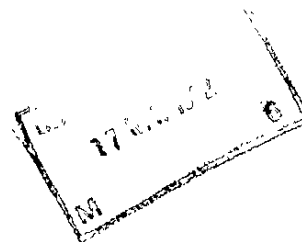


SENOPLAST (UK) LIMITED
DIRECTORS' REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31st MARCH 1991
(Registered in England, Number 1811681)



SENOPLAST (UK) LIMITEDDIRECTORS' REPORT

The directors present their annual report and the audited accounts for the year ended 31st March 1991.

Principal activity

The principal activity of the company is acting as agents for the sale of plastic products.

Business review and results for the year

The company continues to trade satisfactorily. The results of trading for the year can be analysed as follows:

	£
Turnover	569,242
Operating profit	93,480
Exceptional item - Bad debt written off	(100,947)
Loss for the financial year	(7,467)

Dividends

The directors do not recommend the payment of a dividend.

Tangible fixed assets

Changes in tangible fixed assets are shown in note 7 to the accounts.

Directors

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

	£1 ordinary shares held	
	At 31.3.91	At 1.4.90
K. Fikeis (Austrian) (resigned 21st November 1991)	10,000	10,000
W. Klepsch (Austrian)	20,000	20,000
I. Buttery	-	-

SENOPLAST (UK) LIMITED

DIRECTORS' REPORT
(continued)

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Peat Marwick as auditors of the company is to be proposed at the forthcoming annual general meeting.

Approved by the board on 19th February 1992 and signed on its behalf by:

Aquis Secretaries Limited


Secretary

REPORT OF THE AUDITORS, KPMG PEAT MARWICK, TO THE MEMBERS OF
SENOPLAST (UK) LIMITED

We have audited the accounts on pages 4 to 11 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of the company's affairs at 31st March 1991 and of its loss and source and application of funds for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Peat Marwick

KPMG Peat Marwick

Birmingham

Chartered Accountants
Registered Auditor

19th February 1992

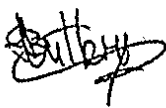
SENOPLAST (UK) LIMITEDPROFIT AND LOSS ACCOUNTFOR THE YEAR ENDED 31st MARCH 1991

	Note	1991 £	1990 £
Turnover	2	569,242	556,512
Selling and distribution expenses		(57,770)	(135,565)
Administrative expenses		(514,565)	(291,037)
Interest payable		(5,677)	-
Interest receivable		1,303	6,929
(Loss)/profit on ordinary activities before taxation	4	(7,467)	136,839
Tax on profit on ordinary activities	6	(41,453)	(50,504)
Retained (loss)/profit on ordinary activities after taxation	12	(48,920)	86,335

SENOPLAST (UK) LIMITEDBALANCE SHEETAT 31st MARCH 1991

	Note	£	1991 £	£	1990 £
Fixed assets					
Tangible assets	7		270,273		148,188
Current assets					
Debtors	8	207,727		231,113	
Cash at bank and in hand		4,507		35,652	
		<u>212,234</u>		<u>266,765</u>	
Creditors: amounts falling due within one year	9	(290,841)		(173,717)	
Net current (liabilities)/assets			(78,607)		93,048
Total assets less current liabilities			<u>191,666</u>		<u>241,236</u>
Provision for liabilities and charges	10		-		(650)
			<u>191,666</u>		<u>240,586</u>
Capital and reserves					
Called up share capital	11		30,000		30,000
Profit and loss account	12		161,666		210,586
			<u>191,666</u>		<u>240,586</u>

These accounts were approved by the board on 19th February 1992 and signed on its behalf by:



I. Buttery - Director

SENOPLAST (UK) LIMITEDSTATEMENT OF SOURCE AND APPLICATION OF FUNDSFOR THE YEAR ENDED 31st MARCH 1991

	1991 £	1990 £
Source of funds		
(Loss)/profit on ordinary activities before taxation	(7,467)	136,839
Adjustments for items not involving the movement of funds:		
Depreciation	59,791	37,198
Loss on sale of fixed assets	1,105	808
	<u>53,429</u>	<u>174,845</u>
Funds from other sources		
Proceeds of sale of fixed assets	4,000	6,000
	<u>57,429</u>	<u>180,845</u>
Application of funds		
Tax paid	(70,475)	(24,764)
Purchase of fixed assets	(186,981)	(118,146)
(Decrease)/increase in working capital	<u>(200,027)</u>	<u>37,935</u>
Components of (decrease)/increase in working capital		
Debtors	(23,386)	156,203
Creditors	8,932	(39,388)
	<u>(14,454)</u>	<u>116,815</u>
Movement in net liquid funds		
Cash at bank and in hand	(31,145)	(78,880)
Bank overdraft	(154,428)	-
	<u>(200,027)</u>	<u>37,935</u>

SENOPLAST (UK) LIMITED**NOTES TO THE ACCOUNTS****FOR THE YEAR ENDED 31st MARCH 1991****1. Principal accounting policies**

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

(a) Basis of accounting

These accounts have been prepared under the historical cost accounting rules and in accordance with applicable Accounting Standards.

(b) Foreign exchange

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the exchange rate ruling on the balance sheet date and the gains or losses on translation are included in the profit and loss account.

(c) Fixed assets and depreciation

Depreciation is provided on a straight line basis to write off the cost less estimated residual value of tangible fixed assets over their estimated useful lives as follows:

Leaschold property	- 10 years
Motor vehicles	- 4 years
Fixtures and fittings	- 5 years

(d) Deferred taxation

Deferred taxation is provided using the liability method in respect of the taxation effect of all timing differences to the extent that it is probable that liabilities will crystallise in the foreseeable future.

(e) Leasing and rental agreements

Payments under leasing and rental agreements are taken into account in the year in which they become due.

(f) Pension costs

The pension costs represents amounts payable by the company to the fund during the year (see note 16).

2. Analysis of turnover

Turnover arises from commission received. In the opinion of the directors disclosure of analysis of turnover by geographical market would be prejudicial to the interest of the company.

SENOPLAST (UK) LIMITED**NOTES TO THE ACCOUNTS****FOR THE YEAR ENDED 31st MARCH 1991**

(continued)

3. Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

	1991 Number	1990 Number
Sales and administration	12	7

The aggregate payroll costs of these persons were as follows:

	£	£
Wages and salaries	192,138	130,429
Social security costs	17,176	9,344
Other pension costs	22,352	16,116
	<u>231,666</u>	<u>155,889</u>

4. (Loss)/profit on ordinary activities before taxation

	1991 £	1990 £
(Loss)/profit on ordinary activities before taxation is stated after charging:		
Auditors' remuneration (including expenses)	3,400	2,550
Directors' remuneration (see note 5)	105,935	82,189
Depreciation	59,791	37,198
Hire of equipment	19,747	12,091
Loss on exchange	1,682	2,207
Exceptional item - bad debt written off	100,947	-

5. Directors' emoluments

The emoluments of the chairman, excluding pension contributions were £Nil (1990: £Nil). The emoluments of the highest paid director, excluding pension contributions were £67,303 (1990: £42,624). The emoluments of all the directors excluding pension contributions fell within the ranges:

	1991 Number	1990 Number
£0 - £5,000	1	1
£5,001 - £10,000	-	1
£10,001 - £15,000	1	-
£15,001 - £20,000	-	1
£20,001 - £25,000	1	-

SENOPLAST (UK) LIMITEDNOTES TO THE ACCOUNTSFOR THE YEAR ENDED 31st MARCH 1991

(continued)

6. Tax on (loss)/profit on ordinary activities

	1991 £	1990 £
U.K. corporation tax at 34% (1990: 35%) less small companies marginal relief) on the results of the year	42,103	50,818
Release to deferred tax	(650)	(750)
Adjustment for previous year	-	436
	<u>41,453</u>	<u>50,504</u>

7. Tangible fixed assets

	Improvements to leasehold property £	Motor vehicles £	Fixtures and fittings £	Total £
Cost				
At 1st April 1990	46,850	28,872	126,474	202,196
Additions	140,082	18,139	28,760	186,981
Disposals	-	(6,807)	-	(6,807)
At 31st March 1991	<u>186,932</u>	<u>40,204</u>	<u>155,234</u>	<u>382,370</u>
Depreciation				
At 1st April 1990	4,685	7,218	42,105	54,008
Charge for the year	18,693	10,051	31,047	59,791
Disposals	-	(1,702)	-	(1,702)
At 31st March 1991	<u>23,378</u>	<u>15,567</u>	<u>73,152</u>	<u>112,097</u>
Net book value				
At 31st March 1991	<u>163,554</u>	<u>24,637</u>	<u>82,082</u>	<u>270,273</u>
At 31st March 1990	<u>42,165</u>	<u>21,654</u>	<u>84,369</u>	<u>148,188</u>

SENOPLAST (UK) LIMITEDNOTES TO THE ACCOUNTSFOR THE YEAR ENDED 31st MARCH 1991

(continued)

8. Debtors: amounts falling due within one year

	1991 £	1990 £
Trade debtors	123,756	78,048
Corporation taxation overpaid	35	35
Other debtors	74,440	140,315
Prepayments and accrued income	9,496	12,715
	<u>207,727</u>	<u>231,113</u>

9. Creditors: amounts falling due within one year

	1991 £	1990 £
Bank overdraft	154,428	-
Trade creditors	41,966	36,056
Corporation taxation	82,146	110,518
Other taxation and social security	5,086	4,316
Accruals	7,215	22,827
	<u>290,841</u>	<u>173,717</u>

10. Provisions for liabilities and charges

	1991 £	1990 £
Deferred taxation		
Balance at 1st April 1990	650	1,400
Release to profit and loss	(650)	(750)
Balance at 31st March 1991	<u>-</u>	<u>650</u>

Deferred tax comprises full provision for accelerated capital allowances.

11. Called up share capital

	1991 £	1990 £
Authorised, allotted, called up and fully paid: 30,000 ordinary shares of £1 each	<u>30,000</u>	<u>30,000</u>

SENOPLAST (UK) LIMITEDNOTES TO THE ACCOUNTSFOR THE YEAR ENDED 31st MARCH 1991

(continued)

12. **Movement on reserves**

	1991 £	1990 £
Profit and loss account:		
Balance at 1st April 1990	210,586	124,251
Retained (loss)/profit for the year	(48,920)	86,335
Balance as at 31st March 1991	<u>161,666</u>	<u>210,586</u>

13. **Directors' interests in contracts**

A substantial part of the company's income is received from Senoplast Klepsch & Co., an Austrian firm of which W. Klepsch, a director of the company, is a partner.

14. **Capital commitments**

There were no capital commitments of the company at 31st March 1991 (31st March 1990: £Nil).

15. **Financial commitments**

The company has annual commitments under operating leases at 31st March 1991 which expire as follows:

	1991 £	1990 £
Within one year	12,848	12,307
Between two and five years	<u>9,075</u>	<u>2,051</u>

16. **Pension costs**

The company operates a defined contribution scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge of £22,352 (1990: £16,116) represents contributions payable by the company to the fund.