

Plastic Products Holdings Limited

**Directors' report and financial
statements**

Registered number 2499178

30 November 2000



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Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 November 2000.

Principal activities

The principal activity of the company is the holding of investments.

Business review

The results for the year are set out in the profit and loss account on page 4.

Dividends

During the year the directors paid an interim dividend of £44,500 (1999: £35,000) and declared a final dividend of £23,000 (1999: £15,000).

Directors and directors' interests

The directors who held office during the year were as follows:

CW Fone

CJ Shammas

CJ Shammas had, with his family, the following interests in the shares of the company as recorded in the register of directors' share and debenture interests:

Class of share	Interest at end of year
'A' Ordinary	5,000
'B' Ordinary	5,000

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board


J.V. Price
Secretary

Whitecliff House
852 Brighton Road
Purley
Surrey CR8 2UY

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 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



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Report of the auditors to the members of Plastic Products Holdings Limited

We have audited the financial statements on pages 4 to 8.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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. We also report to you if, in our opinion, the directors' report 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.

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 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 30 November 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

25 April 2001

KPMG
Chartered Accountants
Registered Auditor

Profit and loss account

for the year ended 30 November 2000

	Note	2000	1999 £
Income from shares in group undertaking		67,500	50,000
Profit for the financial year	2	67,500	50,000
Dividends paid		(67,500)	(50,000)
Retained profit brought forward		270,135	270,135
Retained profit carried forward		270,135	270,135

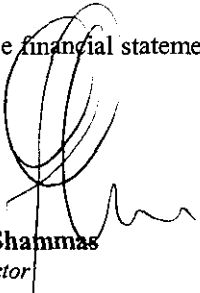
The company has no recognised gains or losses other than those amounts shown above, all of which derived from continuing operations.

Balance sheet

at 30 November 2000

	Note	2000	1999 £
Fixed assets			
Investments	4	771,843	771,843
Creditors: amounts falling due within one year			
- amounts owed to subsidiary undertakings		(491,708)	(491,708)
Net assets		<u>280,135</u>	<u>280,135</u>
Capital and reserves			
Called up share capital	5	10,000	10,000
Profit and loss account		<u>270,135</u>	<u>270,135</u>
Shareholders' funds	6	<u>280,135</u>	<u>280,135</u>

These financial statements were approved by the board of directors on 26.03.01 and were signed on its behalf by:


CJ Shammas
 Director


C W Fone
 Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

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

The company is exempt by virtue of s248 of the Companies Act 1985 from the requirement to prepare group accounts. The financial statements present information about the undertaking as an individual undertaking and not about its group.

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that it qualifies as a small company.

2 Profit on ordinary activities before taxation

- a) Administrative expenditure is settled by another group undertaking.
- b) The company has no employees other than the directors and hence no staff costs. There are no emoluments payable to the directors for services performed on behalf of Plastic Products Holdings Limited.

3 Remuneration of directors

The aggregate amount of remuneration paid by subsidiary undertakings to holding company directors is as follows:

	2000 £	1999 £
Directors' emoluments	88,180	85,269
Company contributions to the pension scheme	11,805	11,485
	99,985	96,754

CW Fone received consultancy fees of £34,928 (1999: £34,334).

Notes (continued)

4 Fixed asset investments

2000
£

Shares in group undertakings

Cost

At beginning and end of year 771,843

In addition, the company holds loan stock in Braemon Limited with a face value of £259,900 although, as the company only paid £1 for this loan stock the directors do not attribute a value to it.

The companies in which the company's interest is more than 10% are as follows:

	Country of registration	Principal activity	Class and percentage of shares held
<i>Subsidiary undertakings</i>			
Plastic Products Limited	England and Wales	Distribution of Thermoplastics	Ordinary 100%
Braemon Limited	England and Wales	Dormant	Ordinary 100%

The aggregate amounts of each company's capital and reserves at the relevant period ends and profit after taxation for the relevant periods are as follows:

	Capital and reserves		Profit after taxation	
	2000 £	1999 £	2000 £	1999 £
Plastic Products Limited	1,392,076	1,327,456	132,120	176,786
Braemon Limited	(216,644)	(216,644)	-	-

The deficit on the reserves of Braemon Limited was brought about mainly by a loss of £259,999 on the sale of an investment which occurred prior to the acquisition of Braemon Limited by the company.

In the opinion of the directors the investments in and amounts due from the company's subsidiary undertakings are worth at least the amounts at which they are stated in the balance sheet.

Notes (continued)

5 Share capital

	2000 £	1999 £
<i>Authorised</i>		
'A' Ordinary shares of £1 each	50,000	50,000
'B' Ordinary shares of £1 each	50,000	50,000
	100,000	100,000
<i>Allotted, called up and fully paid</i>		
'A' Ordinary shares of £1 each	5,000	5,000
'B' Ordinary shares of £1 each	5,000	5,000
	10,000	10,000

6 Reconciliation of movements in shareholders' funds

	2000 £	1999 £
Retained profit for the financial year	-	-
Shareholders' funds at beginning of year	280,135	280,135
Shareholders' funds at end of year	280,135	280,135