Company registration number: 2836088

DRAEFERN HOLDINGS PLC and subsidiary undertaking

ANNUAL REPORT

YEAR ENDED 4 APRIL 1998



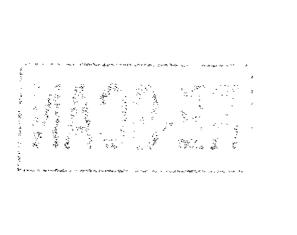


PANNELL KERR FORSTER

**Chartered Accountants** 

13-7-98

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# DRAEFERN HOLDINGS PLC ANNUAL REPORT YEAR ENDED 4 APRIL 1998

## DIRECTORS

G R Wilson M S Thornton

## **SECRETARY**

J S Hardy ACCA

## REGISTERED OFFICE

Draefern House 39 Holywell Street Chesterfield Derbyshire S41 7SH

## **SOLICITORS**

Rodney Shiers Chesterfield

Irwin Mitchell Sheffield

## **AUDITORS**

Pannell Kerr Forster Sheffield

## **BANKERS**

Barclays Bank plc Chesterfield

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#### DRAEFERN HOLDINGS PLC

## **DIRECTORS' REPORT**

The directors present their annual report together with the financial statements for the year ended 4 April 1998.

## 1. RESULTS AND DIVIDENDS

The group profit for the year after taxation and minority interest was £482,398. The directors propose a final dividend of £6.40 per ordinary share leaving a balance of profit of £162,398 for the year to be transferred to reserves.

## 2. REVIEW OF THE BUSINESS

The group's principal activity during the year was the supply of industrial and technical contract personnel.

The directors consider the level of activity and the year end financial position to be satisfactory.

#### 3. DIRECTORS

The directors at the end of the year and their beneficial interest in the shares of the company were as follows:

	Ordin	Ordinary Shares		
	4.4.98	5.4.97		
G R Wilson	25,000	25,000		
M S Thornton	-	-		

Under the Articles of Association the directors are not required to retire by rotation.

## 4. 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 the group and of the profit or loss 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 which are 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.

## DRAEFERN HOLDINGS PLC

## **DIRECTORS' REPORT**

## 4. DIRECTORS' RESPONSIBILITIES (continued)

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## 5. DONATIONS

The group made charitable donations of £1,395 during the year.

## 6. STATUS

The company is a close company under the provisions of the Income and Corporation Taxes Act 1988.

#### 7. AUDITORS

A resolution to re-appoint the auditors, Pannell Kerr Forster, will be proposed at the annual general meeting.

## 8. PAYMENT POLICY

The group does not follow any specific code or policy on payment to suppliers, but aims to settle balances with its suppliers on normal commercial terms.

By order of the board

2 July 1998

JS HARDY ACCA

Chesterfield

Secretary

#### AUDITORS' REPORT TO THE SHAREHOLDERS OF

## **DRAEFERN HOLDINGS PLC**

We have audited the financial statements on pages 5 to 16 which have been prepared under the accounting policies set out on page 9.

## RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on pages 2 and 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.

## BASIS OF OPINION

We conducted our audit in accordance with Auditing Standards. 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 and the group'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 affairs of the company and the group as at 4 April 1998 and of the group's profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

2 July 1998

PANNELL KERR FORSTER

Sheffield

Chartered Accountants Registered Auditors

# DRAEFERN HOLDINGS PLC and subsidiary undertaking CONSOLIDATED PROFIT AND LOSS ACCOUNT YEAR ENDED 4 APRIL 1998

	Notes	1998		1997	
		£	£	£	£
TURNOVER	2		15,342,727		14,189,853
Cost of sales			11,645,602		10,721,050
GROSS PROFIT			3,697,125		3,468,803
Administrative expenses			2,985,195		2,508,707
OPERATING PROFIT			711,930		960,096
Income from fixed asset investments		105		64	
Interest receivable	5	<u>46,726</u>	46,831	<u>25,932</u>	25,996
			758,761		986,092
Interest payable and similar charges	4		10,200		1,921
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	6		748,561		984,171
Tax on profit on ordinary activities	7		261,340		338,741
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION			487,221		645,430
Profit Attributable to Minority interest			4,823		3,819
PROFIT ON ORDINARY ACTIVITIES ATTRIBUTABLE TO GROUP			482,398		641,611
Dividends	8		320,000		400,000
RETAINED PROFIT FOR THE FINANCIAL YEAR	14		162,398		241,611

All amounts relate to continuing operations.

The group has no recognised gains or losses other than those shown above.

# DRAEFERN HOLDINGS PLC and subsidiary undertaking CONSOLIDATED BALANCE SHEET 4 APRIL 1998

	Notes	1998		1997	
		£	£	£	£
FIXED ASSETS					
Tangible assets	9		243,790		250,213
Investments	10		<u>2,042</u>		<u>2,042</u>
			245,832		252,255
CURRENT ASSETS					
Debtors	11	2,234,140		2,068,578	
Cash at bank and in hand		<u>986,244</u>		<u>503,707</u>	
		3,220,384		2,572,285	
CREDITORS - Amounts falling	10	0 (50 55)		0 100 100	
due within one year	12	<u>2,653,756</u>		<u>2,190,100</u>	
NET CURRENT ASSETS			566,628		382,185
NET ASSETS			812,460		634,440
CAPITAL AND RESERVES					
Called up share capital	13		50,000		50,000
Share premium account	14		20		20
Capital reserve	14		21,870		11,569
Profit and loss account	14	,	730,999		568,601
SHAREHOLDERS' FUNDS	15		802,889		630,190
Minority interest			9,571		4,250
			812,460		634,440

Approved by the board on 2 July 1998

GRWILSON - Director

# DRAEFERN HOLDINGS PLC BALANCE SHEET 4 APRIL 1998

	Notes	1998	19	97
		£ £	£	£
FIXED ASSETS				
Investments	10	1	100	100
CURRENT ASSETS				
Debtors Cash at bank and in hand	11	969,671 	365,666 <u>816</u>	
		969,671	366,482	
CREDITORS - Amounts falling due within one year	12	<u>811,801</u>	230,818	
NET CURRENT ASSETS		157,8	370	135,664
NET ASSETS		157,5		135,764
CAPITAL AND RESERVES				
Called up share capital	13	50,0	)00	50,000
Share premium account	14		20	20
Profit and loss account	14	107,9	<del>)</del> 50	85,744
SHAREHOLDERS' FUNDS		157,9	970	135,764

Approved by the board on 2 July 1998

G R WILSON - Director

# DRAEFERN HOLDINGS PLC and subsidiary undertaking CONSOLIDATED CASHFLOW STATEMENT YEAR ENDED 4 APRIL 1998

	Notes	1998 £	1997 £
Net cash inflow from operating activities	19	945,530	763,011
Returns on investments and servicing of finance	20	36,631	24,075
Taxation		(442,064)	(210,465)
Capital expenditure	20	(73,652)	(196,758)
Acquisitions and disposals	20	10,800	11,980
Equity dividends paid			(601,000)
		477,245	(209,157)
Financing	20	5,293	9,602
Increase (decrease) in cash		482,538	(199,555)
Reconciliation of net cashflow to movement in net	debt		
Increase (decrease) in cash in the year		482,538	(199,555)
Cash outflow from increase in debt and lease financing	g	(5,293)	(9,602)
Change in net debt		477,245	(209,157)
Net debt at 5 April 1997		494,105	703,262
Net debt at 4 April 1998		971,350	494,105

## 1. ACCOUNTING POLICIES

The following accounting policies have been used consistently in dealing with items which are considered material to the group's affairs.

#### Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

#### **Basis of consolidation**

The group financial statements consolidate the financial statements of the company and its subsidiary. Profits or losses on intra-group transactions are eliminated in full.

## Tangible fixed assets and depreciation

Tangible fixed assets are depreciated at the following annual rates over their estimated useful lives:-

Short leasehold land and buildings -

10% cost

Fixtures and fittings

20% to 33% reducing balance

Motor vehicles

- 25% reducing balance

#### Leases and hire purchase contracts

Assets held under finance leases and hire purchase contracts are capitalised as tangible fixed assets and the obligation to pay future rentals under such leases and contracts is included in creditors. Payments in respect of the finance charge element of the leases and contracts are charged to profit and loss account so as fairly to apportion the charge over the duration of the leases and contracts.

Rentals payable under operating leases are charged in the profit and loss account in the year in which they are incurred.

#### Deferred taxation

Provision is made for deferred tax, using the liability method, to the extent that it is probable that a liability will crystallise.

#### Turnover

Turnover represents sales at invoice value less trade discounts allowed and excluding value added tax

#### **Pension costs**

The group operates a defined contribution scheme providing benefits for employees additional to those from the state. The pension cost charge represents contributions payable by the company to the fund in respect of the year.

## 2. TURNOVER

The group engages in only one class of business and all sales were within the United Kingdom.

3.	STAFF PARTICULARS	1998 £	1997 £
•	Staff costs comprised:		
	Wages and salaries Social security costs Other pension costs	12,566,779 731,023 132,981 13,430,783	11,622,205 653,997 48,000 12,324,202
	Average number employed in the year: Office staff Directors	Number 77 2 79	Number  702  72
			_

In addition, an average number of 1,927 (1997: 1,777) were employed on a temporary basis during the year.

4.	INTEREST PAYABLE AND SIMILAR CHARGES	£	£
	Bank interest	507	583
	Other interest	<u>9,693</u>	<u>1,338</u>
		10,200	1,921
			<del></del>
5.	INTEREST RECEIVABLE		
	Interest receivable	46,726	25,932

6.	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1998 £	1997 £
	The profit on ordinary activities before taxation is after charging:		
	Auditors' remuneration Audit fee Depreciation written off tangible fixed assets Loss on sale of fixed assets Operating lease rentals: Motor vehicles Land and buildings	5,150 71,930 8,145 38,528 142,010	4,200 64,818 13,795 38,794 106,799
	Directors' emoluments: Salaries and other emoluments Contributions to money purchase pension schemes	236,709 121,075 357,784	166,798 48,000 214,798
	Number of directors accruing benefits under: Money purchase schemes	Number  1 —	Number  1 —
	Directors' emoluments include the following in respect of the highest paid director:	£	£
	Salaries and other emoluments Contributions to money purchase pension schemes	224,940 121,075 346,015	160,131 48,000 208,131
7.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
	Corporation tax on the profit for the year Adjustments in respect of prior year	256,850 <u>4,490</u>	337,600 
		261,340	338,741

8.	DIVIDENDS			1998 £	1997 £
	Ordinary: Proposed dividen (1997: £8.00)	d of £6.40 per sh	are	320,000	400,000
9.	FIXED ASSETS - TANGI	BLE			
	GROUP Cost	At 5.4.97 £	Additions £	At Disposals £	4.4.98 £
	Land and buildings Short leasehold - cost Fixtures and fittings Motor vehicles	5,000 147,771 226,420 379,191	38,647 46,955 85,602	(11,887) (33,550) (45,437)	5,000 174,531 239,825 419,356
	<u>Depreciation</u> Land and buildings Short leasehold - cost Fixtures and fittings Motor vehicles	At 5.4.97 £ 3,000 66,193 59,785	Charge for year £  500 26,254 45,176  71,930	Eliminated on disposals £  (7,050) (18,292)	At 4.4.98 £ 3,500 85,397 86,669
	Net book amounts Land and buildings Short leasehold - cost Fixtures and fittings Motor vehicles	At 5.4.97 £ 2,000 81,578 166,635 250,213			At 4.4.98 £ 1,500 89,134 153,156 243,790

Tangible fixed assets include motor vehicles under hire purchase contracts with a net book value of £23,625. The depreciation charge on the assets for the year under review was £3,375.

## 10. FIXED ASSETS - INVESTMENTS

GROUP	At			At
	5.4.97	Additions £	Disposals £	4.4.98
	<b>a.</b>	<b>&amp;</b>	ž.	*
Listed investments at cost	2,042	-	<u>.</u>	2,042

The listed investments are listed on a recognised stock exchange. Their market value at the balance sheet date is not materially different from cost.

COMPANY	At 5.4.97 £	Additions £	Disposals £	At 4.4.98 £
Shares in group undertaking at cost	100	-	-	100

The company owned 97% of the equity capital of Draefern Limited, a company incorporated in Great Britain, throughout the year.

		Group		Com	mpany	
		1998	1997	1998	1997	
11.	DEBTORS	£	£	£	£	
	Amounts falling due within one year:					
	Trade debtors	2,092,057	1,866,742	-	-	
	Amounts owed by group undertaking	-		649,131	365,666	
	Other debtors	967	470	540	_	
	Prepayments and accrued income	61,116	51,116	-	_	
	Recoverable advance corporation tax	_	150,250	_	_	
	Dividend receivable	<del></del>		320,000	<del>_</del>	
		2,154,140	2,068,578	969,671	365,666	
	Amounts falling due after one year:					
	Recoverable advance corporation tax	80,000			=	
		2,234,140	2,068,578	969,671	365,666	

Allotted and fully paid

Authorised

# DRAEFERN HOLDINGS PLC and subsidiary undertaking NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 4 APRIL 1998

		Gre	Group		Company	
		1998	<b>1997</b>	1998	1997	
12.	CREDITORS	£	£	£	£	
	Amounts falling due within one year:					
	Bank overdraft	-	-	1,671	-	
	Trade creditors	270,253	187,006	-	-	
	Amounts owed to group undertakings	-	-	10,000	-	
	Corporation tax	336,876	437,600	6,876	18,600	
	Other taxation and social security	915,411	870,150	•	13,537	
	Hire purchase liabilities	14,894	9,602	-	_	
	Directors' current accounts	304,053	412,810	265,553	197,831	
	Other creditors	236,245	192,952	206,701	· -	
	Accruals and deferred income	256,024	79,980	1,000	850	
	Proposed dividend	320,000		320,000		
		2,653,756	2,190,100	811,801	230,818	

The hire purchase liabilities are secured on the assets concerned.

## 13. CALLED UP SHARE CAPITAL

There was no change in share capital during the year.

				£		£
	Ordinary shares of £1 each			100,000	5	0,000
					=	<del></del>
		Share	Group	Profit	Comp Share	pany Profit
		premium account	Capital reserve	and loss account	premium account	and loss account
14.	RESERVES	£	£	£	£	£
	At 5 April 1997	20	11,569	568,601	20	85,744
	Retained profit for the year	-	-	162,398	-	22,206
	Capital reserve arising on issue of shares to minority	<del></del>	<u>10,301</u>		_=	
	At 4 April 1998	20	21,870	730,999	20	107,950

In accordance with the exemption permitted by S230(3) of the Companies Act 1985 the company has not presented its own profit and loss account. The group profit for the year includes a profit of £22,205 (1997: £50,645) which is dealt with in the accounts of the parent company.

15.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	1998 £	1997 £
	At 5 April 1997	630,190	367,110
	Retained profit for the year	162,398	251,511
	Capital reserve arising on issue of shares to minority	10,301	11,569
	At 4 April 1998	802,889	630,190

#### 16. FINANCIAL COMMITMENTS

The company has operating lease commitments to pay during the next year as follows:

	£	£
Land and buildings		
Ending within one year	13,231	9,523
Ending within two to five years	34,950	37,360
Ending after five years	<u>7,500</u>	14,750
•	55,681	61,633
		<del></del>
Motor vehicles		
Ending within one to two years	21,247	32,573
Ending within two to five years	<u>6,369</u>	<u>6,369</u>
	27,616	38,942
		- 0,5 .=

In addition the company had authorised but not contracted for capital expenditure of £285,000 (1997: £Nil).

## 17. POST BALANCE SHEET EVENTS

On 13 May 1998, 2,500 £1 ordinary shares were purchased by the company for consideration of £184,370.

## 18. RELATED PARTY TRANSACTIONS

During the year under review the group paid rent of £15,000 to Holywell Property Management a partnership in which G R Wilson is a partner.

The balance on G R Wilson's director's loan account at 4 April 1998 was £304,053. An amount of £206,033 is owed to L Davis, a shareholder of the company

19	P. RECONCILIATION OF OPERATING PRO CASH INFLOW FROM OPERATING AC	FIT TO NET TIVITIES	1998 £	1997 £
	Operating profit Depreciation charges Loss on sale of tangible fixed assets Increase in debtors Increase in creditors		711,930 71,930 8,145 (85,022) 238,547	960,096 64,818 13,795 (524,090) 248,392
	Net cash inflow from operating activities		945,530	763,011
20.	GROSS CASH FLOWS			
	Returns on investments and servicing of finance Interest paid Interest received Dividend received	ce	(10,200) 46,726 	(1,921) 25,932 <u>64</u>
	Capital expenditure Payments to acquire tangible fixed assets Receipts from sales of tangible fixed assets		36,631 ————————————————————————————————————	24,075 ==== (201,908)5,150
	Acquisitions and disposals Redemption of shares in subsidiary Issue of shares to minority		(73,652) ————————————————————————————————————	(196,758) ————————————————————————————————————
	Financing New hire purchase agreements Capital element of hire purchase payments		10,800 24,300 (19,008)	11,980 27,900 (18,298)
			5,292	9,602
21.	ANALYSIS OF CHANGES IN NET DEBT			
		At 5.4.97 £	Cashflows £	At 4.4.98 £
	Cash at bank and in hand Hire purchase	503,707 (9,602)	482,537 (5,292)	986,244 <u>(14,894</u> )
		494,105	477,245	971,350

19.	RECONCILIATION OF OPERATING PROFIT CASH INFLOW FROM OPERATING ACTIVI		1998 £	1997 £
	Operating profit Depreciation charges Loss on sale of tangible fixed assets Increase in debtors Increase in creditors		711,930 71,930 8,145 (85,022) <u>238,547</u>	960,096 64,818 13,795 (524,090) 248,392
	Net cash inflow from operating activities		945,530	763,011
20.	GROSS CASH FLOWS			
	Returns on investments and servicing of finance Interest paid Interest received Dividend received		(10,200) 46,726 	(1,921) 25,932 <u>64</u>
			36,631	24,075
	Capital expenditure Payments to acquire tangible fixed assets Receipts from sales of tangible fixed assets	·	(85,602) 11,950	(201,908) 
			(73,652)	(196,758)
	Acquisitions and disposals Redemption of shares in subsidiary Issue of shares to minority		<u>-</u> 10,800	(20) 12,000
	Financing	·	10,800	11,980
	New hire purchase agreements Capital element of hire purchase payments		24,300 ( <u>19,008</u> )	27,900 ( <u>18,298</u> )
			5,292	9,602
21.	ANALYSIS OF CHANGES IN NET DEBT	At 5.4.97 £	Cashflows £	At 4.4.98 £
	Cash at bank and in hand Hire purchase	503,707 <u>(9,602</u> )	482,537 <u>(5,292</u> )	986,244 <u>(14,894</u> )
		494,105	477,245	971,350