

**Ruberoid International Limited**

**Directors' report and financial  
statements**

**Registered number 2860994**

**For the year ended 31 December 2001**



**BIR** **\*B7UJ8FH3\*** **0418**  
**COMPANIES HOUSE** **30/10/02**

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## Directors' report

The directors present their report together with the audited financial statements for the year ended 31 December 2001.

### Principal activity and business review

The company is the holding company of companies located in the UK, Belgium, The Netherlands, Ireland and the USA, engaged principally in the manufacture and supply of a wide range of bituminous waterproofing systems and related products.

### Results and dividends

The profit and loss account is shown on page 4. The profit for the financial year amounted to £2,064,000 (2000: £39,000).

The directors recommend the payment of a final dividend of £Nil (2000: £Nil).

### Directors and Directors' interests

The directors who served during the year and subsequently were:

PA Bentley  
ML Kippen (appointed 26 October 2001)  
IGS McPherson (resigned 7 September 2001)  
HM Koschitzky

None of the directors had any declarable beneficial interest in the share or loan capital of the company during the period.

Mr HM Koschitzky is an overseas based director and is not required to notify his interests in group undertakings incorporated outside Great Britain to the company. None of the remaining directors had any beneficial interest in the share or loan capital of the company's ultimate parent company, IKO Sales Limited, or of any subsidiary undertaking during the year.

This report was approved by the board on 17 October 2002 and signed on its behalf by:



**ML Kippen**  
Company Secretary

14 Tewin Road  
Welwyn Garden City  
Hertfordshire  
AL7 1BP

## Statement of 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 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 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.

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG Audit Plc

2 Cornwall Street  
Birmingham  
B3 2DL

## **Independent auditors' report to the members of Ruberoid International Limited**

We have audited the financial statements on pages 4 to 10.

### **Respective responsibilities of directors and auditors**

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

### **Basis of audit 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 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*KPMG Audit Plc*  
KPMG Audit Plc  
Chartered Accountants  
Registered Auditor

17 October 2002

**Profit and loss account**  
*for the year ended 31 December 2001*

	<i>Note</i>	<b>2001 £000</b>	<b>2000 £000</b>
Other operating income and charges		(5)	21
<b>Operating (loss)/profit</b>		<b>(5)</b>	<b>21</b>
Income from investments		<b>2,069</b>	-
Interest receivable	3	-	139
<b>Profit on ordinary activities before taxation</b>	4	<b>2,064</b>	160
Tax on profit on ordinary activities	5	-	(121)
<b>Retained profit for the financial year transferred to reserves</b>		<b>2,064</b>	39

Movements in reserves are set out in note 12 on page 9.

All amounts relate to continuing operations.

**Statement of total recognised gains and losses**

There were no recognised gains or losses other than the results for the years reported above.

## Reconciliation of movements in equity shareholders' funds

	2001 £000	2000 £000
Total recognised gains and losses for the year	2,064	39
Movement in equity shareholders funds	2,064	39
Equity shareholders' funds at beginning of year	2,103	2,064
Equity shareholders' funds at end of year	4,167	2,103

**Balance sheet**  
*at 31 December 2001*

	Note	2001 £000	2000 £000
<b>Tangible assets</b>			
Investments	6	21,987	21,987
<b>Current assets</b>			
Debtors: amounts falling due in less than one year	7	104	
Debtors: amounts falling due after more than one year	7	2,099	139
		<u>2,203</u>	<u>139</u>
Creditors: amounts falling due within one year	8	-	(121)
<b>Net current assets</b>		<u>2,203</u>	<u>18</u>
<b>Total assets less current liabilities</b>		<u>24,190</u>	<u>22,005</u>
Creditors: amounts falling due after more than one year	9	(20,023)	(19,902)
<b>Net assets</b>		<u>4,167</u>	<u>2,103</u>
<b>Capital and reserves</b>			
Called up share capital	11	-	-
Profit and loss account	12	4,167	2,103
<b>Equity shareholders' funds</b>		<u>4,167</u>	<u>2,103</u>

These financial statements were approved by the Board of Directors on 17 October 2002 and were signed on its behalf by:



**ML Kippen**  
 Director



## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### *Basis of accounting*

The financial statements are prepared in accordance with applicable accounting standards using the historic cost accounting rules.

#### *Consolidated financial statements*

These financial statements present information about the Company as an individual Company and not about its group. The Company is exempt under section 228 of the Companies Act 1985 from the obligation to prepare group financial statements and to deliver them to the Registrar of Companies as it is a wholly owned subsidiary of another body corporate.

#### *Investments*

Investments in subsidiary undertakings are shown at cost less amounts written off. In the opinion of the Directors, the valuation of investments at 31 December 2001 is not less than the amount at which they are stated in the balance sheet.

#### *Cash flow statement*

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that IKO U.K. Limited the company's ultimate parent undertaking, includes the company's cash flows in its own published consolidated cash flow statement.

#### *Foreign currencies*

Transactions in foreign currencies are recorded using the rates of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rates of exchange ruling at the balance sheet date. Exchange differences are reflected in the results for the year.

#### *Related party transactions*

Under Financial Reporting Standard 8 the company is exempt from the disclosure of transactions with other group undertakings on the grounds that it is wholly owned and its results are included in IKO U.K. Limited's consolidated financial statements which are publicly available.

### 2 Employees and directors

The company had no employees other than the directors, none of whom received any remuneration (2000: £Nil).

### 3 Interest receivable

	2001 £000	2000 £000
Interest receivable from group undertakings	-	139

## Notes (continued)

### 4 Profit on ordinary activities before taxation

	2001 £000	2000 £000
Profit on ordinary activities before taxation has been arrived at after crediting:		
Exchange gains	-	21

### 5 Tax on profit on ordinary activities

Taxation based on the profit for the year comprises:

	2001 £000	2000 £000
<b>Current year</b>		
UK corporation tax	621	48
Double taxation relief	(621)	-
<b>Prior year</b>		
UK corporation tax	-	73
	-	121

### 6 Investments

£000

#### Shares in subsidiary undertakings

<b>Cost</b>	
At beginning and end of year	21,987

The Company's principal trading subsidiaries set out below are wholly owned, either directly or indirectly, except where indicated, and all the holdings are of ordinary shares. Shares of those companies which are indirectly owned are marked with an asterisk.

Subsidiary	Country of Incorporation and Operation	Activity
Antwerps Teer & Asphaltbedrijf NV	Belgium	Manufacture of waterproofing products and roofing services
Asbo NV (51%) *	Belgium	Manufacture of waterproofing products
Asphaltco SA (99.5%) *	Belgium	Manufacture of building chemicals
Briggs Roofing & Cladding Limited	Ireland	Roofing and cladding services
Hyload Inc	USA	Manufacture of waterproofing products
Nebiprofa BV*	Holland	Manufacture and distribution of roofing products
Ruberoid Building Products Limited	Ireland	Distribution of waterproofing products
RUSA Holding BV	Holland	Investment company
Touwen & Co BV *	Holland	Manufacture of paints and wood preservatives

## Notes (continued)

### 7 Debtors

	2001 £000	2000 £000
<b>Amounts falling due within one year:</b>		
Amounts owed by group undertakings	104	-
	<hr/>	<hr/>
	104	-
<b>Amounts falling due after more than one year:</b>		
Amounts owed by group undertakings	2,099	139
	<hr/>	<hr/>
	2,203	139
	<hr/>	<hr/>

### 8 Creditors: amounts falling due within one year

	2001 £000	2000 £000
Corporation tax	-	121
	<hr/>	<hr/>

### 9 Creditors: amounts falling due after more than one year

	2001 £000	2000 £000
Amounts owed to group undertakings	20,023	19,902
	<hr/>	<hr/>

### 10 Deferred taxation

There is no unprovided deferred tax liability at 31 December 2001 (2000: £Nil).

### 11 Share capital

	2001 £	2000 £
<b>Authorised:</b>		
100 ordinary shares of £1 each	100	100
	<hr/>	<hr/>
<b>Allotted, called up and fully paid:</b>		
2 ordinary shares of £1 each	2	2
	<hr/>	<hr/>

### 12 Reserves

	Profit and loss account £000
At beginning of year	2,103
Retained profit for the financial year	2,064
	<hr/>
At end of year	4,167
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**Notes** *(continued)*

**13 Contingent liabilities**

The company has guaranteed bank overdrafts and loans in respect of its parent company and fellow subsidiary undertakings. At 31 December 2001 these guarantees amounted to £Nil (2000: £2,610,198).

**14 Ultimate parent company**

The company's ultimate parent company is IKO Sales Limited, a company incorporated in Canada, and its UK parent company is IKO U.K. Limited, a company registered in England.

The company's financial statements have been consolidated in the financial statements of IKO U.K. Limited. Copies of the consolidated financial statements are available from the Company Secretary, IKO U.K. Limited, 14 Tewin Road, Welwyn Garden City, Hertfordshire, AL7 1BP.