

Registered number
3794781

ALLSIGNS INTERNATIONAL LIMITED

Report and Accounts

30 June 2004



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ALLSIGNS INTERNATIONAL LIMITED

Directors' Report

The directors present their report and accounts for the year ended 30 June 2004.

Principal activities and review of the business

The company's principal activity during the year was safety sign manufacture.

The company is in a good position to take advantage of any opportunities which may arise in the future.

Results

The profit for the year, after taxation, amounted to £1,046,174.

Events since the balance sheet date

In November 2003 a key incentivisation arrangement was established by transferring restricted shares in a subsidiary company to the participating employees. Subsequent payments from the arrangement are made subject to performance targets being met.

Directors

The directors who served during the year and their interests in the share capital of the company were as follows:

	£1 Ordinary shares	
	2004	2003
R. Calder	2,500	2,500
S. Turner	5,000	2,500
Mrs. K Turner (Resigned 01/07/03)	-	2,500
Mrs. C Calder	2,500	2,500

No right was granted or exercised during the year for directors or their spouses to subscribe for shares or debentures of the company.

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 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; and
- 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 maintaining 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 accounts 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.

The directors are responsible for ensuring that the directors' report and other information included in the annual report is in accordance with company law in the United Kingdom.

This report was approved by the board on 28 April 2005.


D.E. KIGGIN
Company Secretary

ALLSIGNS INTERNATIONAL LIMITED
Profit and Loss Account
for the year ended 30 June 2004

	Notes	2004 £	2003 £
Turnover	2	3,535,553	3,659,929
Cost of sales		(1,193,302)	(1,283,330)
Gross profit		<u>2,342,251</u>	<u>2,376,599</u>
Administrative expenses		(965,325)	(1,136,129)
Operating profit	3	<u>1,376,926</u>	<u>1,240,470</u>
Exceptional items: profit on disposal of tangible fixed assets	4	29,528	-
		<u>1,406,454</u>	<u>1,240,470</u>
Interest receivable		30,319	56,308
Profit on ordinary activities before taxation		<u>1,436,773</u>	<u>1,296,778</u>
Tax on profit on ordinary activities	7	(8,858)	(393,807)
Profit for the financial year		<u>1,427,915</u>	<u>902,971</u>
Dividends: ordinary dividend on equity shares	8	(390,599)	-
Retained profit for the financial year	16	<u>1,037,316</u>	<u>902,971</u>

Statement of total recognised gains and losses

The company has no recognised gains or losses other than the profit in the preceding or current financial year.

All amounts relate to continuing operations.

ALLSIGNS INTERNATIONAL LIMITED

Balance Sheet

as at 30 June 2004

	Notes	2004 £	2003 £
Fixed assets			
Intangible assets	9	-	4,400
Tangible assets	10	501,845	506,441
Investments	11	2,091,668	162,038
		<u>2,593,513</u>	<u>672,879</u>
Current assets			
Stocks	12	671,117	459,879
Debtors	13	804,005	728,439
Cash at bank and in hand		450,335	2,075,908
		<u>1,925,457</u>	<u>3,264,226</u>
Creditors: amounts falling due within one year	14	(354,534)	(809,985)
Net current assets		<u>1,570,923</u>	<u>2,454,241</u>
		<u>4,164,436</u>	<u>3,127,120</u>
Capital and reserves			
Called up share capital	15	10,000	10,000
Profit and loss account	16	4,154,436	3,117,120
Shareholders' funds:			
Equity	16	<u>4,164,436</u>	<u>3,127,120</u>

For the year ended 30th June 2004 the company was entitled to exemption under section 249A(1) of the Companies Act 1985. No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2). The directors acknowledge their responsibility for:

- i) ensuring the company keeps accounting records which comply with section 221 of the Companies Act 1985; and
- ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit and loss for the financial year in accordance with the requirements of section 226 of the Companies Act 1985, and which otherwise comply with the requirements of this act relating to accounts, so far as applicable to the company.

R.D.CALDER
Director

S.D.TURNER
Director

Approved by the board on 28 April 2005

ALLSIGNS INTERNATIONAL LIMITED
Cash Flow Statement
for the year ended 30 June 2004

	Notes	2004 £	2003 £
Reconciliation of operating profit to net cash inflow from operating activities			
Operating profit		1,376,926	1,240,470
Depreciation charges and loss on sale of fixed assets		61,881	68,135
Amortisation of goodwill		4,400	4,400
(Increase) in stocks		(211,238)	(34,863)
Decrease/(Increase) in debtors		(75,566)	7,982
(Decrease)/increase in creditors		(70,502)	(159,035)
Net cash inflow from operating activities		<u>1,085,901</u>	<u>1,127,089</u>
CASH FLOW STATEMENT			
Net cash inflow from operating activities		1,085,901	1,127,089
Returns on investments and servicing of finance	18	30,319	56,308
Taxation		(393,807)	(376,464)
Capital expenditure	18	<u>(1,957,387)</u> <u>(1,234,974)</u>	<u>(213,533)</u> <u>593,400</u>
Equity dividends paid		<u>(390,599)</u> <u>(1,625,573)</u>	<u>-</u> <u>593,400</u>
Management of liquid resources	18	-	(36,088)
Increase in cash		<u>(1,625,573)</u>	<u>557,312</u>
Reconciliation of net cash flow to movement in net funds			
Increase in cash in the period		(1,625,573)	557,312
(Decrease) /increase in liquid resources		-	(19,796)
Change in net funds	19	<u>(1,625,573)</u>	<u>537,516</u>
Net funds/(net debt) at 1 July		<u>2,075,908</u>	<u>1,538,392</u>
Net funds at 30 June		<u>450,335</u>	<u>2,075,908</u>

ALLSIGNS INTERNATIONAL LIMITED

Notes to the Accounts

for the year ended 30 June 2004

1 Accounting policies

Accounting convention

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

Turnover

Turnover represents the invoiced value of goods and services supplied by the company, net of value added tax and trade discounts.

Depreciation

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Land and Buildings	2% Straight Line
Fixtures and fittings	20% Straight line
Plant and machinery	20% Straight line
Motor vehicles	25% Straight line
Computer equipment	33% Straight line

Stocks

Stock is valued at the lower of cost and net realisable value.

Pensions

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

Employee Benefit Trust

The payments made to the Employee Benefit Trust are charged to the Profit and Loss Account.

Investments

Investments held as current assets are stated at the lower of cost and net realisable value.

Liquid Resources

Liquid Resources comprise current asset investments readily convertible into cash.

2 Turnover

Turnover is attributable to one continuing activity.

Analysis by geographical market:	2004	2003
	£	£
UK Sales	3,552,775	3,269,066
Overseas Sales	107,154	127,230
	<u>3,659,929</u>	<u>3,396,296</u>

3 Operating profit

	2004	2003
	£	£
This is stated after charging:		
Depreciation of owned fixed assets	61,881	68,135
Amortisation of goodwill	4,400	4,400
Loss on sale of fixed assets	-	1,668
Auditors' remuneration	-	6,650

ALLSIGNS INTERNATIONAL LIMITED

Notes to the Accounts

for the year ended 30 June 2004

17 Reconciliation of movement in shareholders' funds	2004 £	2003 £
At 1 July	3,127,120	2,224,149
Profit for the financial year	1,427,915	902,971
Dividends	(390,599)	-
At 30 June	4,164,436	3,127,120

18 Gross cash flows	2004 £	2003 £
Returns on investments and servicing of finance		
Interest received	30,319	56,308
Capital expenditure		
Payments to acquire tangible fixed assets	(93,373)	(109,903)
Payments to acquire investments	(1,929,630)	(129,630)
Receipts from sales of tangible fixed assets	65,616	26,000
	(1,957,387)	(213,533)
Management of liquid resources		
Purchase of current asset investments	-	(36,088)

19 Analysis of changes in net funds	At 1 July 2003 £	Cash flows £	Non-cash changes £	At 30 June 2004 £
Cash at bank and in hand	2,075,908	(1,625,573)		450,335
Total	2,075,908	(1,625,573)	-	450,335

20 Employee Benefit Trust

The directors are reviewing the policy with regards to the Employee Benefit Trust. As the company will accrue no future benefits from the Employee Benefit Trust and the assets of the Trust are beyond the control of the company, the directors opinion is that UITF is not currently applicable.

21 Transactions with Related Parties

R.Calder and S.Turner directors of the company have significant interests in Creative Kitchenware Limited to which the other debtors as shown in note 11 above relates.

Included in creditors are amounts owed to directors of the company as follows:-

	£
C.Calder	1,264
K.Turner	3,478

The maximum amounts outstanding on the loan accounts were :-

	£
S.Turner	93,154
R.Calder	87,710

The investments referred to in note 9 were assigned to the company by R.Calder and S.Turner.

ALLSIGNS INTERNATIONAL LIMITED

Notes to the Accounts

for the year ended 30 June 2004

12 Stocks	2004 £	2003 £
Raw materials and consumables	52,500	28,105
Work in progress	1,473	1,452
Finished goods and goods for resale	617,144	430,322
	<u>671,117</u>	<u>459,879</u>

The difference between purchase price or production cost of stocks and their replacement cost is not material.

13 Debtors	2004 £	2003 £
Trade debtors	676,782	646,748
Other debtors	105,703	47,669
Prepayments and accrued income	21,520	34,022
	<u>804,005</u>	<u>728,439</u>

14 Creditors: amounts falling due within one year	2004 £	2003 £
Trade creditors	233,124	255,516
Corporation tax	8,858	393,807
Other taxes and social security costs	107,810	59,759
Other creditors	4,742	60,903
	<u>354,534</u>	<u>809,985</u>

15 Share capital	2004 £	2003 £
Authorised:		
Ordinary shares of £1 each	10,000	10,000
	<u>10,000</u>	<u>10,000</u>
	2004 No	2003 No
Allotted, called up and fully paid:		
Ordinary shares of £1 each	10,000	10,000
	<u>10,000</u>	<u>10,000</u>

16 Profit and loss account	2004 £	2003 £
At 1 July	3,117,120	2,214,149
Retained profit	1,037,316	902,971
	<u>4,154,436</u>	<u>3,117,120</u>
At 30 June		

ALLSIGNS INTERNATIONAL LIMITED

Notes to the Accounts

for the year ended 30 June 2004

9 Intangible fixed assets	£
Goodwill:	
Cost	
At 1 July 2003	22,000
At 30 June 2004	22,000
Amortisation	
At 1 July 2003	17,600
Provided during the year	4,400
At 30 June 2004	22,000
Net book value	
At 30 June 2004	-
At 30 June 2003	4,400

Goodwill is being written off in equal annual instalments over its estimated economic life of 5 years.

10 Tangible fixed assets

	Freehold land and buildings £	Plant, equipment and vehicles £	Total £
Cost			
At 1 July 2003	386,088	277,033	663,121
Additions	67,783	25,590	93,373
Disposals	(36,088)	-	(36,088)
At 30 June 2004	417,783	302,623	720,406
Depreciation			
At 1 July 2003	7,000	149,680	156,680
Charge for the year	7,000	54,881	61,881
At 30 June 2004	14,000	204,561	218,561
Net book value			
At 30 June 2004	403,783	98,062	501,845
At 30 June 2003	379,088	127,353	506,441

11 Investments

	Other investments £	
Cost		
At 1 July 2003		162,038
Additions		1,929,630
At 30 June 2004		2,091,668
Other investments	2004	2003
	£	£
Subsidiary Company	1,800,000	-
Unlisted investments	291,668	162,038
	2,091,668	162,038

ALLSIGNS INTERNATIONAL LIMITED
Notes to the Accounts
for the year ended 30 June 2004

4	Exceptional items	2004	2003
		£	£
	Profit on disposal of land and buildings	29,528	-
5	Directors' emoluments	2004	2003
		£	£
	Emoluments	117,772	103,802
	Company contributions to money purchase pension schemes	45,000	63,000
		<u>162,772</u>	<u>166,802</u>
	Number of directors in company pension schemes:	2004	2003
		Number	Number
	Money purchase schemes	3	4
6	Staff costs	2004	2003
		£	£
	Wages and salaries	710,829	882,898
	Social security costs	61,873	44,240
	Other pension costs	45,000	63,000
		<u>817,702</u>	<u>990,138</u>
	Average number of employees during the year	Number	Number
	Administration	11	11
	Manufacturing	22	22
	Sales	5	5
		<u>38</u>	<u>38</u>
7	Taxation	2004	2003
		£	£
	UK corporation tax	8,858	393,807
8	Equity dividends	2004	2003
		£	£
	Equity dividends on ordinary shares - final proposed	390,599	-

There is presently ongoing discussions with the Inland Revenue regarding the timing and tax relief of payments to the Employee Benefit Trust.

Factors affecting tax charge for the period :-

Profit on ordinary activities before tax		1,241,732
Profit on ordinary activities multiplied by standard tax rate of corporation tax at 30% (2003 30%)	8,858	372,520
Effects of:		
Expenses not deducted for tax purposes		4,086
Small company marginal relief		(5,656)
Capital allowances in excess of depreciation		-
Depreciation for period in excess of capital allowances	-	5,514
	<u>8,858</u>	<u>376,464</u>