DAVID FABB (HOLDINGS) LIMITED ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 1996

Registered number: 2561952

Hamiltons



ABBREVIATED FINANCIAL STATEMENTS

for the year ended 31st March 1996

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COMPANY INFORMATION

31st March 1996

Incorporated in England on 23rd November 1990

Number 2561952

CHAIRMAN

D. L. Fabb

OTHER DIRECTORS

P. J. Bailey

SECRETARY

P. J. Bailey

REGISTERED OFFICE

Old Wharf Road Stourbridge West Midlands DY8 4LT

BANKERS

National Westminster Bank Plc

141 High Street Stourbridge West Midlands DY8 1DW

SOLICITORS

Wall, James & Davies

15-23 Hagley Road

Stourbridge West Midlands DY8 1QW

AUDITORS

Hamiltons

Meriden House 75 Market Street Stourbridge West Midlands DY8 1AQ

DIRECTORS' REPORT

31st March 1996

The directors present their report and the audited financial statements for the year ended 31st March 1996.

Principal activity

The principal activity of the company during the year was the hire of steel processing plant and machinery and the letting of industrial premises.

Business review

The company's balance sheet as detailed on page 7 shows a satisfactory position, shareholders' funds amounting to £4,060,219.

Profit, dividends and appropriations

The results for the year are shown in the profit and loss account on page 5. An ordinary dividend amounting to £2,000 was paid and the balance of the profit for the year is to be transferred to reserves.

Fixed assets

Changes in fixed assets during the year are set out in note 9 to the accounts. In the opinion of the directors there has been enhancement to the value of the company's property over the cost disclosed in the accounts.

Directors

The directors of the company during the year and their interests in the shares of the company as recorded in the register of directors' interests were as follows

	31st March 1996 Ordinary shares	1st April 1995 Ordinary shares
D. L. Fabb P. J. Bailey	100	100

Future developments

The accounts reflect the very considerable investment being carried forward at "Servo Steel 2". During 1996 the company will commission the most modern wide coil steel pickling facility in the UK with capacity of 400,000 tonnes per annum. Associated processing equipment will expand the group's capability to some 15,000 tonnes per week. The directors have every confidence that following commissioning of the new facilities the group will be pre-eminent in the UK steel service centre industry".

Auditors

Messrs Hamiltons have expressed their willingness to continue as auditors, and a resolution for their reappointment will be proposed at the forthcoming annual general meeting.

Signed on behalf of the board of directors

P. J. Bailey Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES

We are required under company law 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 of the company for that period. In preparing those financial statements we are required to:

- select suitable accounting policies and apply them consistently;
- make reasonable and prudent judgements and estimates;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

We are also responsible for:

- keeping proper accounting records;
- safeguarding the company's assets;
- taking reasonable steps for the prevention and detection of fraud.

On behalf of the board

P. J. Bailey Director

25 June 1996

AUDITORS' REPORT

Auditors' report to the members of

David Fabb (Holdings) Limited

We have examined the abbreviated accounts on pages 5 to 16 together with the full accounts of David Fabb (Holdings) Limited for the year ended 31st March 1996. The scope of our work for the purpose of this report was limited to confirming that the company is entitled to the exemptions claimed in the directors' statement on page 7 and that the abbreviated accounts have been properly prepared from the full accounts.

In our opinion the company is entitled under Sections 246 and 247 of the Companies Act 1985 to deliver abbreviated accounts in respect of the year ended 31st March 1996 and the abbreviated accounts on pages 5 to 16 have been properly prepared in accordance with Schedule 8 to that Act.

On 25 June 1996 we reported, as auditors of David Fabb (Holdings) Limited, to the members on the full accounts prepared under Section 226 of the Companies Act 1985 for the year ended 31st March 1996 and our audit report was as follows:-

"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 page 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 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 error or other irregularity. 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 31st March 1996 and of its profit and cash flows for the year then ended and have been properly prepared in accordance with the Companies Act 1985".

Hamiltons

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Registered Auditors Meriden House 75 Market Street Stourbridge West Midlands

DY8 1AQ

PROFIT AND LOSS ACCOUNT

for the year ended 31st March 1996

	Note	<u>1996</u> £	<u>1995</u> £
Gross profit		898,237	809,226
Net operating expenses			
Administrative expenses Other operating income		(486,899) 	(338,780)
Operating profit	2	411,338	471,023
Interest payable Exceptional items	3 4	(180,852) (130,000)	(145,981)
Profit on ordinary activities before taxation		100,486	325,042
Taxation	5	. 72,396	(25,084)
Profit on ordinary activities after taxation		172,882	299,958
Dividends - payable - receivable	7 7	(2,000) 800,619	(2,000)
Retained profit for the year		971,501	297,958
Profit and loss brought forward Transfer from revaluation reserve		892,030 59,189	512,992 81,080
Retained profit and loss carried forward		1,922,720	892,030

None of the company's activities were acquired or discontinued during the above two financial years.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

for the year ended 31st March 1996

	<u>1996</u> £	<u>1995</u> £
Retained Profit for the Year	971,501	297,958
Transfer from Revaluation Reserve	59,189	81,080
TOTAL RECOGNISED GAINS	1,030,690	379,038
Reconciliation of Movements in Shareholders Funds	<u>1996</u> £	<u>1995</u> £
Opening Shareholders Funds	3,088,718	2,790,760
Retained Profit for the Year	971,501	297,958
Closing Shareholders Funds	4,060,219	3,088,718
Note of Historical Cost Profits & Losses		
	<u>1996</u> £	<u>1995</u> £
Reported Profit on Ordinary Activities Before Taxation	100,486	325,042
Difference Between the Historical Cost Depreciation Charge and the Actual Depreciation Charge for the Year		
Calculated on the Revalued Amount	59,189	81,080
Historical Cost Profit on Ordinary Activities Before Taxation	159,675	406,122
Historical Cost Profit Retained for Year	1,030,693	379,038

The notes on pages 9 to 16 form part of these accounts

BALANCE SHEET

at 31st March 1996

	Note	£	<u>1996</u> £	£ <u>1995</u> £ £
Fixed assets				
Tangible assets Investments	8 9	-	9,737,449 200	9,047,685 100
			9,737,649	9,047,785
Current assets				
Debtors	10	133,341		143,796
Creditors: amounts falling due within one year	11	(2,398,726)) .	(3,302,108)
Net current liabilities		-	(2,265,385)	(3,158,312)
Total assets less current liabilities			7,472,264	5,889,473
Creditors: amounts falling due after more than one year	12	-	(3,412,045)	(2,800,755) 3,088,718
Capital and reserves		=		
Called up share capital Revaluation reserve Profit and loss account	14 15	_	100 2,137,399 1,922,720	100 2,196,588 892,030
Total shareholders' funds		:	4,060,219	3,088,718

The directors have taken advantage of the exemptions conferred by Section B of Part III of Schedule 8 to the Companies Act 1985 on the basis that the company qualifies as a medium company.

The financial statements on pages 9 to 16 were approved by the board of directors.

D. L. Fabb Chairman

25 June 1996

CASH FLOW STATEMENT

for the year ended 31st March 1996

	<u>Note</u>	£	<u>1996</u> £	£	<u>1995</u> £
Net cash inflow from operating activities	18		152,746		1,221,479
Returns on investments and servicing of finance					
Interest Received Interest Paid Dividends paid Dividends received		(310,852) (2,000) 800,619		577 (145,981) (2,000)	
Net cash inflow/(outflow) from returns on investments and servicing of finance			487,767		(147,404)
Taxation					
Corporation tax paid .		·	(938)		(49,917)
Investing activities					
Receipt on Sales of Fixed Assets Payments to Acquire Fixed Assets Fixed asset Investment		38,428 (1,130,847) (100)		116,227 (3,214,724)	
Net Cash Outflow from Investing Activities		((1,092,519)		(3,098,497)
Net cash (outflow)/inflow before financing			(452,944)		(2,074,339)
Financing Receipts From Loan Advances Hire Purchase Loan Advances Hire Purchase Repayments		285,897 465,562 (250,517)		1,676,197 456,089 (182,280)	
Net cash inflow from financing			500,942		1,950,006
(Decrease)/Increase in Cash and Cash Equivalents			47,998		(124,333)

The notes on pages 9 to 16 form part of these accounts

NOTES ON ABBREVIATED FINANCIAL STATEMENTS

31st March 1996

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost accounting rules.

Basis of Consolidation

The accounts represent the results of the company for the year ended 31 March 1996. Group accounts have not been prepared on the basis that the group qualifies under section 248(3) of the Companies Act 1985 as a medium sized group and therefore have elected not to consolidate the results.

Depreciation

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life:

Motor Vehicles	25%	Reducing Balance Basis
Plant and Equipment	10%	Reducing Balance Basis
Fixtures and fittings	15%	Reducing Balance Basis

No depreciation is provided on freehold property.

It is the company's policy to maintain the freehold buildings in good State of repair and accordingly the directors consider that it is inappropriate to provide for depreciation on these assets as required by statement of Standard Accounting Practice number 12.

Leases and hire purchase contracts

Tangible fixed assets acquired under finance leases and hire purchase contracts are capitalised at the estimated fair value at the date of inception of each lease or contract. The total finance charges are allocated over the period of the lease in such a way as to give a reasonably constant charge on the outstanding liability.

Deferred taxation

Deferred taxation is provided on the liability method in respect of the taxation effect of all timing differences to the extent that tax liabilities are likely to crystallise in the foreseeable future.

NOTES ON ABBREVIATED FINANCIAL STATEMENTS

31st March 1996

2.	Operating profit	<u>1996</u> £	<u>1995</u> £
	Operating profit is stated after crediting		
	Profit on sale of assets	5,164	39,227
	and stated after charging:	•	
	Auditors' remuneration Depreciation of tangible fixed assets (note 9)	4,483	3,000 335,141
	Included in depreciation above is depreciation provided of (1995 - £54,447).	on assets held under finance	e agreements: £86,559
3.	Interest payable	<u>1996</u> £	<u>1995</u> £
	Bank interest Hire purchase interest Loan interest	11,790 48,141 120,921 180,852	7,928 17,124 120,929 145,981
4.	Exceptional Item	<u>1996</u> £	<u>1995</u> £
	Loan interest on asset enhancement	130,000	-
5.	Taxation	<u>1996</u> £	<u>1995</u> £
	Corporation Tax at 25% (1995 - 33%) (Over)/Under provision in earlier years	(50,000) (22,396)	23,758 1,326
		(72,396)	25,084

NOTES ON ABBREVIATED FINANCIAL STATEMENTS

31st March 1996

6.	Directors Directors emoluments (incl by subsidiaries):	uding amount	s paid	<u>199</u>		<u>1995</u> £
	Fees and Salaries Pension Contributions			126,96	59 - —	115,684 500
				126,96	59 ==	116,184
	Emoluments excluding pen Highest Paid Director	sion contribut	ions:	90,00	<u>00</u>	90,000
	Number of other directors fell within the bands state		nents	<u>199</u>	<u>96</u> Number of Dir	1995
	£25,001 - £30,000				1 ==	1 =====
7.	Dividends Payable	,	·	<u>199</u> £		<u>1995</u> £
	Interim Ordinary Dividend of £20 (1995 - £20) per			2,00	00	2,000
	Dividends Receivable					
	Final dividend from Daimic	Limited		800,619		
8.	Tangible fixed assets		Plant	Fixtures	Land	
		Motor Vehicles	and Machinery	and Fittings	and Buildings	Total
	Cost or valuation	£	£	£	£	£
	1st April 1995 Additions Disposals	109,162 6,650	4,085,410 1,078,045 (36,960)	65,218 4,110	5,487,626 42,042	9,747,416 1,130,847 (36,960)
	31st March 1996	115,812	5,126,495	69,328	5,529,668	10,841,303
	Depreciation	-i				
	1st April 1995 Charge for year Disposals	49,826 16,497	626,038 384,504 (3,696)	23,866 6,819	- - -	699,730 407,820 (3,696)
	31st March 1996	66,323	1,006,846	30,685		1,103,854
	Net book amount					
	31st March 1996	49,489	4,119,649	38,643	5,529,668	9,737,449
				41,352	5,487,625	9,047,685

NOTES ON ABBREVIATED FINANCIAL STATEMENTS

31st March 1996

8. Fixed Assets - Continued...

The land and buildings situated at Old Wharf Road, Stourbridge, were revalued on 6th March a) 1992 by Chesterton International Property Consultants at an existing use valuation of three million pounds.

The cost of the Freehold Property at 31st March 1996 was £4,062,798 (1995: £4,020,756)

The land and buildings situated at High Street, Pensnett have a cost of £1,950,000, this property valuation has been enhanced by the approval of planning permission and therefore the directors consider a reasonable open market value of the property to be £2,800,000.

b)	Plant and Machinery	<u>1996</u> £	<u>1995</u> £
	Existing use Valuation at 4 June 1993 At Cost	2,696,450 2,430,045	2,696,450 1,388,960
		5,126,495	4,085,410
c)	Assets Held Under Finance Agreements	<u>1996</u> £	<u>1995</u> £
	Net Book Value of Assets Held Under Finance Agreements	727,270	399,053

9. Investments

The investments in the unlisted subsidiary companies are valued at cost.

<u>Proportion Held</u>
100%
100%
100%

All of the subsidiary companies were incorporated in England and Wales.

The following extracts are taken from	the subsidiary companies	accounts for the	year ended 31st
March 1996:	Esk Steel	<u>Daimic</u>	<u>Servosteel</u>
	Strip Limited	<u>Limited</u>	<u>Limited</u>
	£	£	£
Aggregate Capital and Reserves	26,653	200	1,314,725
Retained Profit for the Year	26,553		204,926

Daimic Limited has not traded throughout the year. The following extracts relate to the group of

companies as a whole:	1996 £
Profit on Ordinary Activities Before Taxation	294,409
Retained Profits for the Year	402,361
Profit and Loss Balance Carried Forward 3	3,264,098

NOTES ON ABBREVIATED FINANCIAL STATEMENTS

31st March 1996

to. Deputers	10.	Debtors
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10.	Dentors	<u>1996</u> £	<u>1995</u> £
	Amounts falling due within one year		
	Trade debtors	74,039	136,516
	Prepayments	9,302	7,280
	Corporation tax refund	50,000	
		133,341	143,796
11.	CREDITORS: amounts falling due within one year	<u>1996</u> £	<u>1995</u> €
	Bank loans	89,403	261,045
	Bank overdraft	83,991	131,989
	Trade creditors	1,421	38,428
	Amounts owed to group undertakings	1,905,883	2,433,350
	Corporation tax	-	23,334
	Other taxation and social security	3,622	155,528
	Other creditors	100,000	120,000
	Accruals and deferred income	34,033	18,906
	Obligations under finance agreements	180,373	119,528
		2,398,726	3,302,108

The bank overdraft advanced by National Westminster Bank Plc is secured by:

- Fixed and floating charge over company assets.
- Composite guarantee given by David Fabb (Holdings) Limited. Daimic Limited and Servosteel Limited to secure all liabilities of each other.

The bank loans are secured as in Note 13.

12. Creditors: amounts falling due

after more than one year	<u>1996</u> €	<u>1995</u> £
Loans repayable wholly or in part within five years Amount due under Finance Agreements	2,982,239 429,806	2,525,152 275,603
	3,412,045	2,800,755

All amounts due under finance agreements are due within five years.

2,196,588

2,137,399

DAVID FABB (HOLDINGS) LIMITED

NOTES ON ABBREVIATED FINANCIAL STATEMENTS

31st March 1996

12. Creditors: amounts falling due after more than one year (Continued...)

At 31 March 1996

The bank loan of £1,056,042 (1995: £1,110,00) is advanced by UCB Bank Plc and is secured by a first fixed charge over the company's property at Old Wharf Road, Stourbridge. The loan carries interest at 2.25% over finance house base rate and is for a period of fifteen years from 22 July 1992. Monthly capital repayments of £7,708 commenced on 22 July 1995.

The bank loan of £1,400,000 (1995: £1,150,000) is advanced by National Westminster Bank Plc and is secured by a first fixed charge over the company's property at High Street, Pensnett. The loan carries interest at 2.25% over bank base rate and is for a period of seven years. Four quarterly capital repayments of £41,072 commence in April 1995 and are followed by monthly capital repayments of £13,691.

The bank loan of £526,197 (1995: £526,197) is advanced by National Westminster Bank Plc, and is guaranteed by Export-Import Bank of the United States. The loan carries interest at 0.5% above LIBOR and is repayable by ten semi-annual instalments commencing January 1995.

	- •				
	,		<u>1996</u> £		<u>1995</u> £
	Bank Loans Due:				
	Between Two and Five Years		1,283,920		1,395,506
	After More Than Five Years		2,128,125		1,129,646
			3,412,045		2,525,152
13.	Deferred taxation				
			Provision		ints Provision
		1996	1995 £	1996 £	199 5 £
		£	Ĭ.	r	r
	Accelerated Capital Allowances	574,760	515,125	-	_
	Surplus on Revaluation	571,535	610,137	-	-
		1,146,295	1,125,262	_	
14.	Called up share capital		· 1996		1995 £
	Authorised		£		L
	1,000 Ordinary Shares of £1 each		1,000		1,000
	Allotted 100 Ordinary Shares of £1 each, Full	lly Paid	100		100
15.	Revaluation reserve		1996		1995
			£		£
	At 1st April 1995		2,196,588		2,277,668
	Transfer to Profit and Loss Account		(59,189)	(81,080)

NOTES ON FINANCIAL STATEMENTS

31st March 1996

15. Revaluation reserve (Continued...)

The revaluation reserve represents the surpluses which have arisen on the revaluation of freehold property and plant and machinery. The amount transferred to the profit and loss account represents that part of the depreciation charge for the year on plant and machinery which is attributable to the revaluation

	Freehold <u>Property</u> £	Plant & Machinery £	<u>Total</u> ₤
At 1st April 1995 Transfer to Profit and Loss Account	1,466,870	729,718 (59,189)	2,196,588 (59,189)
At 31 March 1996	1,466,870	670,529	2,137,399

16. Commitments

The company has contracted for capital commitments amounting in total to £2,360,000 (1995: £1,229,392). The company has authorised but not contracted for capital commitments amounting in total to £180,000 (1995: £200,000).

17. Contingent Liabilities

The company has given a guarantee to UCB Invoice Discounting Ltd in respect of amounts advanced to Servosteel Limited.

18. Notes to the cash flow statement

Reconciliation of operating profit to			
net cash inflow from operating activities		<u>1996</u>	<u> 1995</u>
		£	£
Operating profit		411,338	470,446
Depreciation charges		407,820	335,141
(Profit) on sale of fixed assets		(5,164)	(39,227)
Decrease/(increase) in debtors		60,455	(143,796)
(Decrease)/Increase in creditors	-	(721,703)	598,915
Net cash inflow from operating activities	=	152,746	1,221,479
Analysis of changes in cash and cash equivalents as shown in the balance sheet			
Balance at 1st April 1995		(131,989)	(7,656)
Net cash inflow/(outflow)	_	47,998	(124,333)
Balance at 31st March 1996	=	(83,991)	(131,989)
Analysis of the balances of cash and cash equivalents as shown in the balance sheet			
•	1000	400-	Change
	<u>1996</u> £	<u>1995</u> £	<u>in year</u> £
Bank overdrafts	(83,991)	(131,989)	47,998
			

NOTES ON ABBREVIATED FINANCIAL STATEMENTS

31st March 1996

19. Transactions with Group Companies

During the year David Fabb (Holdings) Limited traded on a normal commercial basis with its wholly owned subsidiary company, Servosteel Limited as follows:-

	1996 £
Rents received Hire of machinery	350,000 477,000
Included in sales	827,000