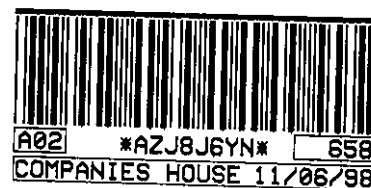


**STEELPLAN KITCHENS LIMITED**  
**DIRECTORS' REPORT**  
**AND**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST DECEMBER 1997**

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**MAURICE ANDREWS**  
**Chartered Accountants**  
**Grove House**  
**25 Upper Mulgrave Road**  
**Cheam**  
**Surrey, SM2 7BE**



**STEELPLAN KITCHENS LIMITED**

**DIRECTORS**

D. A. Cumper

M. J. Cumper

**SECRETARY**

M. J. Cumper

**REGISTERED OFFICE**

Kimpton Industrial Estate,  
Sutton,  
Surrey,  
SM3 9RW

**REGISTERED NUMBER**

2683105

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**CONTENTS**

Pages	1 - 2	Directors' Report
	3	Auditors' Report
	4	Profit and Loss Account
	5	Balance Sheet
	6 - 7	Notes to the Financial Statements

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## STEELPLAN KITCHENS LIMITED

### DIRECTORS' REPORT

The directors submit their report with the audited financial statements of the company for the year ended 31st December 1997.

#### DIRECTORS' RESPONSIBILITIES

Company law requires the directors to have financial statements prepared 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 having those financial statements prepared, the directors are required to:-

- (a) Select suitable accounting policies and then apply them consistently.
- (b) Make judgements and estimates that are reasonable and prudent.
- (c) Have the financial statements prepared on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for having proper accounting records kept, 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.

#### REVIEW OF THE BUSINESS AND PRINCIPAL ACTIVITY

The principal activity of the company during the year was the design and manufacture of kitchens. The company ceased its trading operations on 31st December 1997.

#### DIRECTORS AND THEIR INTERESTS

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

	<u>Number of Shares</u>
D. A. Cumper	-
M. J. Cumper	-
G. A. Traboulsi (resigned 31.12.1997)	-

#### HOLDING COMPANY

The company is a wholly owned subsidiary of Designplan Lighting Limited which is registered in England and Wales and is its ultimate holding company in which the directors interests are:

	<u>Number of Shares</u>
D. A. Cumper	179850
M. J. Cumper	179850

**STEELPLAN KITCHENS LIMITED**

**DIRECTORS' REPORT**

**(continued)**

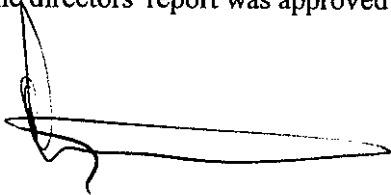
**AUDITORS**

Maurice Andrews having been appointed auditors, have indicated their willingness to continue in office and, in accordance with the Companies Act 1985, a resolution dealing with their re-appointment will be put to the members at the next Annual General Meeting.

**SMALL COMPANIES EXEMPTION**

The directors' report has been prepared in accordance with special provisions of Part VII of the Companies Act 1985 relating to small companies.

The directors' report was approved by the Board on 8th June 1998 and signed on its behalf by:

A handwritten signature in black ink, appearing to be 'M. J. CUMPER', written over a horizontal line.

**M. J. CUMPER,  
SECRETARY.**

**AUDITORS' REPORT**

**TO THE MEMBERS OF STEELPLAN KITCHENS LIMITED**

We have audited the financial statements on pages 4 to 7 which have been prepared on the basis of the accounting policies set out on page 6.

**Respective responsibilities of directors and auditors**

As described on page 1, the company's directors are responsible for having financial statements prepared. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

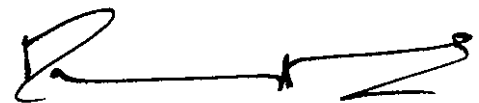
**Basis of opinion**

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 31st December 1997 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Grove House,  
25 Upper Mulgrave Road,  
Cheam,  
Surrey, SM2 7BE.  
8th June 1998

MAURICE ANDREWS  
CHARTERED ACCOUNTANTS  
REGISTERED AUDITORS

**STEELPLAN KITCHENS LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31ST DECEMBER 1997**

	<u>Notes</u>	<u>1997</u> £	<u>1996</u> £
TURNOVER	2	1,395	-
Cost of Sales		<u>2,257</u>	<u>-</u>
GROSS LOSS		( 862)	-
Administrative and selling expenses		(12,590)	(25,962)
LOSS FOR THE FINANCIAL YEAR		(13,452)	(25,962)
Accumulated losses brought forward		(25,962)	<u>-</u>
ACCUMULATED LOSSES CARRIED FORWARD		<u>(39,414)</u>	<u>(25,962)</u>

CONTINUING OPERATIONS

The company's activities were discontinued during the current year.

TOTAL RECOGNISED GAINS AND LOSSES

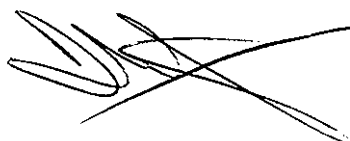
The company had no recognised gains or losses other than the loss for the year and the previous year.

**STEELPLAN KITCHENS LIMITED****BALANCE SHEET****31ST DECEMBER 1997**

	<u>Notes</u>	<u>1997</u> £	<u>1996</u> £
<b>CURRENT ASSETS</b>			
Debtors		-	1,089
Cash at bank and in hand		-	<u>3,651</u>
		-	4,740
CREDITORS: amounts falling due within one year	4	(19,414)	<u>30,698</u>
NET LIABILITIES		<u>(19,414)</u>	<u>(25,958)</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	20,000	4
Profit and loss account		(39,414)	<u>(25,962)</u>
SHAREHOLDERS' FUNDS (deficit)	6	<u>(19,414)</u>	<u>(25,958)</u>

The directors have taken advantage in the preparation of these financial statements of special exemptions provided by Part VII of the Companies Act 1985 on the basis that the company qualifies as a small company.

The financial statements were approved by the Board of Directors  
on 8th June 1998 and signed on its behalf by:



D.A. Cumper

)

Director

**STEELPLAN KITCHENS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST DECEMBER 1997**

1. ACCOUNTING POLICIES

**Basis of accounting**

The financial statements have been prepared under the historical cost convention.

**Taxation**

The charge for taxation takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes.

Provision for deferred taxation is made under the liability method only to the extent that it is probable that the liability will become payable in the foreseeable future.

2. TURNOVER

Turnover represents the invoiced amount of goods and services sold – excluding Value Added Tax.

3. DIRECTORS' EMOLUMENTS

There were no directors' emoluments for the year (1996-Nil).

4. CREDITORS: amounts falling due within one year:

	<u>1997</u>	<u>1996</u>
	£	£
Bank overdraft	1,615	-
Due to parent company	17,120	24,649
Other creditors and accruals	<u>679</u>	<u>6,049</u>
	19,414	30,698
	=====	=====

5. SHARE CAPITAL

			<u>1997</u>	<u>1996</u>
			£	£
Authorised				
Number	Class	Nominal Value		
20,000	Ordinary	£1	20,000	1,000
			=====	=====



**STEELPLAN KITCHENS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST DECEMBER 1997**  
**(continued)**

5. SHARE CAPITAL (continued)

			<u>1997</u>	<u>1996</u>
			£	£
Allotted and fully paid				
Number	Class	Nominal Value		
20,000	Ordinary	£1	20,000	4
			<u>=====</u>	<u>=====</u>

During the year the company increased its authorised share capital by £19,000 and issued 19,996 £1 ordinary shares, at par, for cash.

6. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	<u>1997</u>	<u>1996</u>
	£	£
Shareholders' funds at beginning of year (deficit)	(25,958)	2
Share issue	19,996	2
Loss for the financial year	(13,452)	(25,962)
Shareholders' funds at end of year (deficit)	(19,414)	(25,958)
	<u>=====</u>	<u>=====</u>

7. RELATED PARTY TRANSACTION

Designplan Lighting Limited provided management services to the company for which no charge was made.

8. ULTIMATE HOLDING COMPANY

The company is a wholly owned subsidiary of Designplan Lighting Limited, which is registered in England and Wales and is its ultimate holding company.