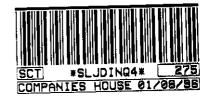
### Richard Austin Alloys Limited

Report and Accounts

31 March 1996

Company Registration Number SCO 74125



**II ERNST & YOUNG** 

#### **DIRECTORS**

S T Kelly T McFadden R J Weir

#### **SECRETARY**

W S Wright

#### **AUDITORS**

Ernst & Young George House 50 George Square Glasgow G2 1RR

#### **BANKERS**

Bank of Scotland Head Office PO Box 5 The Mound Edinburgh EH1 1YZ

#### **SOLICITORS**

Semple Fraser WS 130 St Vincent Street Glasgow G2 5HF

#### **REGISTERED OFFICE**

Easter Queenslie Industrial Estate Glasgow G33 4TP

#### **COMPANY REGISTRATION NUMBER**

SCO 74125

#### **DIRECTORS' REPORT**

The directors present their report and the group accounts for the year ended 31 March 1996.

#### RESULTS AND DIVIDENDS

The group profit for the year, after taxation and minority interests, amounted to £311,602. The directors do not recommend payment of a dividend, leaving a retained profit of £311,602.

#### REVIEW OF THE BUSINESS AND PRINCIPAL ACTIVITY

The group's principal activity during the year was that of stockholders of non-ferrous metals.

The operating performance of the group companies was satisfactory in the year ended 31 March 1996 in terms of profitability and market share achieved.

#### **FUTURE DEVELOPMENTS**

The directors aim to maintain the management policies adopted during the year to 31 March 1996 and consider the company is well placed to take advantage of opportunities which may arise in the current year.

#### FIXED ASSETS

Movement in fixed assets during the year are shown in the notes to the accounts. The group's freehold land and buildings at Easter Queenslie Industrial Estate were valued in October 1991 at £300,000 which is £157,000 more than the amount at which they are shown in the accounts.

#### EVENTS SINCE THE BALANCE SHEET DATE

On 1 April 1996, a subsidiary company was set up and the trade and certain assets and liabilities of Richard Austin Alloys Limited were transferred to it.

#### DIRECTORS AND THEIR INTERESTS

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

	At 31 March 1996	Ordinary shares of £1 At 31 March 1995
S T Kelly	20,000	20,000
T McFadden	11,250	11,250
R J Weir	11,250	11,250

#### **AUDITORS**

A resolution to re-appoint Ernst & Young as auditors will be put to the members at the Annual General Meeting.

By order of the board

W S WRIGHT

Secretary

29 July 1996

## STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

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 group and of the profit or loss of the group 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;
- 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 accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



REPORT OF THE AUDITORS to the members of Richard Austin Alloys Limited

We have audited the accounts on pages 5 to 18, which have been prepared under the historical cost convention and on the basis of 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 the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the group'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 accounts 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 accounts.

#### **Opinion**

In our opinion the accounts give a true and fair view of the state of affairs of the company and of the group as at 31 March 1996 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

**ERNST & YOUNG** 

Chartered Accountants Registered Auditor Glasgow

29 July 1996

### GROUP PROFIT AND LOSS ACCOUNT

for the year ended 31 March 1996

	Note	1996 £	1995 £
TURNOVER	2	19,265,314	14,354,783
Cost of sales		15,785,980	11,349,005
GROSS PROFIT		3,479,334	3,005,778
Selling and distribution costs Administrative expenses		1,538,866 1,295,513	278,341 2,143,138
		2,834,379	2,421,479
Income from interest in associated company		644,955 26,163	584,299
OPERATING PROFIT	3	671,118	584,299
Interest payable Interest receivable	5	131,954	99,503 (1,030)
		131,954	98,473
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		539,164	485,826
Tax on profit on ordinary activities	6	176,067	172,723
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		363,097	313,103
Minority interests		51,495	46,741
PROFIT ATTRIBUTABLE TO MEMBERS OF HOLDING			
COMPANY	7, 17, & 18	311,602	266,362

There are no recognised gains or losses other than the profit attributable to shareholders of the company of £311,602 in the year ended 31 March 1996 and of £266,362 in the year ended 31 March 1995.

GROUP BALANCE SHEET at 31 March 1996	· · · · · · · · · · · · · · · · · · ·		
	Note	1996 £	1995 £
FIXED ASSETS Tangible assets Investments	<b>8</b> 9	537,908 50,050	500,226
		587,958	500,226
CURRENT ASSETS Stocks	10	2,771,530	2,781,541
Debtors Cash at bank and in hand	11	4,183,399 334	4,292,464 61,892
CREDITORS - amounts falling due		6,955,263	7,135,897
within one year	13	5,699,755	6,282,783
NET CURRENT ASSETS		1,255,508	853,114
TOTAL ASSETS LESS CURRENT LIAB	ILITIES	1,843,466	1,353,340
CREDITORS - amounts falling due after more than one year Loans	14	408,000	216,500
Hire purchase creditors	15	5,183	59,145
MINORITY INTEREST		413,183 158,287	275,645 108,667
		571,470	384,312
		1,271,996	969,028
CAPITAL AND RESERVES Called up share capital Profit and loss account	16 & 18 17 & 18	42,500 1,229,496	42,500 926,528
		1,271,996	969,028
T MCFADDEN Director	•		
29 July 1996 //.			

6

## BALANCE SHEET at 31 March 1996

	Note	1996 £	1995 £
FIXED ASSETS Tangible assets	8	335,107	299,435
Investment	9	179,309	268,750
		514,416	568,185
CURRENT ASSETS Stocks Debtors Cash at bank and in hand	10 11	1,419,762 1,728,510 160	1,546,186 1,952,888 
CREDITORS - amounts falling due		3,148,432	3,499,307
within one year	13	<u>2,387,795</u>	3,109,937
NET CURRENT ASSETS		<u>760,637</u>	389,370
TOTAL ASSETS LESS CURRENT LI	ABILITIES	1,275,053	957,555
CREDITORS - amounts falling due after more than one year			
Loans Hire purchase creditors	14 15	408,000	216,500 12,317
		408,000	228,817
		867,053	<u>728.738</u>
CAPITAL AND RESERVES			
Called up share capital Profit and loss account	16 & 18 17 & 18	42,500 <u>824,553</u>	42,500 686,238
<i>(</i> '		<u>867.053</u>	<u>728,738</u>

T MCFADDEN

29 July 1996

Director

#### GROUP STATEMENT OF CASH FLOWS for the year ended 31 March 1996 1996 1995 Note £ NET CASH (OUTFLOW)/INFLOW FROM **OPERATING ACTIVITIES** Operating profit 671,118 584,299 Depreciation 164,619 137,525 (Gain)/loss on sale of fixed assets (3,003)6,000 Share of profits of associated undertaking (26, 163)Goodwill written off (8,634)Diminution in value of investment 25,351 Decrease/(increase) in stocks 10,011 (1,315,466)Decrease/(increase) in debtors (1,986,012)109,065 Increase in creditors 101,884 2,117,689 Net cash (outflow)/inflow from continuing operating activities 1,044,248 (455,965)RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest paid (99,503)(131,954)Interest received 1,030 (131,954)(98,473)**TAXATION** Corporation tax payment (172,723)(91,617)**INVESTING ACTIVITIES** Payments to acquire tangible fixed assets (208, 150)(39,968)Proceeds of sale of tangible fixed assets 8,852 Payments to acquire investments (50,050)**NET CASH (OUTFLOW) FROM INVESTING ACTIVITIES** (249,348)(39,968)NET CASH (OUTFLOW)/INFLOW BEFORE FINANCING 490,223 (686,023)**FINANCING** Long term loan repayments 14,000 17,167 New loans received (215,000)Repayments of capital elements of hire purchase contracts 15(b) 85,757 73,503 (112,076)87,503 INCREASE/(DECREASE) IN CASH AND **CASH EQUIVALENTS** 12 602,299 (773,526)490,223 (686,023)

at 31 March 1996

#### 1 ACCOUNTING POLICIES

#### Accounting convention

The accounts are prepared under the historical cost convention.

#### Basis of consolidation

The group accounts consolidate the accounts of Richard Austin Alloys Ltd and its subsidiaries Richard Austin Alloys (Northern) Ltd and Richard Austin Alloys (North West) Limited.

Companies, other than subsidiary companies, in which the group has an investment and over which it is in a position to exercise a significant influence are treated as associated undertakings. The group accounts include the appropriate share of these undertakings' results and reserves based on audited accounts to 31 March 1996.

#### Goodwill

Goodwill arising on consolidation is written off to reserves in the year in which it arises.

#### Depreciation

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

Freehold buildings - over 50 years

Motor vehicles - over 4 years

Plant and machinery - over 5 years

Fixtures and fittings - over 5 years

#### Stocks

Stocks are stated at the lower of cost and net realisable value where cost is defined as the cost incurred in bringing each product to its present location and condition, taking the purchase costs on a first-in, first-out basis

Net realisable value is based on estimated selling price less further costs expected to be incurred to disposal.

#### Deferred taxation

Deferred taxation is provided on the liability method on all timing differences which are expected to reverse in the future, calculated at the rate at which it is anticipated the timing differences will reverse.

#### Leasing and hire purchase commitments

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

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

#### Pension costs

Contributions payable by the group to a defined contribution pension scheme are charged against profit in the accounting period to which they relate.

at 31 March 1996

#### 2 TURNOVER

Turnover represents the invoiced amount of goods sold during the year (stated net of value added tax).

The turnover and pre-tax profit is attributable to one activity, that of stockholders of non-ferrous metals.

#### 3 OPERATING PROFIT

(a) This is stated after charging/(crediting):

• •	Ç Ç,	1996	1995
		£	£
	Auditors' remuneration		
	- audit services	12,500	13,610
	- non audit services	23,975	13,610
	Depreciation		
	- Assets held under HP contracts	56,140	53,270
	- Others	108,479	84,255
	(Gain)/loss on disposal of fixed assets	(3,003)	6,000
(b)	Directors' remuneration:		
` ,		£	£
	Fees	-	-
	Other emoluments (including pension contributions)	333,078	345,712
		333,078	345,712

The emoluments of the chairman, excluding pension contributions, who was also the highest paid director, were £153,343 (1995 - £120,358). Directors' emoluments, excluding pension contributions, fell within the following ranges:

		1996	1995
		Number	Number
	£55,001 - £60,000	-	1
	£60,001 - £65,000	1	-
	£70,001 - £75,000	1	-
	£75,001 - £80,000	-	1
	£120,001 - £125,000	-	1
	£150,001 - £155,000	1	-
4	STAFF COSTS		
		. 1996	1995
		£	£
	Wages and salaries	1,244,212	1,059,884
	Social security costs	106,681	96,791
	Other pension costs	101,834	171,321
		1,452,727	1,327,996
		<del></del>	

at 31 March 1996

#### 4 STAFF COSTS (continued)

The average weekly number of employees during the year was made up as follows:

		1996 Number	1995 Number
	Office and management Warehouse	31 27	30 23
		58	53
5	INTEREST PAYABLE	1996	1995
		£	£
	Finance charges payable under hire		
	purchase contracts	10,649	8,684
	Bank loans and overdrafts	90,486	75,014
	Other loan wholly repayable within five years	30,819	15,805
		131,954	99,503
6	TAX ON PROFIT ON ORDINARY ACTIVITIES		
v	THE ON TROTTE ON ORDERING HOLDS	1996	1995
	•	£	£
	Based on the profit for the year: Corporation tax at 30.1% (1995 - 30.4%) Deferred taxation	175,255	182,338 (9,615)
		175,255	172,723
	Associated company	812	-
		176,067	172,723
-			
7	PROFIT ATTRIBUTABLE TO MEMBERS OF THE HOLDING CO	JIVIPAN I	
		1996 £	1995 £
		*	
	Dealt with in the accounts of the holding company Retained by the subsidiaries	112,964 198,638	124,698 141,664
	rounied by the business.		
		311,602	266,362
	Retained by the subsidiaries		

#### 8 TANGIBLE FIXED ASSETS

	Freehold land and	Motor	Plant and	Fixtures and	
GROUP	buildings £	vehicles £	machinery £	fittings £	Total £
Cost					
At 1 April 1995	186,623	401,489	396,022	23,110	1,007,244
Additions	95,000	106,650	6,500	-	208,150
Disposals	-	(56,112)	-	-	(56,112)
					<del></del>
At 31 March 1996	281,623	452,027	402,522	23,110	1,159,282
Depreciation					
At 1 April 1995	39,80 <b>7</b>	164,880	279,221	23,110	507,018
Provided during the year	5,154	107,513	51,952	-	164,619
Disposals	•	(50,263)	-	-	(50,263)
At 31 March 1996	44,961	222,130	331,173	23,110	621,374
Net book value			***************************************		
At 31 March 1996	236,662	<u>229.897</u>	_71.349		537.908
At 1 April 1995	146.816	236,609	116.801	<u>-</u>	500,226

The net book value of motor vehicles and plant and machinery includes an amount of £50,017 (1995 - £127,546) and £25,868 (1995 - £33,210) respectively in respect of assets held under hire purchase contracts.

#### COMPANY

Cost At 1 April 1995 Additions Disposals	186,623 95,000 -	154,805 28,950 (18,000)	310,627	23,110	675,165 123,950 (18,000)
At 31 March 1996	281,623	165,755	310,627	23,110	781,115
Depreciation At 1 April 1995 Provided during the year Disposals	39,807 5,154	69,709 44,355 (16,875)	243,104 37,644	23,110	375,730 87,153 (16,875)
At 31 March 1996	44,961	97,189	280,748	23,110	446,008
Net book value At 31 March 1996	236,662	_68,566	29,879		335.107
At 1 April 1994	146,816	85,096	67,523		299,435

The net book value of motor vehicles includes an amount of £nil (1995 - £48,561) in respect of assets held under hire purchase contracts.

at 31 March 1996

#### 9 FIXED ASSET INVESTMENTS

GROUP				
Cost:				£
At 1 April 1995 Additions				50,050
Share of profit retained by a	ssociated company	,		50,050 25,351
Provision for diminution in	value of investmer	nt		75,401 (25,351)
At 31 March 1996				50,050
COMPANY				
Cost: 1 April 1995 Additions Shares redeemed				£ 268,750 60,559 (150,000)
At 31 March 1996				179.309
Details of the investments v	hich the group or	the company hol	ds are as follows:-	
Name of company	Country of Registration	Holding	Proportion of shares held	Nature of business
Name of company Subsidiary undertakings All held by the company unless indicated		Holding		
Subsidiary undertakings All held by the company		Holding  Ordinary shares		business Stockholders of
Subsidiary undertakings All held by the company unless indicated Richard Austin Alloys	Registration	Ordinary	shares held	business
Subsidiary undertakings All held by the company unless indicated  Richard Austin Alloys (Northern) Limited  Richard Austin Alloys	Registration Scotland	Ordinary shares Ordinary	shares held	Stockholders of non-ferrous metals Stockholders of
Subsidiary undertakings All held by the company unless indicated  Richard Austin Alloys (Northern) Limited  Richard Austin Alloys (North West) Limited  Associated undertakings All held by the company	Registration Scotland	Ordinary shares Ordinary	shares held	Stockholders of non-ferrous metals Stockholders of non-ferrous metals
Subsidiary undertakings All held by the company unless indicated  Richard Austin Alloys (Northern) Limited  Richard Austin Alloys (North West) Limited  Associated undertakings All held by the company unless indicated  Lite Structures (GB)	Registration  Scotland  Scotland	Ordinary shares Ordinary shares	771/2% 76.8% (1)	Stockholders of non-ferrous metals Stockholders of non-ferrous metals

10	CTACKS

		Group		
	1996	1995	1996	1995
	£	£	£	£
Non-ferrous metals	2,771,530	2,781,541	1.419.762	1.546.186

In the opinion of the directors, the difference between the purchase price of stocks and their replacement cost is not material.

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11	DEBTORS		<i>C</i> .		<i>~</i>
		1004	Group	1004	Company
		1996	1995	1996	1995
		£	£	£	£
	Trade debtors	4,130,834	4,203,902	1,644,455	1,631,225
	Other debtors	34,131	72,690	20,958	65,225
	Prepayments and accrued income	18,434	15,872	-	5,122
	Amounts due from group companies			63,097	<u>251,316</u>
		4,183,399	4.292.464	1,728,510	1.952.888
12	CASH AND CASH EQUIVALENTS				
			Group		Company
		1996	1995	1996	1995
		£	£	£	£
	At 1 April	(888,963)	(115,437)	(707,170)	(50,735)
	Net cash inflow/(outflow)	602,299	(773,526)	682,868	(656,435)
	As 21 Mount	(286,664)	(888,963)	(24,302)	(707,170)
	At 31 March	(280,004)	(888,903)	(24,302)	(707,170)
13	CREDITORS - amounts falling due within o	ne vear			
13	CREDITORS - amounts taking due within o	nic year	Group		Company
		1996	1995	1996	1995
		£	£	£	£
	Current instalments due on				
	loans (note 14)	20,333	14,000	20,333	14,000
	Bank overdraft (see below)	286,998	950,855	24,462	707,403
	Trade creditors	4,736,757	4,583,441	2,083,072	2,066,105
	Current corporation tax	175,254	182,338	80,804	94,235
	Other taxes and social security costs	219,560	236,819	63,288	68,223
	Obligations under hire purchase contracts (not	e 16) 38,085	69,880	-	20,267
	Accruals	162,640	188,123	83,461	112,768
	Other creditors	60,128	57,327	32,375	26,936
		5,699,755	6,282,783	2,387,795	3,109,937

The bank overdraft is secured by a bond and floating charge.

The bank also holds a standard security over the company's factory premises.

#### 14 LOANS - GROUP AND COMPANY

The business term loan bears interest at 1% over bank base rate with a minimum rate of 8½% and is repayable in quarterly instalments of £3,500.

A new term loan of £95,000 was received during the year which bears interest at 1½% over bank base rate and is repayable in monthly instalments of £1,583.

The pension fund loan bear interest at rates ranging from 3.25% to 5.25% over bank base rate.

	Business term loan £	Pension fund loan £	1996 Total £	1995 Total £
Amounts repayable within five years	130,333	298,000	428,333	230,500
Less repayable within twelve months (note 13)	20,333	· •	20,333	14,000
	110,000	298,000	408,000	216,500

The bank holds a standard security over the company's factory premises and flatted property together with a bond and floating charge.

Analysis of changes in loan financing during the year:

	1996 £	1995 £
At 1 April	230,500	244,500
Net cash inflow from financing	215,000	-
Repayment of long term loans	(17,167)	(14,000)
	428,333	230,500
	<del></del>	

#### 15 OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS

			~		
(a)	The maturity of these amounts are as follows:		C		C+
		1996	Group 1995	1996	Company 1995
		1990 £	1995 £	1990 £	1993 £
	A maunta navabla:	ž.	L	2	L
	Amounts payable: Within one year	43,137	78,760	_	22,747
	In the second to fifth years	5,880	66,820	_	13,843
	in the second to man years				
		49,017	145,580	-	36,590
	Less: Finance charges allocated to				
•	future periods	5,749	16,555		4,006
		43,268	129,025	-	32,584
				•	
	Hire purchase contracts are analysed as follows: Creditors within one year	38,085	69,880	-	20,267
	Creditors after more than one year	5,183	59,145	-	12,317
		43,268	129,025	-	32,584
(b)	Analysis of changes in hire purchase contracts	1996	Group 1995	1996	Company 1995
		£	£	£	£
	At I April	129,025	82,671	32,584	54,441
	Inception of hire purchase contracts Capital element of finance lease	-	119,857	-	-
	rental payments	(85,757)	(73,503)	(32,584)	(21,857)
	At 31 March	43,268	129,025		32,584
16	SHARE CAPITAL			A.U	- 1 11 - 1
			Authorised		ed, called up nd fully paid
		1996	Auinorisea 1995	1996	ia juity pata 1995
		No	No	£	£
	Ordinary shares of £1 each	42,500	42,500	42,500	42,500

at 31 March 1996

#### 17 RESERVES

	Profit and i	Profit and loss account		
	Ğroup	Company		
	£	£		
At 1 April 1995	926,528	686,238		
Profit for the year	311,602	138,315		
Goodwill written off	(8,634)	-		
At 31 March 1996	1,229,496	824,553		
A B V A ATOMOR WAS BEET W				

#### 18 RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

		Profit	
	Share	and loss	
	capital	account	Total
	£	£	£
Group			
At 1 April 1994	42,500	660,166	702,666
Profit for year	-	266,362	266,362
At 1 April 1995	42,500	926,528	969,028
Profit for year	•	311,602	311,602
Goodwill written off	•	(8,634)	(8,634)
At 31 March 1996	42,500	1,229,496	1,271,996
Company	42.500	561,540	604,040
At 1 April 1994 Profit for year	42,500	124,698	124,698
At 1 April 1995	42,500	686,238	728, <b>7</b> 38
Profit for year	-	138,315	138,315
			<del></del>
At 31 March 1996	42,500	824,553	867,053

#### 19 POST BALANCE SHEET EVENTS

On 1 April 1996, a subsidiary company was set up and the trade and certain assets and liabilities of Richard Austin Alloys Limited were transferred to it.

#### 20 PENSION COMMITMENTS

The group operates a defined contribution scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. The outstanding contributions at 31 March 1996 were £60,060 (1995 - £87,327).

#### 21 CONTINGENT LIABILITIES

- (a) Cross guarantees exist between all group companies in favour of the group's bankers. At 31 March 1996 the group companies' combined bank borrowings amounted to £286,998.
- (b) The company has guaranteed the liability due to an individual supplier of its subsidiary undertakings, Richard Austin Alloys (Northern) Limited and Richard Austin Alloys (North West) Limited. At 31 March 1996, the liabilities stood at £365,225 and £260,002 respectively.

#### 22 RELATED PARTIES

During the year the company made sales to one of its subsidiary companies, Richard Austin Alloys (Northern) Limited, of £733,353 in the normal course of business. At the balance sheet date the amount due from this subsidiary company was £38,192.

During the year, the company also made sales to one of its subsidiary undertakings, Richard Austin Alloys (North West) Limited, in the normal course of business of £397,805. At the balance sheet date the amount due from this subsidiary company was £24,905.