



Registration number 3687689

Accountants, Business and Tax Consultants

DP Reprographics Limited

Directors' report and financial statements

for the year ended 30 April 2003



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Company information

Directors

K Bateson A D Fisher P Oatley M Cooper

Secretary

L Runnacles

Company number

3687689

Registered office

Units 5-6

Midlands Industrial Estate

Holt, Trowbridge Wiltshire, BA14 6RU

Auditors

Richardson Groves Cleveland House Sydney Road

Bath BA2 6NR

Business address

Units 5-6

Midlands Industrial Estate

Holt, Trowbridge Wiltshire, BA14 6RU

Bankers

HSBC Plc 46 Fore Street Trowbridge Wiltshire BA14 8EL

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Directors' report for the year ended 30 April 2003

The directors present their report and the financial statements for the year ended 30 April 2003.

Principal activity and review of the business

The principal activities of the company are printing and ancillary services, and there has been no change in these activities during the year.

Once again DP Reprographics Limited has had a successful year and this looks likely to continue during the coming year.

We would like to thank all our staff for their hard work and support.

Results and dividends

The results for the year are set out on page 5.

The directors do not recommend payment of a final dividend.

Payments of creditors

The company obtains normal trade credit terms from its suppliers and aims to meet the payment dates specified therein. During the year all credit terms were met on the due dates.

Ordinary shares

Directors and their interests

The directors who served during the year and their interests in the company are as stated below:

	30 April 2003	1 May 2002
K Bateson	_	•
A D Fisher	-	-
P Oatley	-	-
M Cooper	-	-

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 the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to:

- select suitable accounting policies and 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.

Directors' report for the year ended 30 April 2003

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 and detection of fraud and other irregularities.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Richardson Groves be reappointed as auditors of the company will be put to the Annual General Meeting.

27/10/03

The directors recommend that Richardson Groves remain in office until further notice.

This report was approved by the Board on and signed on its behalf by

K Bateson Chairman

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Independent auditors' report to the shareholders of DP Reprographics Limited

We have audited the financial statements of DP Reprographics Limited for the year ended 30 April 2003 which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses and the related notes. These financial statements have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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.

Independent auditors' report to the shareholders of DP Reprographics Limited continued

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 April 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Richardson Groves

Registered Auditor

Cleveland House Sydney Road Bath BA2 6NR

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Profit and loss account for the year ended 30 April 2003

		Continuing op	erations
		2003	2002
	Notes	£	£
Turnover	2	861,577	829,038
Cost of sales		(619,274)	(575,756)
Gross profit		242,303	253,282
Administrative expenses Other operating income		(161,156) 3,000	(217,352)
Operating profit	3	84,147	35,930
Interest payable and similar charges	4	(25,042)	(32,170)
Profit on ordinary activities before taxation Tax on profit on ordinary activities Retained profit/(loss) for the year Accumulated loss brought forward Retained profit/(loss) carried forward There are no recognised gains or loss Note of historical cost profits and less	es other than the profit or loss for		$ \begin{array}{r} 3,760 \\ (4,743) \\ \hline (983) \\ \hline (41,048) \\ \hline (42,031) \\ \hline \end{array} $ rs.
Profit on ordinary activities before taxation Difference between an historical cost depreciation charge and the actual		59,105	3,760
depreciation charge of the year calculated on the revalued amount		1,805	4,695
Historical cost profit on ordinary activities before taxation		60,910	8,455
Historic cost profit for the year retained after taxation and divide	nds	44,321	3,712

The notes on pages 8 to 18 form an integral part of these financial statements.

Balance sheet as at 30 April 2003

		200	3	2002	2
	Notes	£	£	£	£
Fixed assets					
Intangible assets	8		4,699		9,403
Tangible assets	9		219,801		269,784
			224,500		279,187
Stocks	10	10,276		10,256	
Debtors	11	98,142		115,866	
Cash at bank and in hand		8,553		300	
		116,971		126,422	
Creditors: amounts falling due within one year	12	(199,241)		(252,703)	
Net current liabilities			(82,270)		(126,281)
Total assets less current liabilities			142,230		152,906
Creditors: amounts falling due after more than one year	13		(77,465)		(135,278)
Provisions for liabilities					
and charges	14		(9,364)		(4,743)
Net assets			55,401		12,885
Capital and reserves					
Called up share capital	16		100		100
Revaluation reserve	17		54,816		54,816
Profit and loss account	17		485		(42,031)
Equity shareholders' funds	18		55,401		12,885

The financial statements were approved by the Board on and signed on its behalf by

K Bateson

27/10/03

Director -

Cash flow statement for the year ended 30 April 2003

		2003	2002
	Notes	£	£
Reconciliation of operating profit to net			
cash inflow from operating activities			25.020
Operating profit		84,147	35,930
Depreciation		73,675	84,292
(Increase) in stocks		(20)	3,049
Decrease in debtors		17,724	63,138
(Decrease) in creditors		(10,459)	(3,261)
Net cash inflow from operating activities		165,067	183,148
Cash flow statement			
Net cash inflow from operating activities	•	165,067	183,148
Returns on investments and servicing of finance	22	(25,042)	(32,170)
Capital expenditure	22	(18,988)	(34,800)
		121,037	116,178
	22	(57,814)	(59,089)
Financing	<u>LL</u>		
Increase in cash in the year		63,223	57,089
Reconciliation of net cash flow to movement in ne	t funds (Note 23)		
Increase in cash in the year		63,223	57,089
Cash outflow from increase in debts and lease finance	ing	57,814	59,089
Change in net funds resulting from cash flows		121,037	116,178
New finance leases and hire purchase contracts		-	29,474
Movement in net funds in the year		121,037	145,652
Net debt at 1 May 2002		(247,762)	(393,414)
Net debt at 30 April 2003		(126,725)	(247,762)
•			

Notes to the financial statements for the year ended 30 April 2003

1. Accounting policies

1.1. Accounting convention

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

The company has consistently applied all relevant accounting standards.

1.2. Turnover

Turnover represents the total invoice value, excluding value added tax, of sales made during the year.

1.3. Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life of 5 years.

1.4. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost or valuation less residual value of each asset over its expected useful life, as follows:

Leasehold properties

Straight line over the life of the lease

Plant and machinery

25% reducing balance

Fixtures, fittings

and equipment

25% reducing balance

1.5. Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce constant periodic rates of charge on the net obligations outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.6. Stock and work in progress

Stock and work in progress are valued at the lower of cost and net realisable value.

1.7. Pensions

The pension costs charged in the financial statements represent the contribution payable by the company during the year.

Notes to the financial statements for the year ended 30 April 2003

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1.8. Deferred taxation

Provision is made for deferred taxation using the liability method to take account of timing differences between the incidence of income and expenditure for taxation and accounting purposes except to the extent that the directors consider that a liability to taxation is unlikely to materialise.

Prior to the adoption of FRS 19, the company provided for deferred taxation only to the extent that timing differences were expected to materialise in the foreseeable future.

2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK.

3.	Operating profit	2003	2002
		£	£
	Operating profit is stated after charging:		
	Depreciation and other amounts written off intangible assets	4,704	4,704
	Depreciation and other amounts written off tangible assets	68,971	79,588
	Operating lease rentals		
	- Land and buildings	24,184	21,286
	Auditors' remuneration	3,000	3,000
4	Total and a small and should be also as	2002	2002
4.	Interest payable and similar charges	2003	2002
	On bank loans and overdrafts	£ 2,985	£ 3,006
	Hire purchase interest	17,843	26,409
	Factoring interest	4,214	2,755
		25,042	32,170

Notes to the financial statements for the year ended 30 April 2003

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5. Employees

Number of employees The average monthly numbers of employees during the year were:	2003	2002
Production	<u> </u>	<u>9</u>
Employment costs	2003 £	2002 £
Wages and salaries	226,198	253,587
Social security costs	21,821	25,334
Other pension costs	6,250	11,954
	254,269	290,875

6. Pension costs

The company operates a defined contribution pension scheme in respect of the employees. The scheme and its assets are held by independent managers. The pension charge represents contributions due from the company and amounted to £6,250 (2002 - £11,954).

Notes to the financial statements for the year ended 30 April 2003

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7. Tax on profit on ordinary activities

Analysis of charge in period	2003	2002
	£	£
UK corporation tax	11,968	
Total current tax charge	11,968	
Deferred tax		
Timing differences, origination and reversal	4,621	4,743
Total deferred tax	4,621	4,743
Tax on profit on ordinary activities	16,589	4,743

Factors affecting tax charge for period

The tax assessed for the period is lower than the standard rate of corporation tax in the UK (19 per cent). The differences are explained below:

	2003 £	2002 £
Profit on ordinary activities before taxation	59,105	3,760
Profit on ordinary activities multiplied by standard rate of corporation		
tax in the UK of 19% (30 April 2002 : 19%)	11,230	714
Capital allowances for period in excess of depreciation	2,580	(714)
Utilisation of tax losses	(4,403)	-
Expenses not deductable for tax purposes	2,561	-
Current tax charge for period	11,968	-

Notes to the financial statements for the year ended 30 April 2003

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8.	Intangible fixed assets		(Goodwill	Total
				£	£
	Cost At 1 May 2002			23,511	23,511
	At 30 April 2003			23,511	23,511
	Provision for diminution in value At 1 May 2002 Charge for year			14,108 4,704	14,108 4,704
	At 30 April 2003			18,812	18,812
	Net book values At 30 April 2003			4,699	4,699
	At 30 April 2002			9,403	9,403
9.	Tangible fixed assets	property mach	t and fi	Fixtures, ittings and equipment	Total
	Cost/revaluation	£	£	£	£
	At 1 May 2002 Additions	•	51,000 14,571	71,755 4,417	433,564 18,988
	At 30 April 2003	10,809 3	65,571	76,172	452,552
	Depreciation At 1 May 2002 Charge for the year	10,809 1	17,443 59,448	35,528 9,523	163,780 68,971
	At 30 April 2003	10,809	76,891	45,051	232,751
	Net book values At 30 April 2003	- 1	188,680	31,121	219,801
	At 30 April 2002	- 2	233,557	36,227	269,784

Notes to the financial statements for the year ended 30 April 2003

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Included above are assets held under finance leases or hire purchase contracts as follows:

	2003		2002	
	Net	Depreciation	Net	Depreciation
Asset description	book value	charge	book value	charge
	£	£	£	£
Plant and machinery	136,859	45,620	200,786	64,187
Equipment		-	9,067	3,022
	136,859	45,620	209,853	67,209

Tangible fixed assets included at a valuation would have been included on a historical cost basis at:

	2003	2002
	£	£
Cost	386,927	367,939
Depreciation	184,444	116,949
Net book value	202,483	250,990

The revaluation was carried out on 17 February 1999 by Henry Butcher International Limited, Industrial Consultants, Auctioneers and Valuers. The valuation was on an ongoing trading basis in accordance with the Practice Statements and Guidance Notes of the Royal Institution of Chartered Surveyors. The valuation was for Open Market Value with the normal definition applicable to that valuing basis. The original cost of the assets revalued was £64,000.

10.	Stocks	2003	2002
		£	£
	Raw materials and consumables	8,706	4,613
	Work in progress	1,570	5,643
		10,276	10,256
			_ _

Notes to the financial statements for the year ended 30 April 2003

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11.	Debtors	2003 £	2002 £
	Trade debtors Amounts owed by group undertakings Other debtors Prepayments and accrued income Creditors: amounts falling due within one year Bank overdraft Net obligations under finance leases and hire purchase contracts Trade creditors Corporation tax Other taxes and social security costs Factoring advance	60,452	90,624
	Amounts owed by group undertakings	25,436	6,697
	Other debtors	•	5,250
	Prepayments and accrued income	12,254	13,295
		98,142	115,866
12.		2003 £	2002 £
	Bank overdraft	-	54,970
	Net obligations under finance leases		•
		57,813	57,813
	.	58,348	54,241
	Corporation tax	11,968	-
	Other taxes and social security costs	6,637	6,307
	Factoring advance	53,020	73,365
	Accruals and deferred income	11,455	6,007
		199,241	252,703

The bank overdraft is secured by a debenture effecting a fixed and floating charge, past and future, over all the assets of the company.

Under a deed of priority dated 10 November 1999, DP Reprographics Limited gives priority to a factoring company in respect of the charge over book debts only.

There is a unlimited corporate cross guarantee between Midway Colour Print Plc and DP Reprographics Limited.

Notes to the financial statements for the year ended 30 April 2003

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13.	Creditors: amounts falling due	2003	2002
	after more than one year	£	£
	Net obligations under finance leases		
	and hire purchase contracts	77,465	135,278
	Net obligations under finance leases		
	and hire purchase contracts		
	Repayable within one year	(74,952)	(75,656)
	Repayable between one and five years	(74,952)	(149,904)
		$(\overline{149,904})$	(225,560)
	Finance charges and interest allocated		
	to future accounting periods	14,626	32,469
		(135,278)	(193,091)
14	Provisions for liabilities and charges		
		Deferred taxation	
		(Note 15)	Total
		£	£
	At 1 May 2002	4,743	4,743
	Movements in the year	4,621	4,621
	At 30 April 2003	9,364	9,364

Notes to the financial statements for the year ended 30 April 2003

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15.	Provision for deferred taxation		2003 £	2002 £
	Accelerated capital allowances		9,364	4,743
	Undiscounted provision for deferred tax		9,364	4,743
	Provision at 1 May 2002 Deferred tax charge in profit and loss account Provision at 30 April 2003		4,743 4,621 9,364	
16.	Share capital		2003 £	2002 £
	Authorised equity		.	ı.
	100 Ordinary shares of £1 each		100	100
	Allotted, called up and fully paid equity 100 Ordinary shares of £1 each		100	100
17.	Equity Reserves	Revaluation reserve	Profit and loss account £	Total
	At 1 May 2002 Retained profit/(loss) for the year	54,816	(42,031) 42,516	12,785 42,516
	At 30 April 2003	54,816	485	55,301
18.	Reconciliation of movements in shareholders' funds		2003 £	2002 £
	Profit/(loss) for the year		42,516	(983)
	Opening shareholders' funds		12,885	13,868
	Closing shareholders' funds		55,401	12,885

Notes to the financial statements for the year ended 30 April 2003

..... continued

19. Financial commitments

At 30 April 2003 the company had annual commitments under non-cancellable operating leases as follows:

	Land and	Land and buildings		
	2003	2002 £		
	£			
Expiry date:				
Between one and five years	15,952	15,952		
•				

20. Related party transactions

During the year DP Reprographics Limited traded with its parent company, Midway Colour Print Plc, as follows:

	2003 £	2002 £
Intercompany sales	528,081	491,534
Intercompany purchases	156,976	138,485

A management charge is paid by DP Reprographices Limited to Midway Colour Print Plc of £35,000 (2002: £40,000).

DP Reprographices Limited previously had entered into lease agreements with Highclere Finance Limited, a company in which a director, Mr A D Fisher, has a material interest.

The gross amounts paid to Highelere Finance Limited under these agreements were as follows:

	2003 £	2002 £
Payments under finance leases and hire purchase contracts.	-	8,435

21. Ultimate parent undertaking

The ultimate parent company is Midway Colour Print Plc, company number 3507592. The registered office of the parent company is Units 16-20, Midlands Industrial Estate, Holt, Trowbridge, Wiltshire BA14 6RU.

Notes to the financial statements for the year ended 30 April 2003

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22. Gross cash flows

23.

Overdrafts

Net funds

Finance leases and hire purchase contracts

		2003 £	2002 £
Returns on investments and servicing of finance Interest paid		(25,042)	(32,170)
Capital expenditure Payments to acquire tangible assets		(18,988)	(34,800)
Financing Capital element of finance leases and hire purchase contracts Capital element of finance lease contracts		(64,129) 6,315 (57,814)	(59,089) - (59,089)
Analysis of changes in net funds	Opening balance	Cash flows	Closing balance
	£	£	£
Cash at bank and in hand	300	8,253	8,553

54,970

63,223

57,814

121,037

8,553

(135,278)

(126,725)

(54,970)

(54,670)

(193,092)

(247,762)