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DIRECTORS' REPORT

FOR THE YEAR ENDED 31st AUGUST 1996

The directors present their annual report, together with the audited financial statements of the company for the year ended 31st August 1996.

RESULTS AND DIVIDENDS

The profit for the year after taxation amounted to £136,064. An interim dividend of £135,000 was paid during the year. The directors do not recommend payment of a final dividend. It is recommended the balance of £1,064 be transferred to reserves.

REVIEW OF THE BUSINESS

The company's principal activities during the year were those of building repair and stonework contracting. The directors have pursued a policy of selective tendering and targeted growth in turnover. They are pleased to report the success of this strategy as demonstrated by this years trading results.

It is anticipated that the company will continue to trade profitably during the ensuing year.

DIRECTORS AND THEIR INTERESTS

The directors of the company during the year and their interests in the share capital of the company at the beginning and end of the year were as follows:

Ordinary Shares of £1 each

A.P.W. Paye	33
A.F. Goodwin	33
P.D. Lloyd	17
P.P. Newsam	17



DIRECTORS' REPORT (Continued)

FOR THE YEAR ENDED 31st AUGUST 1996

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare accounts 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 accounts, the directors are required to:

* select suitable accounting policies and then apply them consistently;

* make judgements and estimates that are reasonable and prudent;

* prepare the accounts on a 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 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

In accordance with Section 384 of the Companies Act 1985, a resolution proposing the reappointment of Harrison Hill Castle and Company as Auditors to the company will be put to the Annual General Meeting.

By Order of the Board

Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS OF PAYE STONEWORK & RESTORATION LIMITED

FOR THE YEAR ENDED 31st AUGUST 1996

We have audited the financial statements on pages 4 to 11 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 2, 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 the company's affairs at 31st August 1996 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants
Registered Auditors

Harrison Hill Castle and Company Melbury House 34, Southborough Road Bickley Bromley Kent, BR1 2EB

Dated: 14 April 1997

Harrison Hill Castle & Co.

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31st AUGUST 1996

		1996	1995
N	lotes	£	£
TURNOVER Continuing operations	2	3,748,155	3,274,806
COST OF SALES		(3,119,699)	(2,852,187)
GROSS PROFIT		628,456	422,619
Administration expenses		(443,151)	(302,430)
OPERATING PROFIT	3/4	185,305	120,189
Interest receivable Interest payable	5	2,904 (1,283)	3,906 (1,226)
PROFIT ON ORDINARY ACTIVITIES BE	FORE TAXATION	186,926	122,869
Tax on ordinary activities	6	(50,862)	(37,408)
PROFIT FOR THE YEAR		136,064	85,461
Dividends	7	(135,000)	(20,000)
RETAINED PROFIT FOR THE YEAR		1,064	65,461

Turnover and operating profit derive wholly from continuing operations. The company had no recognised gains or losses during the year other than the profit and loss account.

BALANCE SHEET

AS AT 31st AUGUST 1996

		19	996	19	95
ETVEN AGORDO	Notes	£	£	£	£
FIXED ASSETS Intangible assets Tangible assets	8	•	26,700 7,352		31,150 9,740
			34,052		40,890
CURRENT ASSETS Stocks and Work in Progress Debtors Cash at bank and in hand	10 11	96,083 759,516 9,765		98,413 651,183 110,654	
CDEDITORS amounts follow		865,364		860,250	
CREDITORS - amounts falling due within one year	12	763,428		763,217	
NET CURRENT ASSETS			101,936		97,033
TOTAL ASSETS LESS CURRENT LIA	BILITIES	}	135,988		137,923
CREDITORS - amounts falling of after more than one year	lue 13		(3,478)		(6,476)
NET ASSETS			£ 132,510		£ 131,447
CAPITAL AND RESERVES					
Called up share capital Profit and loss account	14		100 132,410		100 131,347
SHAREHOLDERS' FUNDS	15		£ 132,510		£ 131,447

Approved by:

A.P.W. Paye A Pome } Directors

A.F. Goodwin | Minimum | Directors

Dated: April 1997

NOIES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st AUGUST 1996

1. ACCOUNTING POLICIES

1.1 Accounting conventions

The financial statements are prepared under the historical cost convention and appropriate accounting standards. These include Financial Reporting Standard No.1 in accordance with which the company satisfies the criteria for exemption from the requirement to publish a cashflow statement.

1.2 Turnover

This represents the invoiced amounts of goods sold and services provided, net of value added tax.

1.3 Depreciation of intangible assets

The Company's policy is to write off goodwill evenly over its economic life of 10 years.

1.4 Depreciation of tangible fixed assets

Provision is made for depreciation on all tangible fixed assets at rates calculated to write off the cost or valuation less estimated residual value, of each asset over its expected useful life, as follows:

Office equipment:
Motor vehicles:

20 % per annum on reducing balance

25 % per annum on reducing balance

1.5 Stock and Work in progress

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items. Work in progress is valued at the lower of cost and net realisable value less progress payments with an appropriate allowance for overheads.

1.6 Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives.

The corresponding lease or hire purchase obligation is capitalised in the balance sheet as a liability. The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st AUGUST 1996

2. TURNOVER

The turnover and pre-tax profit are wholly attributable to the company's main activity. The turnover arises entirely in the U.K.

3.	OPERATING PROFIT	1996 £	1995 £
	This is stated after charging (crediting):		
	Staff costs (see note 4) Auditors' remuneration Amortisation of Goodwill Depreciation Hire of equipment	292,519 5,000 4,450 2,388 267,774	3,000 4,450 2,022
4.	EMPLOYEE INFORMATION		
4.1	Staff costs:	1996 £	1995 £
	Wages and salaries Social security costs Other pension costs	259,688 28,985 3,846 ————————————————————————————————————	11,471 802
4.2	The average weekly number of employees during the year was as follows:-	No. 19	No. 14

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st AUGUST 1996

4.3 Directors' emoluments:

•	£	£
Fees and salaries	102,000	13,800
Further details, excluding pension contributions: Chairman	£ 12,000	£ 6,900
Highest paid director	£ 39,000	£ 6,900
Other directors' emoluments fell within the following ranges:	No.	No.
£Nil - £5,000 £10,001 - £15,000 £35,001 - £40,000	1	2 -
5. INTEREST PAYABLE	1996	1995
On bank loans, overdrafts and similar loans:- Repayable by instalments within 5 years Repayable otherwise than by instalments	1,283 £ 1,283	880 346 £ 1,226
6. TAXATION The tax charge on the profit on ordinary activities for the year was as follows:	1996	1995
U.K corporation tax at 25%/24%	50,862	37,408
	£ 50,862	£ 37,408
7. DIVIDENDS	1996	1995
Interim dividend paid: £1,350.00 per share. (1995= £200.00)	135,000	20,000

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st AUGUST 1996

8. INTANGIBLE FIXED ASSETS

9.

INTANGIBLE FIXED ASSETS		,	Total £
Cost: 1st September 1995			44,500
31st August 1996			£44,500
Amortisation: 1st September 1995 Charge for year			13,350 4,450
31st August 1996			£17,800
Net book value at 31st August 1996			£26,700
Net book value at 31st August 1995			£31,150
TANGIBLE FIXED ASSETS	Fixtures fittings and office equipment f		Total £
Cost: At 1st September 1995 & At 31st August 1996	1,191	10,571	11,762
Depreciation: At 1st September 1995 Charge for year	260 186	1,762	2,022 2,388
At 31st August 1996	446	3,964	4,410
Net book value at 31st August 1996	£ 745	£ 6,607	£ 7,352
Net book value at 31st August 1995	£ 931	£ 8,809	£ 9,740

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st AUGUST 1996

10.	STOCKS AND WORK IN PROCRESS The amounts attributable to the different	1996 £	1995 £
	categories are as follows:	~	~
	Raw materials and consumables Work in progress	1,500 94,583	1,000 97,413
		£ 96,083	£ 98,413
11.	DEBTORS	1996	1005
		£	1995 £
	Trade debtors Amounts owed by related undertakings Corporation Tax Other debtors Prepayments	709,341 15,024 12,500 21,588 1,063	5,771 5,000 9,158 835
		£759,516 ———	£651,183 ————
12.	CREDITORS - AMOUNIS FALLING DUE WITHIN ONE YEAR	1996 £	1995 £
	Bank overdraft Obligations under lease	-	22,052
	and hire purchase contracts Trade creditors Amounts owed to related undertaking undertaking Corporation tax Other taxes and social security costs	2,999 499,394 2,200 40,510	2,368 463,331 - 42,408
	Directors' current accounts Accruals	17,752 - 200,573	24,892 20,000 188,166
		£763,428	£763,217

NOTES TO THE FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31st AUGUST 1996

13.	CREDITIORS - AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	1996 £	1995 £
	Obligations under lease and hire purchase contracts	3,478	6,476
14.	SHARE CAPITAL	1996	1995
	AUTHORISED SHARE CAPITAL 1000 Ordinary Shares of £1 each	£ 1,000	£ 1,000
	CALLED UP AND FULLY PAID 100 Ordinary shares of £1 each	100	100
15.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUN	DS	
		1996 £	1995 £
	Profit for the financial year Dividends	136,064 (135,000)	85,461 (20,000)
•	Opening shareholders' funds	1,064 131,446	65,461 65,986
	Closing shareholders' funds	132,510	131,447