FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 1999

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COMPANIES HOUSE

26/01/00

DIRECTORS:

R.A. Brooke

J. Holmes
A.S. Newby

J.H. Nicholson

Mrs L.A. Van-Keulen

CHAIRMAN:

J.H. Nicholson

SECRETARY:

R.A. Brooke

COMPANY NUMBER:

02895622

REGISTERED OFFICE:

Swan House

Beaconsfield Road

Hatfield

Hertfordshire

AL10 8BJ

BANKERS:

Midland Bank Plc

Watford, High Street Branch

73 High Street

Watford

Hertfordshire

WD1 2DS

SOLICITORS:

Fennemores

Bouverie House

200 Silbury Boulevarde Central Milton Keynes

MK9 1LL

AUDITORS:

The O.K. Partnership

438 Ley Street

Ilford Essex IG2 7BS

INDEX TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 1999

Page No.

1	- 2	Directors' Report
	3	Auditors' Report to the Shareholders
	4	Profit and Loss Account
	5	Reconciliation of Movements in Shareholders' Funds
	6	Balance Sheet
	7	Cash Flow Statement
8	- 18	Notes to the Financial Statements

DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 1999

The directors present herewith their annual report, together with the audited financial statements of the company for the year ended 31st March 1999.

RESULTS AND DIVIDENDS

The profit for the year after taxation was £311,164. The directors do not recommend payment of a dividend for the current year.

REVIEW OF THE BUSINESS

The company's principal activity during the year continued to be that of the printing of multi-colour brochures, magazines, leaflets, posters and general commercial print material.

The directors will again endeavour to increase turnover, gross profit and net profit next year. The new equipment and processes which the company has installed in the last year have made the company more efficient and has also increased the production capacity of the company. The last piece of equipment required to complete the current phase of development is a computer to plate system which has been ordered and will be installed when a digital proofing solution has been developed or purchased.

One of the presses replaced this year decreased in value by £150,000 in three years and reduced this years trading profit by £89,268.

The equipment and working methods the company uses make it technically one of the leading printing companies in the world.

The accounts state that the company has net current liabilities of £154,800. This includes 12 months of future hire purchase payments but does not allow future income streams to be included to set against this item.

DIRECTORS AND THEIR INTERESTS

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

	<u>Number of shares</u>					
	31st Mar	ch 1999	1st Ap	ril 1998		
	Ord.	Pref.	Ord.	Pref.		
R.A. Brooke	12	_	12	_		
J. Holmes	-	-	-	-		
A.S. Newby	12		12	-		
J.H. Nicholson	-	_	-	40,000		
Mrs L.A. Van-Keulen	-	~		_		

FIXED ASSETS

The movements in fixed assets during the year are set out in note 9 to the accounts.

<u>DIRECTORS' REPORT, CONTINUED</u>
FOR THE YEAR ENDED 31ST MARCH 1999

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 year. In preparing those accounts, the directors are required to:

- * select suitable accounting policies and then apply them consistently, to
- * make judgments and estimates that are reasonable and prudent, and to
- * prepare the accounts 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 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 of fraud and other irregularities.

AUDITORS

It is proposed that the company's present auditors, The D.K. Partnership, Chartered Accountants and Registered Auditors, be reappointed as auditors to the company to hold office for the ensuing year.

By Order of the Board, 30th September 1999

R.A. Brooke, Secretary

We have audited the financial statements on pages 4 to 18 which have been prepared under the historical cost convention adjusted for the revaluation of certain tangible fixed assets and the accounting policies set out on pages 8 and 9.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 1 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 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 judgments 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.

OPTINTON

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31st March 1999 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

The D.K. Partnership

Ilford, Essex

Chartered Accountants and Registered Auditors

Date:

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 1999

TON THE THEN HAPPED SIST THENOIL	Notes	£	1999 £	£	1998 £
TURNOVER	3	4	4,268,640		3,763,090
COST OF SALES		:	2,580,966		2,371,916
GROSS PROFIT		-	1,687,674		1,391,174
ADMINISTRATION COSTS		:	1,257,227		1,030,812
Other operating income	4		430,447 4,350		360,362 5,724
OPERATING PROFIT	5/6		434,797		366,086
Interest payable	7	(123,633)		(142,735)	(142,735)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			311,164		223,351
Tax on ordinary activities	8		_		
RETAINED PROFIT FOR THE YEAR AFTER TAXATION			311,164		223,351
Retained profit brought forward Transfer from reserves	15		527,486 -		278,345 25,790
RETAINED PROPIT CARRIED FORWAR	D	£	838,650	£	527,486

The notes on pages 8 to 18 form part of these accounts.

Turnover and operating profit derive wholly from continuing operations.

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS FOR THE YEAR ENDED 31ST MARCH 1999

	Notes	£	<u>1999</u> £	£	1998 £
RETAINED PROFIT FOR THE YEAR AFTER TAXATION			311,164		223,351
Opening shareholders' funds Transfer from reserves	15		527 , 486		278,345 25,790
CLOSING SHAREHOLDERS' FUNDS			£838,650		£527,486

The notes on pages 8 to 18 form part of these accounts.

The only item which would appear on a 'Statement of Total Recognised Gains and Losses' is the profit for the year as shown above.

BALANCE SHEET AS AT 31ST MARCH 1999

AS AT 31ST MARCH 1999			<u> 1999</u>		1998
	Notes	£	£	£	£
PIXED ASSETS			A 000 500		
Tangible assets	9		2,397,768		1,767,214
CURRENT ASSETS					
Stocks	10	121,185		127,191	
Debtors	11	871,3 5 3		589,857	
Cash at bank and in hand		473	_	753	
		993,011	_	717,801	
CREDITORS - amounts falling due within one year	12	(1,147,811	1	(921,981)	1
NET CURRENT (LIABILITIES)			(154,800)		(204,180)
ASSETS LESS CURRENT					
LIABILITIES			2,242,968		1,563,034
CREDITORS - amounts falling d	lue				
after more than one year	13		(1,396,053)		(967,528)
NET ASSETS			£ 846,915	í	595,506
Financed by:					
rinanced by:					
CAPITAL AND RESERVES					
Called up share capital	14		100		40,100
Revaluation reserve	15		8,165		27,920
Profit and loss account			838,650		527,486
			£ 846,915		£ 595,506

The notes on pages 8 to 18 form part of these accounts.

Approved by the Board of Directors on 30th September 1999 (and signed on its behalf by)

J.H. Nicholson

Director

Remell

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 1999

FUR THE YEAR ENDED SIST MARCH 1999		1000	1000
11		1999 £	<u>1998</u>
	otes	Ľ	r.
Reconciliation of operating profit to	~		
net cash inflow from operating activitie	<u>8</u>	434,797	366,086
Operating profit		222,958	209,907
Depreciation charges		3	(31,447)
Adjustment on disposal of fixed assets		89,268	(52,927)
Decrease in stocks and work in progress		6,006	160,788
Increase in debtors		(281,496)	(12,434)
Increase in creditors		34,700	(12,434)
Net cash inflow from operating activitie	8	506,233	639,973
CASH FLOW STATEMENT			
Net cash inflow from operating activitie Returns on investment	s	506,233	639,973
and servicing of finance	17	(123,633)	(142,735)
Share capital redeemed	17	(40,000)	(412),00,
Capital expenditure	17	(90,829)	(169,042)
Capital expenditure	1,	(50,625)	(105/012)
		(565,697)	328,196
Financing	17	592,816	(196,550)
		27,119	131,646
Reconciliation of net cash flow			
to movement in net debt	10	27 110	(131,646)
Increase in cash in the period	18	27,119	
Cash used to decrease liquid resources	18	592,816	(196,550)
		619,935	(328,196)
Net debt at 1st April 1998	18	1,324,412	1,652,608
Net debt at 31st March 1999	18	1,944,347	1,324,412
			=

The notes on pages 8 to 18 form part of these accounts.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 1999

1. ACCOUNTING POLICIES

The following accounting policies have been selected and consistently applied by the directors.

1.1 Accounting conventions

The financial statements are prepared under the historical cost convention, modified to include the revaluation of certain tangible fixed assets.

1.2 Accounting standards

Applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

1.3 Turnover

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

1.4 Depreciation of tangible assets

Provision is made for depreciation on all tangible 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:

Computer equipment:	33.3%	per	annum,	straight	line	basis
Fixtures and fittings:	10%	per	annum,	straight	line	basis
Plant and machinery:	10%	per	annum,	straight	line	basis
Motor vehicles:	25%	per	annum,	straight	line	basis

1.5 Stocks

Stock and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

1.6 Deferred taxation

Provision is made by the liability method for all timing differences which are expected to be reversed in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 31ST MARCH 1999

1. ACCOUNTING POLICIES (CONTINUED)

1.7 Hire purchase contracts

Assets obtained under hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives. 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 capital repayments outstanding.

Rentals paid under operating leases are dealt with in the profit and loss account as incurred.

1.8 Pension costs

The company operates a defined contribution scheme for a director of the company. The assets of the scheme are held separately from the company in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

In addition the company makes discretionary contributions to the personal pension schemes of certain employees.

2. FINANCIAL REPORTING STANDARD 3

In the opinion of the directors, all operations are continuing operations and there has been no acquisition of operations.

3. TURNOVER

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

4.	OTHER OPERATING INCOME	<u>1999</u> £	199 <u>8</u>
	Sale of scrap Hertfordshire County Council award	2,608 1,742	2,047 3,677
		£ 4,350 £	5,724

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 31ST MARCH 1999

5.	OPERATING PROFIT	<u>1999</u>	<u>1998</u>
	This is stated after charging (crediting):	£	£
	Staff costs (see note 6)	1,335,050	
	Directors' emoluments	355,258	351,498
	Auditors' remuneration	5,250	6,000
	Depreciation	222,958	209,907
	Adjustment on disposal of fixed assets	89,268	(31,447)
	Hire of equipment	651	686
			

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 31ST MARCH 1999

6.	EMPLOYEE INFORMATION	1999 £	1998 £
6.1	Staff costs, including directors:	-	L
	Wages and salaries Social security costs Other pension costs	1,167,448 114,853 52,749	
		£1,335,050	£1,215,247
6.2	The average weekly number of employees during th year was made up as follows:	e No.	No.
	Office and management Direct labour	19 26	- -
		45	45
6.3	Directors' emoluments:		
	Fees and salaries Pension contributions	303,173 52,085	•
•		£ 355,258	£ 351,498
	Further details, excluding pension contributions Chairman	£ 68,152	£ 66,072
	Highest paid director	£ 68,152	£ 66,490
	Other directors' emoluments fell within the following ranges:	No.	No.
	£35,001 - £40,000 £40,001 - £45,000 £45,001 - £50,000 £50,000 - £55,000 £55,001 - £60,000	- 1 1 -	- 1
	£65,001 - £70,000	1	1

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 31ST MARCH 1999

7.	INTEREST PAYABLE	<u>1999</u> £	1998 £
	On bank overdrafts repayable within 5 years	4,449	10,559
	Finance lease charges	114,055	121,487
	Other interest and charges	· -	10,689
		£123,633	£ 142,735
			=

8. TAXATION

- 8.1 The company is a close company within the terms of section 282 of the Taxes Act 1970
- 8.2 Whilst the directors acknowledge the requirements of Statement of Standard Accounting Practice 15 'Accounting for deferred tax' they consider that no provision need be made in these accounts in respect of taxation deferred by accelerated capital allowances as any adjustment would be immaterial.
- 8.3 There is no tax charge on the profits for the year due to accelerated capital allowances which are not expected to crystallise in the future.

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 31ST MARCH 1999

9. TANGIBLE FIXED ASSETS

	Fixtures	(famoustic m	Plant	Matan	
	and	Computer	and	Motor vehicles	Total
	£ £	€ edarbilleur	equipment f	£	Total F
Cost:	L	L	E	L	T.
	1 (17	556 363	1 710 200	212 122	2 101 271
At 1st April 1998	1,647	258,383	1,719,209	212,132	2,191,371
Additions	_	54,216	978,091	86,300	1,118,607
Disposals		-	(317,107)		(317,107)
At 31st March 1999	1,647	312,599	2,380,193	298,432	2,992,871
Depreciation:					
At 1st April 1998	426	185,794	178,093	59,844	424,157
Charge for year	165	35,873	125,874	61,046	222,958
Disposals	-	-	(52,012)	· –	(52,012)
At 31st March 1999	591	221,667	251,955	120,890	595,103
Net book value at	04 050	000000	50 100 000 5	177 540	00 007 760
31st March 1999	£1,056	£ 90,932	£2,128,238 £	1//,542	12,397,768
Net book value at					
31st March 1998	£1,221	£ 72,589	£1,541,116 £	152,288	£1,767,214

Included in the amounts for fixed assets above are the following amounts relating to leased assets and those subject to hire purchase:

		omputer Juipment	Plant and equipment		Motor yehicles	<u>Total</u>
Cost:						
At 1st April 1998		74,532	1,494,117		185,745	1,754,394
At 31st March 1999		105,948	2,472,208		272,045	2,850,201
Accumulated depreciation:						
At 1st April 1998		27,764	151,562		39,162	218,488
At 31st March 1999		51,956	249,290		95,452	396,698
Depreciation charged during year		24,192	97,728		56,290	178,210
Net book value:						
At 31st March 1999	£	53,992	£2,222,918	£	176,593	£2,453,503
At 31st March 1998	£	46,768	£1,342,555	£	146,583	£1,535,906
	_					

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 31ST MARCH 1999

10.	STOCKS	<u>1999</u> £	<u>1998</u> £
	The amounts attributable to the different categories are as follows:		
	Raw materials and consumables	36,085	25,742
	Work in progress	85,100	101,449
		£121,185	£127,191
		-	
11.	DESTORS	<u>1999</u>	<u>1998</u>
		£	£
	Trade debtors	857,657	549,050
	Social security and other taxes	1,369	-
	Other debtors	1,515	17,045
	Prepayments	10,812	16,974
		£ 871,353	£ 589,857
		<u> </u>	
12.	CREDITORS - AMOUNTS FALLING DUE	1999	1998
	WITHIN ONE YEAR	£	£
	Bank loans and overdraft Obligations under lease	79,135	54,300
	and hire purchase contracts	469,632	305,341
	Trade creditors	480,110	491,464
	Other taxes and social security costs	45,017	36,055
	Directors' current accounts	48,741	11,681
	Other creditors	3,556	11,464
	Accruals	21,620	11,676
		£1,147,811 £	921,981

The company was granted an overdraft facility of £300,000, a Bacs facility of £100,000 and a Business Card facility of £12,750 by its bankers and these fall due for renewal in January 2000. These facilities are secured by a fixed charge over the book debts and a floating charge over all other assets dated 20th May 1996.

The director's loan is repayable in equal monthly instalments over seven years and interest is charged at 2% above the bank base rate.

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 31ST MARCH 1999

13.	CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	<u>1999</u> £	1998 £
	Obligations under lease and hire purchase contracts	1,396,053	967,528
		£1,396,053 £	967,528

The maturity of obligations under the finance leases is as follows:

	<u>1999</u> £	<u>1998</u> £
Within one year In the second to fifth years Over five years	469,632 1,359,687 36,366	305,341 967,528 120,081
	£1,865,685	£1,272,869

14. SHARE CAPITAL

SHARE CAPITAL	Authorised	Allotted, Issued ised and fully paid		
	£	<u>1999</u> £	1998 £	
100 ordinary shares of £1 each 0 redeemable preference	1,000	100	100	
shares of £1 each	40,000	-	40,000	
	£ 41,000	£ 100	£ 40,100	

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 31ST MARCH 1999

15.	REVALUATION RESERVE	<u>1999</u> £	<u>1998</u> £
	Balance as at 1st April 1998	•	53,710
	Revaluation in year	(19, /55)	(25,790)
	At 31st March 1999	£ 8,165	£ 27,920

An Heidelberg MOZP press was revalued on an open market basis at £40,000 by Print Skills Limited on 3rd September 1996.

On an historical cost basis, this asset would currently be included at a cost of £38,095 less depreciation of £19,729, that is a net book value of £18,366.

It is included at a valuation of £40,000 less depreciation of £12,000, that is a net book value of £28,000.

16. COMMITMENTS AND CONTINGENT LIABILITIES

PENSION CONHITMENTS

The company operates a defined contribution pension scheme for a director and also makes discretionary contributions to the personal schemes of certain employees. The pension cost charge for the period represents contributions payable by the company and amounted to £52,749 (1998: £54,427).

CAPITAL COLOUTHENTS		1999 ¢	1998 ¢
Authorised by the directors but not contracted	£	<u>-</u>	£ -
Authorised by the directors and contracted	E	_	£ 802,448

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 31ST MARCH 1999

17. GROSS CASH FLOWS

		<u>1999</u> £		<u>1998</u> F
Returns on investment and servicing of finance		1.		T.
Interest payable		123,633		142,735
	£	123,633	£	142,735
Capital amanditura	=			
Capital expenditure	4	110 607		1044 0761
Payments to acquire tangible fixed assets	1	,118,607		(244,876)
Receipts from sale of tangible fixed assets		210,310		75,834
	£	908,297	£	(169,042)
Financing	==		==	
Debt due within one year:				
Increase in short term borrowings		164,291		15,964
	-	164,291	_	15,964
Debt due in more than one year		428,525		(212,514)
best due in more chan one year	_	420,323	_	(212,314)
	£.	592,816	£	(196,550)
	=		=	<u></u>
Share capital				
Redemption of £40,000 preference shares	£	40,000	£	_
	=		=	

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 31ST MARCH 1999

18. ANALYSIS OF CHANGES IN NET DEBT

	31.3.97 £	Cash flow £	31.3.98 £	Cash flow £	31.3.99 £
Moneymaster account	2	<u></u>	2	-	2
Fetty cash	448	303	751	(280)	471
Overdraft	(183,639)	131,343	(52,296)	(26,839)	(79,135)
		131,646		(27,119)	
Finance leases	(289,377)	(15,964)	(305,341)	(164,291)	(469,632)
Non-bank loans	-	-	-	_	_
Loans more than five years	-	_	_	_	_
Hire purchase	(1,180,042)	212,514	(967,528)	(428,525)	(1,396,053)
		196,550		(592,816)	
	(1,652,608)	328,196	(1,324,412)	(619,935)	(1,944,347)