REGISTERED NUMBER: 2766324

Report of the Directors and

**Financial Statements** 

for the Year Ended 31 December 2001

for

**Duncton plc** 



0727 29/06/02

# Company Information for the Year Ended 31 December 2001

**DIRECTORS:** 

O D Harris D A Hoare E J A fforde

SECRETARY:

M P Clayden

REGISTERED OFFICE:

Heath End Garage

Heath End Petworth Sussex GU28 0JG

REGISTERED NUMBER:

2766324 (England and Wales)

**AUDITORS:** 

Roffe Swayne

Registered Auditors & Chartered Accountants Ashcombe Court Woolsack Way Godalming, Surrey

GU7 1LQ

# Report of the Directors for the Year Ended 31 December 2001

The directors present their report with the financial statements of the company for the year ended 31 December 2001.

### PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of contract hire of motor vehicles.

#### REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

The company enjoyed another profitable year and the directors remain confident of future prospects.

#### DIVIDENDS

No interim dividend was paid during the year. The directors recommend a final dividend of 98p per share.

The total distribution of dividends for the year ended 31 December 2001 will be £50,000.

#### DIRECTORS

The directors during the year under review were:

O D Harris

D A Hoare

E J A fforde

The beneficial interests of the directors holding office on 31 December 2001 in the issued share capital of the company were as follows:

O. V 41 June 5	31.12.01	1.1.01
Ordinary £1 shares		
O D Harris	17,000	17,500
D A Hoare	17,000	17,500
E J A fforde	-	-

## MARKET VALUE OF LEASEHOLD PROPERTY

The directors consider that the market valuation of the company's leasehold property exceeds its book value by approximately £225,000.

### PAYMENT OF CREDITORS

It is the policy of the company to settle liabilities in accordance with agreed contract terms.

## STATEMENT OF 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 of the company for that period. In preparing those financial statements, 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 financial statements on the going concern basis unless it is inappropriate to presume that the compan 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. 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.

# Report of the Directors for the Year Ended 31 December 2001

# **AUDITORS**

The auditors, Roffe Swayne, will be proposed for re-appointment in accordance with Section 385A of the Companies Act 1985.

ON BEHALF OF THE BOARD:

O D Harris - DIRECTOR

Dated: 19-06-02

## Report of the Independent Auditors to the Shareholders of Duncton plc

We have audited the financial statements of Duncton plc for the year ended 31 December 2001 on pages five to seventeen. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

### Respective responsibilities of directors and auditors

As described on page two the company's directors are responsible for the preparation of 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 Report of the Directors 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 Report of the Directors 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.

### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Roffe Swayne Registered Auditors & Chartered Accountants Ashcombe Court Woolsack Way Godalming, Surrey GU7 1LQ

Rotte Evayre

Dated: 20 June 2002

# Profit and Loss Account for the Year Ended 31 December 2001

		2001	2000
	Notes	£	£
TURNOVER		4,289,405	3,640,220
Cost of sales		2,975,357	2,572,428
GROSS PROFIT		1,314,048	1,067,792
Administrative expenses		468,168	363,163
		845,880	704,629
Other operating income		10,910	13,316
OPERATING PROFIT	3	856,790	717,945
Interest payable and similar charges	4	727,609	614,561
PROFIT ON ORDINARY ACT BEFORE TAXATION	IVITIES	129,181	103,384
Tax on profit on ordinary activities	5	29,000	21,000
PROFIT FOR THE FINANCIA AFTER TAXATION	L YEAR	100,181	82,384
Dividends	6	50,000	40,000
		50,181	42,384
Retained profit brought forward		339,184	296,800
RETAINED PROFIT CARRIE	D FORWARD	£389,365	£339,184

## CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

## TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

## Balance Sheet 31 December 2001

		200	1	2000	
	Notes	£	£	£	£
FIXED ASSETS: Tangible assets	7		10,123,630		8,563,929
CURRENT ASSETS: Stocks Debtors Cash at bank and in hand	8 9	115,313 893,537 256		135,043 690,394 53,822	
		1,009,106		879,259	
CREDITORS: Amounts falling due within one year	10	5,067,036		3,728,492	
NET CURRENT LIABILITIES:			(4,057,930)		(2,849,233)
TOTAL ASSETS LESS CURRENT LIABILITIES:			6,065,700		5,714,696
CREDITORS: Amounts falling due after more than one year	11		(5,326,433)		(5,054,610)
PROVISIONS FOR LIABILITIES AND CHARGES:	15		(135,000)		(106,000)
			£604,267		£554,086
CAPITAL AND RESERVES:					
Called up share capital Share premium Profit and loss account	16 17		51,000 163,902 389,365		50,000 164,902 339,184
SHAREHOLDERS' FUNDS:	19		£604,267		£554,086

## ON BEHALF OF THE BOARD:

E J A fforce - DIRECTOR

Approved by the Board on 19-06-02

# Cash Flow Statement for the Year Ended 31 December 2001

		2001		2000	
	Notes	£	£	£	£
Net cash inflow from operating activities	1		2,810,777		2,633,598
Returns on investments and servicing of finance	2		(727,609)		(614,561)
Taxation			-		-
Capital expenditure	2		(3,684,331)		(3,661,251)
Equity dividends paid			(40,000)		(47,000)
Decrease in cash in the period			(1,641,163)		(1,689,214)
Financing	2		1,749,882		2,591,106
Increase in cash in the period			£108,719		£901,892
Reconciliation of net cash flow to movement in net debt	3				
Decrease					
in cash in the period		108,719		901,892	
Cash flow from (increase) in debt and lease financing		(1,749,882)		(2,591,106)	
Change in net debt resulting from cash flows			(1,641,163)		(1,689,214)
Movement in net debt in the period			(1,641,163)		(1,689,214)
Net debt at 1 January			(7,683,101)		(5,993,887)
Net debt at 31 December			£(9,324,264)		£(7,683,101)

# Notes to the Cash Flow Statement for the Year Ended 31 December 2001

# 1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2001 £	2000 £
Operating profit Depreciation charges Decrease/(Increase) in stocks	856,790 2,166,854 19,730	717,945 1,845,590 (1,076)
(Increase) in debtors Increase in creditors Profit on disposal of fixed assets	(203,143) 12,770 (42,224)	(94,756) 176,178 (10,283)
Net cash inflow from operating activities	2,810,777	2,633,598
ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE C	ASH FLOW STAT	EMENT
	2001 £	2000 £
Returns on investments and servicing of finance	(727.600)	(614.561)
Net cash outflow	(727,609)	(614,561)
for returns on investments and servicing of finance	<u>(727,609)</u>	<u>(614,561)</u>
Capital expenditure Purchase of tangible fixed assets Sale of tangible fixed assets	(5,474,970) 1,790,639	(4,763,302) 1,102,051
Net cash outflow for capital expenditure	(3,684,331)	(3,661,251)
Financing Bank loans and finance leases	1,749,882	2,591,106
Net cash flow	1 7 10 000	0.501.405

2.

from financing

1,749,882

2,591,106

# Notes to the Cash Flow Statement for the Year Ended 31 December 2001

## 3. ANALYSIS OF CHANGES IN NET DEBT

ANALISIS OF CHANGES IN NET DEDI			
	At 1.1.01	Cash flow	At 31.12.01
	£	£	£
Net cash:	F0 000	( 6	
Cash at bank and in hand	53,822	(53,566)	256
Bank overdrafts	(1,124,472)	162,285	(962,187)
	(1,070,650)	108,719	(961,931)
Debt:			
Finance leases	(2,157,451)	1,213,018	(944,433)
Bank loans	(4,455,000)	(2,962,900)	<u>(7,417,900)</u>
	(6,612,451)	(1,749,882)	(8,362,333)
	<del></del>	<u></u>	<del>````</del>
Total	(7,683,101)	(1,641,163)	(9,324,264)
	<del></del>		<u> </u>
Analysed in Balance Sheet			
Cash at bank and in hand	53,822		256
Bank overdrafts	(1,124,472)		(962,187)
Finance leases			` , ,
within one year	(538,769)		(615,463)
after one year	(1,618,682)		(328,970)
Bank loans	(4,455,000)		(7,417,900)
	(7,683,101)		(9,324,264)
			<del></del>

# Notes to the Financial Statements for the Year Ended 31 December 2001

### 1. ACCOUNTING POLICIES

### Accounting convention

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

#### Turnover

Turnover represents income derived from all rental agreements entered into by the company, excluding value added tax.

### Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Leasehold property -not provided Improvements to property -10% on cost

Fixtures and fittings -at variable rates on reducing balance

Motor vehicles -at variable rates on cost

Motor vehicles include all vehicles which are the subject of contract hire or contract purchase agreements with third parties, and turnover includes rental income from both forms of agreement. The directors consider that this accounting treatment is appropriate in respect of contract purchase agreements as it has been the company's experience that customers rarely exercise the balloon payment option at the conclusion of an agreement. This treatment therefore reflects the commercial reality of the agreements entered into.

Motor vehicles also includes incidental costs of ensuring that vehicles are available for rental to third parties, including preparation costs and external commissions payable. This category of fixed assets also includes an estimate of additional charges recoverable in relation to the vehicles.

No depreciation is provided on the leasehold property on the grounds that any such charge would be immaterial as its estimated residual value is higher than its carrying value.

#### Stocks

Stock is valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

### Deferred taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

### Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

### Operating leases

Rentals payable under operating leases are charged to the profit and loss account on a straight-line basis over the lease term.

2.	STAFF COSTS	2001	2000
		£	£
	Wages and salaries	258,742	198,928
	Social security costs		18,527
		285,044	217,455

# Notes to the Financial Statements for the Year Ended 31 December 2001

2.	STAFF	COSTS -	continued
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	The average monthly number of employees during the year was as follows:	2001	2000
	Management & administration	12	7 <b>≠</b>
3.	OPERATING PROFIT		
	The operating profit is stated after charging:		
		2001 £	2000 £
	Depreciation - owned assets	1,710,583 456,271	1,313,426
	Depreciation - assets on finance leases Auditors' remuneration	9,750	532,164 8,700
		<del></del>	
	Directors' emoluments	97,479	93,542
4.	INTEREST PAYABLE AND SIMILAR CHARGES		
٦.	MIDRIOTI ATABLE AND SIME IT SAME	2001	2000
	Bank interest on loans and	£	£
	overdrafts	509,183	375,045
	Other loan and finance lease interest	218,426	239,516
	Todayo Microsi	<del></del>	
		727,609	614,561
5.	TAXATION		
	Analysis of the tax charge		
	The tax charge on the profit on ordinary activities for the year was as follows:	2001	2000
		£	£
	Deferred tax	29,000	21,000
	No liability to corporation tax arises in respect of the years ended 31 Decemb losses available.	er 2001 and 20	00 as a result of
6.	DIVIDENDS		
		2001	2000
	Equity shares:	£	£
	Final ordinary - proposed	50,000	40,000

# Notes to the Financial Statements for the Year Ended 31 December 2001

## 7. TANGIBLE FIXED ASSETS

	Leasehold property	Improvements to property	Fixtures and fittings	Motor vehicles	Totals	
	£	£	£	£	£	
COST:						
At 1 January 2001	204,005	48,714	33,331	11,283,211	11,569,261	
Additions	-	28,214	23,713	5,423,043	5,474,970	
Disposals				(3,041,168)	(3,041,168)	
At 31 December 2001	204,005	76,928	57,044	13,665,086	14,003,063	
DEPRECIATION:						
At 1 January 2001	-	11,360	19,299	2,974,673	3,005,332	
Charge for year	-	7,374	9,158	2,150,322	2,166,854	
Eliminated on disposals	-			(1,292,753)	(1,292,753)	
At 31 December 2001		18,734	28,457	3,832,242	3,879,433	
NET BOOK VALUE:						
At 31 December 2001	204,005	58,194	28,587	9,832,844	10,123,630	
At 31 December 2000	204,005	37,354	14,032	8,308,538	8,563,929	

Leasehold property consists of the premises at Heath End Garage, Heath End, Petworth which in the opinion of the directors had a market valuation of £430,000 as at 31 December 2001. An independent valuation carried out by Messrs Haslam on 13th September 1996 showed a market valuation of £400,000 and an existing use value of £460,000.

Fixed assets, included in the above, which are held under finance leases are as follows:

	Motor vehicles
COST:	£
At 1 January 2001	2,535,679
Disposals	(1,199,574)
At 31 December 2001	1,336,105
DEPRECIATION:	
At 1 January 2001	787,203
Charge for year	456,271
Eliminated on disposals	(502,790)
At 31 December 2001	740,684
NET BOOK VALUE:	
At 31 December 2001	595,421
At 31 December 2000	1,748,476

## Notes to the Financial Statements for the Year Ended 31 December 2001

2001

£

115,313

2000

£

135,043

Stock				

# 9.

**STOCKS** 

8.

	<del></del>	
DEBTORS	2001	2000
	£	£
Amounts falling due within one year:		
Trade debtors Other debtors Prepayments & accrued income VAT recoverable Tax recoverable	252,515 206,984 208,185 91,427 11,819 770,930	226,030 152,460 181,670 21,849 
		<del> </del>
Amounts falling due after more than one year:		
Other debtors Tax recoverable	86,042 36,565	60,000 48,385
	122,607	108,385
Aggregate amounts	893,537	690,394

Included in other debtors is the sum of £19,035 drawn by director O D Harris, of which £16,667 was repaid on 15th April 2002. The maximum liability for the director O D Harris during the year was £19,035.

#### CREDITORS: AMOUNTS FALLING 10. DUE WITHIN ONE YEAR

	2001	2000
	£	£
Bank loans and overdrafts		
(see note 12)	4,015,587	2,744,472
Finance leases		
(see note 13)	615,463	538,769
Trade creditors	242,007	213,398
Mezzanine loan	6,523	19,782
Dividend proposed	50,000	40,000
Social security & other taxes	9,403	11,941
Accrued expenses	128,053	160,130
	5,067,036	3,728,492

# Notes to the Financial Statements for the Year Ended 31 December 2001

# 11. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2001 £	2000 £
Bank loans	~	<b>ت.</b>
(see note 12)	4,364,500	2,835,000
10% Loan stock	337,963	305,928
Mezzanine loans	295,000	295,000
Finance leases		
(see note 13)	328,970	1,618,682
	5,326,433	5,054,610

The 10% loan stock and mezzanine loans derive from shareholders and rank for repayment after other financiers of the company.

## 12. LOANS AND OVERDRAFTS

An analysis of the maturity of loans and overdrafts is given below:

	2001 £	2000 £
Amounts falling due within one year or on demand:		
Bank overdrafts Bank loans	962,187 3,053,400	1,124,472 1,620,000
	4,015,587	2,744,472
Amounts falling due between one and two years:		
Bank loans	2,648,400	1,620,000
Amounts falling due between two and five years:		
Bank loans	1,716,100	1,215,000

# Notes to the Financial Statements for the Year Ended 31 December 2001

## 13. OBLIGATIONS UNDER LEASING AGREEMENTS

	Fir	Finance	
	le	ases	
	2001	2000	
	£	£	
Gross obligations repayable:			
Within one year	734,016	713,804	
Between one and five years	328,970	1,618,682	
	<del></del>		
	1,062,986	2,332,486	
Finance charges repayable:			
Within one year	118,553	175,035	
Not at time time to a second land			
Net obligations repayable:	615 462	520.760	
Within one year	615,463	538,769	
Between one and five years	328,970	1,618,682	
	944,433	2 157 451	
	944,433	2,157,451	

### 14. SECURED DEBTS

The company's bankers hold a mortgage over the leasehold property, a debenture over all the assets and undertakings of the company and a charge over the life of a director. The amount owed to the bank at the end of the year was £8,380,087 (2000 £5,579,472).

## 15. PROVISIONS FOR LIABILITIES AND CHARGES

Deferred tax	$ \begin{array}{ccc} 2001 & 2000 \\ £ & £ \\ \underline{135,000} & \underline{106,000} \end{array} $
Balance at 1 January 2001	Deferred
Transfer from profit and loss account	29,000
Balance at 31 December 2001	135,000

Deferred tax for which provision has been made in the financial statements and the amounts for which no provision has been made, are as follows:

	Provided		Not provided	
	2001	2000	2001	2000
	£	£	£	£
Deferred Tax	135,000	106,000	135,000	-
	<del></del>	<del></del>		

The deferred tax liability is made up of accelerated capital allowances.

# Notes to the Financial Statements for the Year Ended 31 December 2001

#### 16. CALLED UP SHARE CAPITAL

	Authorised: Number:	Class:	Nominal value:	2001 £	2000 £
	70,000	Ordinary	£1	70,000	70,000
	Allotted and	issued:			
	Number:	Class:	Nominal value:	2001 £	2000 £
	51,000 (2000 - 50,00	Share capital	£1	51,000	50,000
	(2000 - 30,00	JO)		<del></del>	<del></del>
17.	SHARE PR	EMIUM			
				2001 £	2000 £
	Share premit	ım		163,902	164,902

### 18. RELATED PARTY DISCLOSURES

During the year the company incurred net expenditure amounting to £67,377 (2000 - £75,564) from normal commercial trading with its former subsidiary undertaking, West Sussex Specialist Cars Limited. At the balance sheet date the sum of £172,885 (2000 - £146,603) was due from that company.

Payments totalling £30,000 were made to Lowell, a business of which E J A fforde was the proprietor, for services provided to the company by Mr fforde.

Payments totalling £11,000 were made to Dunsfold Securities Limited, a company of which O D Harris was the sole director, for services provided to the company by Mr Harris.

At the balance sheet date the sum of £60,000 was due from Fludds of Petworth Limited, a company under common control.

# Notes to the Financial Statements for the Year Ended 31 December 2001

# 19. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2001	2000
Profit for the financial year Dividends	£ 100,181 (50,000)	£ 82,384 (40,000)
Net addition to shareholders' funds Opening shareholders' funds	50,181 554,086	42,384 511,702
Closing shareholders' funds	604,267	554,086
Equity interests	604,267	554,086
A summary of funds provided to the company by the shareholders is as follows:		
Shareholders' equity (as above)	604,267	554,086
Shareholders' loans (see note 11)	632,963	600,928
Revaluation surplus on leasehold property (see note 7)	1,237,230 225,000	1,155,014 225,000
Total shareholder funding	1,462,230	1,380,014

## 20. CONTROLLING PARTY

There is no overall controlling party.