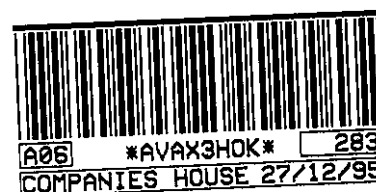


UNIVERSAL MASTER PRODUCTS LIMITED

COMPANY INFORMATION

| | |
|-------------------|--|
| Directors | Mr. A. L. Lamstaes Mr. R. E. Kelly (Resigned 17.8.94) |
| Secretary | Mrs. S. Seall |
| Registered Office | 23 Station Approach Hayes Bromley Kent, BR2 7EQ |
| Company Number | 2710025 |
| Auditors | J. AFZAL & Co., Chartered Accountants, Registered Auditors, 96 Bramerton Road, Beckenham, Kent, BR3 3PD. |
| Bankers | Royal Bank of Scotland Plc, Bromley Branch 12 Elmfield Road Bromley BR1 1LP. |



UNIVERSAL MASTER PRODUCTS LIMITED

REPORT OF THE DIRECTOR

The directors present their annual report and the audited financial statements of the company for the year ended 31 March, 1995.

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:

1. Select suitable accounting policies and then apply them consistently.
2. Make judgements and estimates that are reasonable and prudent.
3. 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 to enable them to ensure that the financial statements comply with the Companies Act 1985 (as amended). They are also responsible for safeguarding the assets of the company and hence for taking responsible steps for the prevention and detection of fraud and other irregularities.

Results and Dividend

The Company made a loss of £345 (1994 Profit - £179) after tax and the director does not recommend a payment of dividend.

Principal Activity

The company carries on the business of plastic injection moulding, precision engineering and related services. The company launched a specialised precisely engineered food thermometer with some success. However the product development continues.

Fixed Assets

The changes to tangible fixed assets are given in notes 7.

Directors' Shareholdings

The directors who served during the period were M/s. R. E. Kelly and A.L. Lamstaes. Mr. R. E. Kelly resigned on 17 August 1994. Neither directors have any beneficial interest in the shares of the company.

Share Capital

The authorised capital was increased by £150 to £250. On 30 September, 1995, and not last year as erroneously reported, 150 shares were allotted to Trinity Factors Ltd.

Auditors

J. Afzal & Co. have expressed their willingness to continue in office as auditors and a resolution for their re-appointment will be proposed at the forthcoming Annual General Meeting.

By Order of the Board

S. Seall

S. Seall
Secretary

3rd November, 1995.

J. AFZAL & Co.

*Chartered Accountants
Registered Auditors*

96 Bramerton Road, Beckenham, Kent. BR3 3PD
Tel. 0181 658 8677

REPORT OF THE AUDITORS TO THE MEMBERS OF UNIVERSAL MASTER PRODUCTS LIMITED

We have audited the financial statements on pages 7 to 10 which have been prepared under the historical cost convention and the accounting policies set out on page 9.

Respective responsibilities of directors and auditors

As described on page 4 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 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 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. On forming our opinion we also evaluated the overall adequacy of the presentation of the information in the financial statements.

Opinion

Having due regard to the size of the company and financial control exercised by the sole director, in our opinion the financial statements which have been prepared under the historical cost convention give a true and fair view of the company's affairs at 31st. March 1995 and have been properly prepared in accordance with the Companies Act 1985 applicable to small companies.



J. AFZAL & Co.
Chartered Accountants
Registered Auditors

3^{5K} November, 1995.

UNIVERSAL MASTER PRODUCTS LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 1995

| | Note | 1995 £ | 1994 £ |
|---|------|---------------|-------------|
| Turnover | 2 | 261200 | 1000 |
| Cost of Sales | | <u>204761</u> | <u>0</u> |
| Gross Profit | | <u>56439</u> | <u>1000</u> |
| Distribution & Marketing Expenses | | 11418 | 0 |
| Administrative Expenses | | <u>47709</u> | <u>771</u> |
| Total Expenses | | <u>59127</u> | <u>771</u> |
| Operating (Loss)/Profit | | (2688) | 229 |
| Interest Received | 4 | <u>428</u> | <u>0</u> |
| (Loss)/Profit on ordinary activities before Tax | 3 | (2260) | 229 |
| Corporation Tax | 5 | <u>(1915)</u> | <u>50</u> |
| Net (Loss)/Profit after Tax | | (345) | 179 |
| Retained Profit brought forward | | <u>5773</u> | <u>5594</u> |
| Retained Profit carried forward | | <u>5428</u> | <u>5773</u> |

The company made no recognised gains and losses other than those reported in the profit and loss account. The results of the company wholly relate to continuing activities.

UNIVERSAL MASTER PRODUCTS LIMITED

BALANCE SHEET

AT 31 MARCH 1995

| | Note | 1995 £ | 1994 £ |
|--|------|-----------------|---------------|
| Fixed Assets | | | |
| Intangible Assets | 6 | 4394 | 1735 |
| Tangible Assets | 7 | <u>7909</u> | <u>8980</u> |
| | | <u>12303</u> | <u>10715</u> |
| Current Assets | | | |
| Stock & Work In Progress | | 21231 | 948 |
| Trade Debtors | | 152031 | 0 |
| Over Paid VAT | | 0 | 1348 |
| Cash at Bank and in Hand | | <u>19219</u> | <u>1770</u> |
| | | 192481 | 4066 |
| Creditors - Amounts falling due within 1 year | 8 | <u>(189256)</u> | <u>(8908)</u> |
| Net Current Assets/(Liabilities) | | <u>3225</u> | <u>(4842)</u> |
| Creditors - Amounts falling due after more than 1 year | | | |
| Director's Loan Account | | <u>(10000)</u> | <u>0</u> |
| Net Assets | | <u>5528</u> | <u>5873</u> |
| Capital and Reserves | | | |
| Called up Share Capital | 9 | 100 | 100 |
| Profit and Loss Account | | <u>5428</u> | <u>5773</u> |
| | | <u>5528</u> | <u>5873</u> |

Advantage has been taken, in the preparation of these accounts, of special exemptions applicable to small companies on the grounds that, in the directors' opinion, the company qualifies as a small company under s246 and s247 of the Companies Act 1985.

A. L. Lamstaes
Director.



30 November, 1995.

UNIVERSAL MASTER PRODUCTS LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 MARCH 1995

1. Accounting Policies

a) Convention

The accounts have been prepared in accordance with the historical cost convention.

b) 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 at a rate of 25%.

c) Stocks & Work in Progress

Stock & Work in Progress is valued at lower of cost and nett realisable value on a first in first out basis.

2. Turnover

Turnover is the invoiced amount of work carried out, less credit notes issued, in the ordinary course of business in the United Kingdom.

3. Operating Profit/(Loss)

(a) This is stated after charging the following:

| | <u>1995</u> | <u>1994</u> |
|------------------------------|-------------|-------------|
| | £ | £ |
| Auditors remuneration | 600 | 200 |
| Depreciation of owned assets | 3062 | 1189 |
| Director's remuneration | <u>NIL</u> | <u>NIL</u> |

4. Interest Received

| | | |
|------------------------|------------|----------|
| Bank Interest Received | <u>428</u> | <u>0</u> |
|------------------------|------------|----------|

5. Corporation Tax

Corporation Tax may be subject to group relief and is based on the current year's profit.

6. Intangible Assets

| | | |
|------------------------------------|-------------|-------------|
| Patent Fees Brought Forward 1/4/94 | 1735 | 1735 |
| Additions during the year | <u>2659</u> | <u>0</u> |
| | <u>4394</u> | <u>1735</u> |

7. Tangible Fixed Assets

| | <u>1995</u> | | |
|---------------------------|--------------------------|----------------------------------|--------------|
| | <u>Motor Vehicle</u> | <u>Plant & Equipment</u> | <u>Total</u> |
| | <u>£</u> | <u>£</u> | <u>£</u> |
| Cost at 1/4/94 | 2505 | 7752 | 10257 |
| Additions/(Disposals) | - | 1990 | 1990 |
| Cost at 31/3/95 | <u>2505</u> | <u>9741</u> | <u>12247</u> |
| Depreciation at 1/4/94 | 626 | 650 | 1276 |
| Charge for The Year | <u>626</u> | <u>2436</u> | <u>3062</u> |
| Depreciation at 31/3/95 | <u>1252</u> | <u>3086</u> | <u>4338</u> |
| Net Book Value at 31/3/95 | <u>1253</u> | <u>6656</u> | <u>7909</u> |
| Net Book Value at 31/3/94 | <u>1879</u> | <u>7101</u> | <u>8980</u> |

| | <u>1995</u> | <u>1994</u> |
|--|---------------|-------------|
| | <u>£</u> | <u>£</u> |
| 8. Creditors (amounts falling due within 1 year) | | |
| Director's Loan | 6631 | 4835 |
| Corporation Tax subject to group relief | 0 | 1915 |
| Trade Creditors | 122609 | 742 |
| Amounts owed to group undertakings | 12613 | 966 |
| Other Tax & Social Security | 63 | 0 |
| Customers Deposit | 45000 | 0 |
| Sundry Creditors & Accruals | <u>2340</u> | <u>450</u> |
| | <u>189256</u> | <u>8908</u> |

9. Called up share capital

| | | |
|---|------------|------------|
| Authorised 100 ordinary shares of £1 each | <u>250</u> | <u>100</u> |
| Allotted and fully paid 100 ordinary share of £1 each | <u>100</u> | <u>100</u> |

10. The director regards Rachfern Properties Ltd. as the ultimate holding company as at the date of the Balance Sheet. However, the Directors allotted a further 150 shares to Trinity Factors Ltd. at 30 September, 1995.