

COMPANIES HOUSE

BAZ-ROLL INTERNATIONAL LIMITED AND SUBSIDIARY COMPANIES

REPORTS AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2005



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COMPANY INFORMATION

<i>Directors:</i>	<i>B. Malandrinos Esq. (Chairman)</i> <i>Mrs. P. Malandrinos</i> <i>Mrs. D.I. Henderson</i> <i>T. Walker Esq.</i>
<i>Secretary:</i>	<i>Mrs. D. Henderson</i>
<i>Auditors:</i>	<i>Leach & Co.</i> <i>Ashley House,</i> <i>136 Tolworth Broadway</i> <i>Surbiton, Surrey</i> <i>KT6 7LA</i>
<i>Registered Office:</i>	<i>Ashley House,</i> <i>136 Tolworth Broadway</i> <i>Surbiton, Surrey</i> <i>KT6 7LA</i>
<i>Registered Number:</i>	<i>2603821, England</i>

BAZ-ROLL INTERNATIONAL LIMITED AND SUBSIDIARY COMPANIES

REPORT OF THE DIRECTORS TO THE MEMBERS OF BAZ-ROLL INTERNATIONAL LIMITED

The directors have pleasure in presenting their annual report and audited financial statements of the company and the group for the year ended 31 May 2005.

Principal activity

The principal activity of the group during the year was that of dealers in industrial materials handling equipment.

Directors and their interests in the shares of the group

The directors who served on the board throughout the year, and their shareholdings in the company and in the subsidiary companies were as follows:

	Ordinary shares of £1 each Baz-Roll International Limited	
	1 June 2004	31 May 2005
B. Malandrinos Esq.	1,250	1,250
Mrs. P. Malandrinos	250	250
Mrs. D.I. Henderson	-	-
P. Griffiths Esq.(Resigned 31.05.2005)	-	-
T. Walker Esq.	-	-

No director had any interest in any of the subsidiary companies.

Trustee shareholding

200 ordinary shares of £1 each are held by the Marina Malandrinos Will Trust. M A Boundy a partner in Leach & Co, the company's auditors, is a joint trustee with B A Malandrinos and N D Millett.

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;
- Follow applicable accounting standards, 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 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.

BAZ-ROLL INTERNATIONAL LIMITED AND SUBSIDIARY COMPANIES**REPORT OF THE DIRECTORS
TO THE MEMBERS OF BAZ-ROLL INTERNATIONAL LIMITED
(CONTINUED)****Auditors**

Messrs. Leach & Co., Chartered Accountants, have expressed their willingness to continue in office and a resolution proposing their reappointment as auditors to the company will be put to the forthcoming annual general meeting.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small groups.

Signed on behalf of the board of directors



Mrs. D. Henderson
Secretary

Date: 16 November 2005

BAZ-ROLL INTERNATIONAL LIMITED AND SUBSIDIARY COMPANIES**REPORT OF THE INDEPENDENT AUDITORS
TO THE MEMBERS OF BAZ-ROLL INTERNATIONAL LIMITED**

We have audited the financial statements of Baz-Roll International Limited for the year ended 31 May 2005 which comprise the Profit and Loss account, the Balance Sheet and the related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law.

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 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.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

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 affairs of the company and the group as at 31 May 2005 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


LEACH & CO.
Chartered Accountants
& Registered Auditors

Ashley House,
136 Tolworth Broadway
Surbiton
Surrey, KT6 7LA

Date: 16 November 2005

BAZ-ROLL INTERNATIONAL LIMITED AND SUBSIDIARY COMPANIES

GROUP PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MAY 2005

	Note	2005	2004
TURNOVER	2	2,776,032	2,595,309
Cost of sales		1,607,391	1,477,697
GROSS PROFIT		1,168,641	1,117,612
Selling and distribution costs		79,289	64,273
Administrative expenses		839,140	714,322
OPERATING PROFIT	3	250,212	339,017
Investment income	6	22,424	12,867
Interest payable and similar charges		(12,591)	(15,916)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		260,045	335,968
Tax on profit on ordinary activities	7	62,390	73,836
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		197,655	262,132
Minority interests		-	-
PROFIT ATTRIBUTABLE TO MEMBERS OF THE HOLDING COMPANY	8	197,655	262,132
Proposed dividend on ordinary shares		-	-
RETAINED PROFIT FOR THE FINANCIAL YEAR	17	£ 197,655	£ 262,132

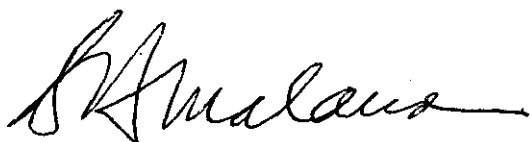
All of the group's operations are classed as continuing.

There are no recognised gains or losses other than those included in the profit and loss account.

**GROUP BALANCE SHEET
AS AT 31 MAY 2005**

	Note	2005	2004
FIXED ASSETS			
Tangible assets	9	576,427	548,235
CURRENT ASSETS			
Stock	11	638,380	637,353
Debtors	12	686,758	652,680
Cash at bank and in hand		669,126	603,822
		<u>1,994,264</u>	<u>1,893,855</u>
CREDITORS: Amounts falling due within one year			
	13	<u>709,313</u>	<u>728,457</u>
		<u>1,284,951</u>	<u>1,165,398</u>
NET CURRENT ASSETS			
TOTAL ASSETS LESS CURRENT LIABILITIES			
		1,861,378	1,713,633
CREDITORS: Amounts falling due after one year			
	14	<u>(59,006)</u>	<u>(109,116)</u>
		<u>1,802,372</u>	<u>1,604,517</u>
PROVISION FOR LIABILITIES AND CHARGES			
Deferred taxation	15	<u>(3,100)</u>	<u>(2,900)</u>
		<u>£ 1,799,272</u>	<u>£ 1,601,617</u>
CAPITAL AND RESERVES			
Called-up share capital	16	1,700	1,700
Profit and loss account	17	1,797,572	1,599,917
SHAREHOLDERS' FUNDS			
		<u>£ 1,799,272</u>	<u>£ 1,601,617</u>

These accounts have been prepared in accordance with the special provisions relating to small groups within part VII of the Companies Act 1985 and with the Financial Reporting Standard for Smaller Entities (effective June 2002).



B. Malandrinos, Director

The financial statements were approved by the board of directors on 16 November 2005.

BAZ-ROLL INTERNATIONAL LIMITED

BALANCE SHEET
AS AT 31 MAY 2005

	Note	2005	2004
FIXED ASSETS			
Tangible assets	9	373,030	380,254
Investments	10	1,200	1,200
		<u>374,230</u>	<u>381,454</u>
CURRENT ASSETS			
Stock		47,641	27,206
Debtors	12	1,031,721	584,342
Cash at bank and in hand		115,180	102,557
		<u>1,194,542</u>	<u>714,105</u>
CREDITORS: Amounts falling due			
within one year	13	626,541	574,240
NET CURRENT ASSETS		<u>568,001</u>	<u>139,865</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		942,231	521,319
CREDITORS: Amounts falling due			
after one year	14	(12,880)	(93,753)
		<u>£ 929,351</u>	<u>£ 427,566</u>
CAPITAL AND RESERVES			
Called-up share capital	16	1,700	1,700
Profit and loss account	17	927,651	425,866
SHAREHOLDERS' FUNDS (All equity interest)		<u>£ 929,351</u>	<u>£ 427,566</u>

These accounts have been prepared in accordance with the special provisions relating to small companies within part VII of the Companies Act 1985 and with the Financial Reporting Standard for Smaller Entities (effective June 2002).



B. Malandrinos, Director

The financial statements were approved by the Board of Directors on 16 November 2005

BAZ-ROLL INTERNATIONAL LIMITED AND SUBSIDIARY COMPANIES

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2005

1. ACCOUNTING POLICIES

The principal accounting policies which are adopted in the preparation of the financial statements are set out below.

Basis of accounting

The financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002) under the historical cost convention.

The consolidated accounts have been prepared using the merger method of accounting.

Turnover

Turnover represents net invoiced sales of goods and services, excluding value added tax.

Tangible fixed assets

Depreciation is provided on all tangible fixed assets other than freehold land at rates calculated to write off the cost of each asset over its expected useful life. Details are as follows:

Plant and machinery	15% p.a. straight line
Motor vehicles	25% p.a. on net book value
Fixtures and fittings	15% p.a. on net book value
Computer equipment	20% p.a. on net book value
Freehold buildings	2% p.a. on cost

Stocks

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

Deferred taxation

Full provision is made using the liability method for all timing differences.

Foreign currencies

Transactions in foreign currencies are converted to sterling at the rate ruling at the time of the transaction. Assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

BAZ-ROLL INTERNATIONAL LIMITED AND SUBSIDIARY COMPANIES

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2005

2. TURNOVER

The turnover and profit before taxation is attributable to the one principal activity of the company.

3. OPERATING PROFIT

This is stated after charging:

	Group	
	2005	2004
	£	£
Directors' remuneration (Note 5)	192,884	175,239
Auditors' remuneration	11,950	12,520
Depreciation of tangible fixed assets	51,573	50,866
Loss on sale of tangible fixed assets	2,693	5,189

4. STAFF COSTS

Wages and salaries	579,477	475,702
Social security costs	65,212	52,630
	<u>£ 644,689</u>	<u>£ 528,332</u>

5. DIRECTORS' REMUNERATION

Emoluments for services as directors	152,395	137,490
Benefits in kind	40,489	37,749
	<u>£ 192,884</u>	<u>£ 175,239</u>

6. INVESTMENT INCOME

Bank interest	<u>£ 22,424</u>	<u>£ 12,867</u>
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7. TAX ON PROFIT ON ORDINARY ACTIVITIES

Based on the profit for the year:

Corporation tax at 22% (2003 - 23%)	64,392	73,336
Transfer from deferred taxation	200	500
Relating to prior years	(2,202)	-
	<u>£ 62,390</u>	<u>£ 73,836</u>

8. PARENT COMPANY PROFIT FOR THE YEAR ENDED 31 MAY 2005

As permitted by Section 230 of the Companies Act 1985, the profit and loss account of the parent company is not presented as part of these accounts. The parent company's profit for the year, after taxation, was £501,785 (2004 - £64,175).

BAZ-ROLL INTERNATIONAL LIMITED AND SUBSIDIARY COMPANIES

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2005

9. TANGIBLE FIXED ASSETS

THE GROUP

Cost	Freehold land & buildings	Plant and machinery etc.	Total
At 1 June 2004	466,927	478,903	945,830
Additions	-	98,558	98,558
Disposals	-	(55,925)	(55,925)
At 31 May 2005	<u>466,927</u>	<u>521,536</u>	<u>988,463</u>

Depreciation

At 1 June 2004	86,673	310,922	397,595
Provided this year	7,224	44,347	51,571
Released on disposals	-	(37,130)	(37,130)
At 31 May 2005	<u>93,897</u>	<u>318,139</u>	<u>412,036</u>

Net Book Values

At 31 May 2005	<u>£ 373,030</u>	<u>£ 203,397</u>	<u>£ 576,427</u>
At 31 May 2004	<u>£ 380,254</u>	<u>£ 167,981</u>	<u>£ 548,235</u>

Plant and machinery, etc.

Cost	Motor vehicles	Equipment fixtures and fittings	Plant and machinery	Total
At 1 June 2004	206,800	207,491	64,612	478,903
Additions	89,695	7,818	1,045	98,558
Disposals	(55,925)	-	-	(55,925)
At 31 May 2005	<u>240,570</u>	<u>215,309</u>	<u>65,657</u>	<u>521,536</u>

Depreciation

At 1 June 2004	82,876	172,474	55,572	310,922
Provided this year	36,990	5,410	1,947	44,347
Released on disposals	(37,132)	2	-	(37,130)
At 31 May 2005	<u>82,734</u>	<u>177,886</u>	<u>57,519</u>	<u>318,139</u>

Net Book Values

At 31 May 2005	<u>£ 157,836</u>	<u>£ 37,423</u>	<u>£ 8,138</u>	<u>£ 203,397</u>
At 31 May 2004	<u>£ 123,924</u>	<u>£ 35,017</u>	<u>£ 9,040</u>	<u>£ 167,981</u>

The net book value of fixed assets at 31 May 2005 includes £57,559 (2004 £62,126) in respect of assets leased under finance leases or under hire purchase contracts.

The depreciation charge for the year includes £15,442 (2004 £16,538) in respect of assets leased under finance leases or under hire purchase contracts.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2005**

9. TANGIBLE FIXED ASSETS (Cont'd)**PARENT UNDERTAKING**

Cost	Freehold land and buildings	Total
At 1 June 2004	466,927	466,927
Additions	-	-
At 31 May 2005	<u>466,927</u>	<u>466,927</u>
Depreciation		
At 1 June 2004	86,673	86,673
Provided this year	7,224	7,224
At 31 May 2005	<u>93,897</u>	<u>93,897</u>
Net Book Values		
At 31 May 2005	<u>£ 373,030</u>	<u>£ 373,030</u>
At 31 May 2004	<u>£ 380,254</u>	<u>£ 380,254</u>

On 18 June 2001 Baz-Roll International Limited had its freehold land and buildings professionally valued by BBG Surveyors on behalf of Birmingham Midshires Commercial. The freehold land and buildings were valued at £410,000 as compared to their book value of £388,702. The directors have therefore left the freehold land and buildings stated at historical cost.

	Company	
	2005	2004
10. INVESTMENTS HELD AS FIXED ASSETS		
Shares in subsidiary undertakings (unlisted) - at cost	<u>£ 1,200</u>	<u>£ 1,200</u>

Subsidiary undertakings:

Name of Company	Holding	Held	Nature of Business
Baz-Roll Products Limited	Ordinary shares	100.0%	Factors of material handling equipment
Skoots (Moving Systems) Limited	Ordinary shares	100.0%	Suppliers of material handling equipment

	Group		Company	
	2005	2004	2005	2004
11. STOCK				
Raw materials	£ 638,380	£ 637,353	£ 47,641	£ 27,206

	Group		Company	
	2005	2004	2005	2004
12. DEBTORS				
Trade debtors	618,478	603,468	609,537	584,342
Other debtors	68,280	49,212	422,184	-
	<u>£ 686,758</u>	<u>£ 652,680</u>	<u>£ 1,031,721</u>	<u>£ 584,342</u>

BAZ-ROLL INTERNATIONAL LIMITED AND SUBSIDIARY COMPANIES

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2005

	Group		Company	
	2005	2004	2005	2004
13. CREDITORS: Amounts falling due within one year				
Trade creditors	175,255	175,577	79,230	52,488
Amounts due to subsidiary undertakings	-	-	165,911	185,632
Corporation tax	64,405	73,350	31,568	16,750
Taxation and social security costs	87,900	63,603	29,894	15,770
Other creditors	346,675	395,153	319,938	303,600
Obligations under finance leases and hire purchase	35,078	20,774	-	-
	<u>£ 709,313</u>	<u>£ 728,457</u>	<u>£ 626,541</u>	<u>£ 574,240</u>

	Group		Company	
	2005	2004	2005	2004
14. CREDITORS: Amounts falling due after one year				
Other creditors	12,880	93,753	12,880	93,753
Obligations under finance leases and hire purchase	46,126	15,363	-	-
	<u>£ 59,006</u>	<u>£ 109,116</u>	<u>£ 12,880</u>	<u>£ 93,753</u>

On 21 July 2001 a loan of £308,000 was granted to the company by B.A. Malandrinos and £50,000 was granted by P.Malandrinos. Interest is being charged on the above loans at a rate of 2% above the minimum lending rate. Interest and capital payments are to be made in respect of these loans over the next year resulting in them being repaid by July 2006.

	Group		Company	
	2005	2004	2005	2004
15. DEFERRED TAXATION				
Provision for deferred corporation tax in respect of accelerated capital allowances	<u>£ 3,100</u>	<u>£ 2,900</u>	<u>£ -</u>	<u>£ -</u>

16. SHARE CAPITAL - Ordinary shares of £1 each

Authorised	<u>£ 10,000</u>	<u>£ 10,000</u>	<u>£ 10,000</u>	<u>£ 10,000</u>
Allotted, called-up and fully paid	<u>£ 1,700</u>	<u>£ 1,700</u>	<u>£ 1,700</u>	<u>£ 1,700</u>

BAZ-ROLL INTERNATIONAL LIMITED AND SUBSIDIARY COMPANIES

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2005

17. STATEMENT OF MOVEMENT ON RESERVES	Group		Company	
	2005	2004	2005	2004
Profit and loss account				
At 1 June 2004	1,599,917	1,337,785	425,866	361,691
Profit retained for the year	197,655	262,132	501,785	64,175
At 31 May 2005	<u>£ 1,797,572</u>	<u>£ 1,599,917</u>	<u>£ 927,651</u>	<u>£ 425,866</u>

18. RELATED PARTY TRANSACTIONS

During the year Baz-Roll International Limited made sales totalling £1,200,655 (2004 £908,386) to Baz-Roll Products Limited a wholly owned subsidiary of the company. These transactions were entered into on an arms length basis.

An administration charge of £35,000 (2004 £35,000) was payable by the company to Baz-Roll Products Limited.

19. ULTIMATE CONTROL

The company is under the control of B A Malandrinos, a director, who together with his wife holds 83% of the company's issued capital.