitalised at the estimated fair value at the date of inception of each lease or contract. The total finance charges are allocated over the period of the lease in such a way as to give a reasonably constant charge on the outstanding liability.

Rentals paid under operating leases are charged to income as incurred.

Research and development

Expenditure on research and development incurred in the year other than on fixed assets is charged against profit.

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is computed on a first in first out basis. Net realisable value is based on estimated selling price less the estimated cost of disposal.

2 Turnover

Turnover represents the amount derived from the provision of goods and services which fall within the company's ordinary activities, stated net of value added tax.

MANROSE MANUFACTURING LIMITED

NOTES ON ABBREVIATED FINANCIAL STATEMENTS

31st December 1995

3 Operating profit

	1995 £	1994 £
Operating profit is stated after crediting		
Profit on sale of assets	-	4,600
Bad debts recovered	15,505	-
	<u> </u>	<u> </u>
and after charging		
Staff costs (note 4)	1,402,115	1,032,316
Auditors' remuneration	4,470	6,679
Operating leases		
Hire of plant and machinery	-	3,334
Rent	87,269	87,269
Loss on sale of assets	21,302	18,746
Research and development expenditure	32,972	23,717
	<u> </u>	<u> </u>
Depreciation of tangible fixed assets (note 8)		
owned assets	160,215	91,673
leased assets	22,108	18,130
	<u> </u>	<u> </u>
	182,323	109,803
	<u> </u>	<u> </u>
The total amount charged against profits in respect of finance leases and hire purchase contracts is	29,929	31,076
(of which part is shown as depreciation and the balance is shown as interest payable in note 6)	<u> </u>	<u> </u>

MANROSE MANUFACTURING LIMITED

NOTES ON ABBREVIATED FINANCIAL STATEMENTS

31st December 1995

4 Directors and employees

	1995	1994
	£	£
Staff costs including directors' emoluments		
Wages and salaries	1,210,968	867,315
Social security costs	101,044	76,735
Pension costs	90,103	88,266
	<u>1,402,115</u>	<u>1,032,316</u>

	Number	Number
Average number employed including executive directors		
Production staff	91	65
Office and management	9	8
	<u>100</u>	<u>73</u>

Directors	£	£
Directors' emoluments		
Other emoluments	316,090	250,391
	<u>316,090</u>	<u>250,391</u>

Emoluments excluding pension scheme contributions		
Chairman and highest paid director	195,465	145,000
£30,001 - £35,000	2	2

5 Investment income

	1995	1994
	£	£
Interest receivable	2,022	2,382

6 Interest payable

	1995	1994
	£	£
Bank interest	776	145
Bank loan interest	19,824	6,096
Hire purchase interest	8,945	12,947
Lease interest	430	-
Invoice discounting fees	51,057	48,227
	<u>81,032</u>	<u>67,415</u>

MANROSE MANUFACTURING LIMITED

NOTES ON ABBREVIATED FINANCIAL STATEMENTS

31st December 1995

7 Taxation

	1995 £	1994 £
Corporation tax on profit on ordinary activities at 25% (1994 25%)	129,000	136,000
Under provision in earlier years	569	8,372
	<u>129,569</u>	<u>144,372</u>

8 Tangible fixed assets

	Motor Vehicles	Plant and Machinery	Fixtures and Fittings	Land and Buildings	Total
Cost or valuation	£	£	£	£	£
1st January 1995	151,998	420,645	34,061	44,767	651,471
Additions	161,622	364,201	29,888	10,685	566,396
Disposals	(119,575)	-	-	-	(119,575)
31st December 1995	<u>194,045</u>	<u>784,846</u>	<u>63,949</u>	<u>55,452</u>	<u>1,098,292</u>
Depreciation					
1st January 1995	38,713	175,973	6,671	2,801	224,158
Charge for year	22,108	147,782	5,501	6,932	182,323
Disposals	(29,742)	-	-	-	(29,742)
31st December 1995	<u>31,079</u>	<u>323,755</u>	<u>12,172</u>	<u>9,733</u>	<u>376,739</u>
Net book amount					
31st December 1995	<u>162,965</u>	<u>461,090</u>	<u>51,777</u>	<u>45,719</u>	<u>721,551</u>
1st January 1995	<u>113,285</u>	<u>244,672</u>	<u>27,390</u>	<u>41,966</u>	<u>427,313</u>

9 Stocks

	1995 £	1994 £
Stock	806,095	501,897
	<u>806,095</u>	<u>501,897</u>

10 Debtors

	1995 £	1994 £
Amounts falling due within one year		
Trade debtors	1,344,173	1,043,012
Other debtors	4,737	2,761
Prepayments and accrued income	45,055	64,610
	<u>1,393,965</u>	<u>1,110,383</u>

MANROSE MANUFACTURING LIMITED

NOTES ON FINANCIAL STATEMENTS

31st December 1995

13 Called up share capital

	1995		1994	
	Number of	£	Number of	£
	shares		shares	
Authorised				
Equity shares				
Authorised share capital				
Ordinary shares of £1 each	10,000	10,000	10,000	10,000
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Allotted called up and fully paid				
Equity shares				
Authorised share capital				
Ordinary shares of £1 each	10,000	10,000	10,000	10,000
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

14 Profit and loss account

	1995
	£
1st January 1995	798,218
Retained profit for the year	254,230
	<u> </u>
31st December 1995	1,052,448
	<u> </u>

15 Properties Subject to Rental Payments

The company has a rental commitment in the sum of £87,269 in respect of a Property whose lease is longer than five years.

From May 1995 the company occupied a second property on rent free terms until December 1995. Rental in the sum of £72,156 per annum is payable from January 1996 in respect of this lease which is in excess of five years.