REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009



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# COMPANY INFORMATION FOR THE YEAR ENDED 30 SEPTEMBER 2009

DIRECTORS:

J Broome - Chairman

D J Broome

**COMPANY SECRETARY:** 

P Barrington

HEADQUARTERS AND REGISTERED OFFICE:

Avon House Buntsford Hill Bromsgrove Worcestershire B60 3AR 0333 240 0428

www adroitgroup co uk

REGISTERED NUMBER:

00527081 (England and Wales)

**AUDITORS:** 

Crombies Accountants Limited

Wolverhampton

WV1 4DG

**BANKERS:** 

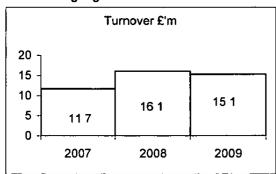
Barclays Bank Plc

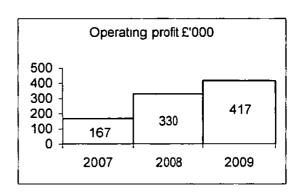
Birmingham BX3 2BB

## MANAGING DIRECTORS REVIEW OF THE YEAR FOR THE YEAR ENDED 30 SEPTEMBER 2009

I am delighted to report that the Group's results for the year ended 30 September 2009 show an operating profit of £417,000 a 26% increase over the previous years operating profit of £330,000 and achieved a slightly decreased turnover of £15.1 million. Both trading activities, construction services and modular buildings produced improved performances. The outcome for the year is even more pleasing as it is after incurring additional costs of around £150,000 as a result of the move to new offices at Avon House, Bromsgrove at the end of last year.

### Financial Highlights





#### **Construction Services**

Adroit Construction Services plc ("ACS") has continued with growth and performance improvements during the year with increased turnover of 19% at £9.6 million and with operating profit up 38% to £152,000. A continued sense of focus is apparent with confidence in the organisation continuing to grow

Positive cash flow has been maintained throughout the year ensuring that the organisation has been self financing. With the movement into new markets and with new clients, cash flow needs to be examined at all stages with the anticipation of maintaining a positive assessment on all ventures.

ACS has continued to build on, and benefit from, its specialist capability in the area of multi-disciplined contracting which it is able to perform in conjunction with the more specialist skills of Process Engineering ACS continues to diversify into new markets and now has four principle areas of activity —

Water & Waste Water Power & Substations Infrastructure & Rail Renewable Energy

The water sector is the dominant industry and services include virtually all aspects of waste and potable water installations focusing on a contract range from small works at £25,000 up to contracts in excess of £1 million. A new market sector and company culture has to be developed as we no longer have the benefit of security of work from key AMP Clients. We are encouraged with the reputation built up in this sector and the interest generated by major contractors who see ACS as being key to their success as part of their supply chain. We also perceive the Power and Substations sector growing during the next reporting period with interest from a new Client base as we promote the company's capability more widely

A key focus for the next reporting period is to promote the company's skill base more widely. New clients are surprised and interested at the capability of ACS who are able to provide a multi-disciplined construction service consisting of civil, mechanical and electrical teams and with added value through the process design and commissioning teams. We are able to provide a seamless package from conception to hand-over of a working facility.

With headquarters in Bromsgrove, Worcestershire the skills and flexibility that flow from the directly employed workforce is much valued by our clients. Growth will be assisted by geographical reach and the new client base. The London satellite office has now satisfied the investment by generating contract work in the area and further office locations have since been established in Manchester and Glasgow.

A strong order book should deliver a significant increase in turnover in the coming year with overall prospects for the business being very encouraging despite the general economic conditions. Marketing and business development is now key to further growth and success with this is being addressed at senior levels. As a result of this initiative, recruitment is constantly being reviewed, to meet the demands of our ever expanding workload client base.

The company has a commitment to streamline and improve our IT systems to enable better communications and efficiency throughout the company and on our sites

## MANAGING DIRECTORS REVIEW OF THE YEAR FOR THE YEAR ENDED 30 SEPTEMBER 2009

#### **Construction Services - continued**

Health, safety, environmental and quality systems are paramount to the success of ACS with clients looking for this level of commitment from their supply chain. ACS operates a comprehensive Integrated Management System and has now achieved ISO 18001, Occupational Health and Safety accreditation supplementing its previous accreditations of ISO 9001 and ISO 14001.

#### Modular Buildings - UK

Adroit Modular Buildings plc ("AMB") suffered a reduction in turnover from £6 0 million to £3 5 million in the year, partly due to the delay in a couple of large manufacturing contracts. Despite this reduction AMB was able to turn in a small operating profit compared to the large losses incurred in the previous year. A very commendable result

AMB has two separate lines of business – the hire of modular buildings, with a fleet of around 400 and growing, and also with the sale of modular buildings manufactured at its own manufacturing facility in Worcester Manufacturing can be carried out to the bespoke needs of customers helping differentiate AMB from other manufacturers in the market place

Following a difficult period for AMB, operational changes were made including new management. The fruits of these changes are just starting to bear results and the prospects for the future are encouraging. In a slight change of focus a number of large individual contracts are expected to be won for the manufacture of new modular buildings for hire contracts. This has prompted a capital expenditure program to enhance the efficiency of the factory facilities and increase the number of production lines from two to three demonstrating the Group's commitment to AMB's forty year involvement in the modular building industry. In addition further investment will be made to increase the size of the general hire fleet over the next few years.

### Modular Buildings - France

Logimobile SARL operates in Northern France, south west of Rouen, and concentrates predominantly on the hire of modular buildings but unlike the UK has no manufacturing facilities

Turnover for the year was £1.7 million, the same level as the previous year. Operating profit of £229,000 was substantially down but still represented an excellent operating margin of 13%. Northern France has been particularly affected by the wider economic downturn and as such is reflected in the outcome for the year.

Conditions remain extremely challenging although the skills of the small management team are expected to deliver continued enviable returns. Consideration is being given as to whether the timing would be right to expand through some geographical spread into North eastern France, around the ports region.

#### **Estates**

Adroit Estates continues to enjoy almost maximum occupancy at its two West Midland investment properties — a commercial site containing a number of industrial units in Rowley Regis, and Centre Court, a prestigious courtyard office development which attracts many professional organisations from solicitors to accountants. The properties, which are valued at approximately £2.2 million continue to produce a satisfactory rental yield

#### Finance

The Group continues to be built on very firm and strong financial foundations, a reflection of its ongoing prudent and conservative approach to business

Net assets at 30 September 2009 were £7 4 million which included no net borrowing. In general the Group is cash generative and in a cash positive position for much of the year. However the expansion of activity at AMB and in particular its increase in the manufacture of buildings for hire has resulted in some additional borrowing. This is currently in the process of being transferred into separate asset finance facilities.

#### People

I would like to take this opportunity of thanking everyone within the Adroit group for all of their hard work, dedication and professionalism throughout the year

#### Outlook

Despite the challenging economic times, prospects for the Group are encouraging. Order books are buoyant from existing clients together with considerable interest being shown from several well known companies as potential customers. With these prospects and with settled strong management teams, the further development of the "Adribit" brand, together with the Group's financial robustness, the future can be viewed with cautious optimism.

DJ Broome

Managing Director 26 February 2010

## REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 SEPTEMBER 2009

The directors present their report with the financial statements of the group for the year ended 30 September 2009

### PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activities of the group in the year under review were those of civil engineering and public works contractors, the design engineering installation and monitoring of process systems, the manufacture hire and sale of portable modular offices and estate management

A review of the Group's businesses, financial performance and future developments is contained in the Managing Director's Review

#### **DIVIDENDS**

No interim dividend was paid in the year. The directors recommend a final dividend of 3p per share. The total distributions of dividends for the year ended 30 September 2009 will be £29,000.

### **DIRECTORS**

The directors shown below have held office during the whole of the period from 1 October 2008 to the date of this report

J Broome - Chairman D J Broome

The beneficial interests of the directors holding office on 30 September 2009 in the issued share capital of the company were as follows

	30 9 09	1 10 08
Ordinary £1 shares	<u>Number</u>	<u>Number</u>
J Broome - Chairman	247,554	247,554
D J Broome	206,316	206,316

J Broome and D J Broome have an interest in a further 371,250 shares, as Trustees of Mr J Broome's 1998 Discretionary Settlement

## REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 SEPTEMBER 2009

#### **GROUP'S POLICY ON PAYMENT OF CREDITORS**

Individual operating companies within the group are responsible for establishing appropriate policies with regard to the payment of their suppliers. The companies agree terms and conditions under which business transactions with suppliers are conducted. It is group policy that, provided a supplier is complying with the relevant terms and conditions, including a prompt and complete submission of all specified documentation, payment will be made in accordance with agreed terms.

The effect of the group's payment policy is that its creditors at the year end represent some 54 days purchases

### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and the company and of the profit or loss of the group for that period. In preparing these 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 adequate accounting records that are sufficient to show and explain the group's transactions and disclose with reasonable accuracy at any time the financial position of the group and the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website

#### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

#### **AUDITORS**

The auditors, Crombies Accountants Limited, will be proposed for re-appointment at the forthcoming general meeting

ON BEHALF OF THE BOARD:

P Barrington - Secretary

26 February 2010

# REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF ADROIT GROUP LIMITED AND ITS SUBSIDIARY COMPANIES

We have audited the group and parent company financial statements of Adroit Group Limited for the year ended 30 September 2009 on pages seven to twenty six. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Sections 495 and 496 of the Companies Act 2006. 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 a Report of the Auditors 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 explained more fully in the Statement of Directors' Responsibilities set out on page five, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the group's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

### Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of affairs of the group and the company as at 30 September 2009 and of the profit of the group for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Principles, and
- have been prepared in accordance with the requirements of the Companies Act 2006

#### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements

#### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

P G Taylor-PCA (Senior Statutory Auditor)

For and on behalf of Crombies Accountants Limited

34 Waterloo Road Wolverhampton

WV1 4DG

1 March 2010

### Note

The maintenance and integrity of the company's web site is the responsibility of the directors, the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the web site

### GROUP PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2009

		2009	2008
	Notes	£'000	£,000
TURNOVER	2	15,157	16,062
Cost of sales		(9,039)	(11,491)
GROSS PROFIT		6,118	4,571
Administrative expenses		<u>(5,701</u> )	(4,241)
OPERATING PROFIT	3 + 4	417	330
Interest receivable and similar income	5	9	27
		426	357
Interest payable and similar charges	6	(1)	<u>(6</u> )
PROFIT ON ORDINARY ACT	<b>IVITIES</b>	425	351
Tax on profit on ordinary activities	7	34	(101)
PROFIT FOR THE FINANCIA AFTER TAXATION	AL YEAR	<u>459</u>	250

### **CONTINUING OPERATIONS**

None of the group's activities were acquired or discontinued during the current year or previous year

# GROUP STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 30 SEPTEMBER 2009

	2009	2008
	£,000	£,000
PROFIT FOR THE FINANCIAL YEAR	459	250
Currency translation differences on foreign currency net investments	309	223
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	768	473

### NOTE OF HISTORICAL COST PROFITS AND LOSSES FOR THE YEAR ENDED 30 SEPTEMBER 2009

	2009	2008
	£'000	£'000
REPORTED PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION Difference between historical cost depreciation and the actual depreciation charge of the year	425	351
calculated on the revalued amount (excluding investment properties)	6	6
HISTORICAL COST PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	<u>431</u>	<u>357</u>
HISTORICAL COST PROFIT FOR THE YEAR RETAINED AFTER TAXATION	528	241

# GROUP BALANCE SHEET 30 SEPTEMBER 2009

		2009	<u> </u>	200	)8
	Notes	£'000	£'000	£,000	£,000
FIXED ASSETS: Tangible assets	9		6,286		5,515
CURRENT ASSETS:					
Stocks	12	1,501		214	
Debtors	13	4,793		4,053	
Cash at bank and in hand		319		<u>1,168</u>	
		6,613		5,435	
CREDITORS: Amounts falling					
due within one year	14	<u>(5,521</u> )		<u>(4,335</u> )	
NET CURRENT ASSETS:			1,092		1,100
TOTAL ASSETS LESS CURRENT LIABILITIES:			7,378		6,615
CAPITAL AND RESERVES:					
Called up share capital	18		975		975
Revaluation reserve	19		756		732
Capital redemption reserve	19		453		453
Profit and loss account	19		5,194		4,455
SHAREHOLDERS' FUNDS	22		7,378		6,615

The financial statements were approved by the Board of Directors on 26 February 2010 and were signed on its behalf by

D J Broome - Director

# GROUP CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2009

		2009	2008
	Notes	£'000	£'000
Net cash inflow from operating activities	1	354	1,700
Returns on investments and servicing of finance	2	8	21
Taxation		(213)	(99)
Capital expenditure	2	(1,302)	(993)
Equity dividends paid		<u>(29)</u> (1,182)	<u>(15)</u> 611
Translation differences	2	34	64
(Decrease)/Increase in cash in	the period	(1,148)	675
Reconciliation of net cash flow to movement in net funds	3		
(Decrease)/Increase in cash in the	e period	(1,148)	<u>675</u>
Change in net funds resulting from cash flows		_(1,148)	675
Movement in funds in the period Net funds/(debt) at 1 October 2		(1,148) 1,168	675 493
Net funds at 30 September 200	9	20	1,168

# NOTES TO THE GROUP CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2009

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

ACTIVITIES		
	2009 £'000	2008 £'000
Operating profit Depreciation charges Profit on disposal of fixed assets (Increase) in stocks (Increase) in debtors Increase in creditors	417 964 (134) (1287) (530) 924	330 828 (178) (72) (1,467) 2,256
Net cash inflow from operating activities	354	1,697
ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH	H FLOW STATE	MENT
	£'000	2008 £'000
Returns on investments and servicing of finance Interest received Interest paid	9 (1)	27 (6)
Net cash inflow for returns on investments and servicing of finance	8	21
Capital expenditure Purchase of tangible fixed assets Sale of tangible fixed assets	(1,505) 203	(1,273) 
Net cash outflow for capital expenditure	(1,302)	(993)

64

34

2

Translation differences

# NOTES TO THE GROUP CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2009

### 3 ANALYSIS OF CHANGES IN NET FUNDS

ANALIGIO DI GITANGLO IN NEL TONDO	At 1 10 08 £'000	Cash flow £'000	At 30 9 09 £'000
Net cash Cash at bank and in hand Bank overdraft	1,168	(849) (299)	319 (299)
	<u>1,168</u>	(1,148)	20
Total	1,168	(1,148)	20

### **ADROIT GROUP LIMITED**

# COMPANY BALANCE SHEET 30 SEPTEMBER 2009

		2009		2008	3
EWED 4005T0	Notes	£,000	£'000	£'000	£,000
FIXED ASSETS: Tangible assets Investments	10 11		2,780 178		2,793 178
			2,958		2,971
CURRENT ASSETS: Debtors Cash at bank	13	857 114		307 648	
		971		955	
CREDITORS. Amounts falling due within one year	14	(341)		(678)	
NET CURRENT ASSETS:			630		277
TOTAL ASSETS LESS CURRENT LIABILITIES:			3,588		3,248
PROVISIONS FOR LIABILITIES	17				
NET ASSETS			3,588		3,248
CAPITAL AND RESERVES					
Called up share capital	18		975		975
Revaluation reserve	19		756		732
Capital redemption reserve	19		453		453
Profit and loss account	19		1,404		1,088
SHAREHOLDERS' FUNDS	22		3,588		3,248

The financial statements were approved by the Board of Directors on 26 February 2010 and were signed on its behalf by

D J Broome - Director

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

### ACCOUNTING POLICIES

1

#### Basis of consolidation

The group financial statements consolidate the accounts of Adroit Group Limited and its subsidiaries made up to 30th September 2009

The financial statements of the overseas subsidiary do not conform with the group's accounting policies because of legislation and accounting practices of the country concerned. Appropriate adjustments have been made on consolidation in order to present the group financial statements on a uniform basis.

Goodwill arising on consolidation, which represents the fair value of the net tangible assets acquired, has been written off against reserves

In the company's own financial statements, investment in subsidiaries is stated at cost

No profit and loss account is presented for Adroit Group Limited as provided by section 408 of the Companies Act 2006

### Accounting convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets and are in accordance with applicable accounting standards

#### Turnover

Turnover represents, with the exception of civil engineering contracts and long term work in progress, the invoiced value of goods and services, excluding value added tax and sales between group companies. Civil engineering contracts and long term work in progress are included in turnover at the sales value of work certified up to the balance sheet date.

### Income from operating leases

Assets held for use in operating leases are included in tangible fixed assets at cost and are depreciated on a straight line basis over their useful economic lives

Income from operating leases is included in turnover and is recognised in the profit and loss account on a straight line basis over the period of each lease. The initial direct costs incurred in negotiating and arranging operating leases are charged to the profit and loss account in the period in which they are incurred.

### Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Freehold property - 2% on cost

Short leasehold properties - 2% - 15% on cost or valuation

Plant and machinery - 25% on cost

Portable buildings and ancillary - 15% - 50% on cost

equipment

Motor vehicles - 25% - 33% on cost Computers and office equipment - 20% - 25% on cost

In accordance with SSAP 19

- i) Investment properties are revalued annually and the aggregate surplus or deficit is transferred to a revaluation reserve. Valuations are made by the directors with the assistance of independent professional advice as required.
- II) No depreciation or amortisation is provided in respect of freehold investment properties

The Companies Act 2006 requires tangible fixed assets to be depreciated systematically over their estimated useful economic lives. However, investment properties are held for investment rather than consumption, the directors therefore consider that depreciation on a systematic basis would not be appropriate in this case and that the accounting policy adopted is necessary for the accounts to give a true and fair view.

If this departure had not been made the profit for the financial year would have been reduced by depreciation on revalued investment properties of £nil (2008 £48,000) and this charge would have been reduced by £39,000 (2008 £9,000) if the historical cost accounting rules had been used

#### Stocks

Stock and work in progress are valued at the lower of cost and net realisable value

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

### 1 ACCOUNTING POLICIES - continued

#### **Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

#### **Pensions**

The group operates defined contribution pension schemes. Contributions payable for the year are charged in the profit and loss account

### Civil engineering contracts and long term work in progress

Amounts recoverable on contracts, which are included in debtors, represent the sales value of work certified not invoiced at the balance sheet date, less any necessary provisions for remedial or guarantee work. Contract provisions on individual contracts which are in excess of the amounts recoverable on contracts are shown as provisions for liabilities and charges. A prudent estimate of the profit attributable to work certified is recognised when the outcome of the contract can be reasonably foreseen.

### Foreign currencies

In the financial statements of individual companies, assets and liabilities in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. For the purpose of consolidation, the assets, liabilities and results of the overseas subsidiary company are translated into sterling at the year end rate. Exchange differences arising from the retranslation of the opening net investment in the overseas subsidiary are taken to reserves and reported in the statement of total recognised gains and losses. All other exchange differences are taken to the profit and loss account in the year in which they arise

### Operating leases

Costs in respect of operating leases are charged on a straight line basis over the lease term

#### 2 SEGMENTAL ANALYSIS

Analysis of turnover and operating Profit/(Loss) before interest and taxation is as follows					
a) By class of business	2	2009		2008	
	<u>Turnover</u>	Profit(Loss)	<u>Turnover</u>	Profit(Loss)	
	£,000	£,000	£'000	£,000	
Estate management	395	243	302	252	
Central management	-	(233)	-	(148)	
Civil engineering	9,580	152	8,063	107	
Portable buildings – UK (see note iii)	3,486	26	5,979	(273)	
- France (see note ıı	ı)1,69 <u>6</u>	229	1,718	<u> 392</u>	
	15,157	417	16,062	330	
b) Turnover by geographical destination	n				
o, remove of goograpmen document			2009	2008	
			£'000	£'000	
United Kingdom			13,461	14,344	
Europe (EC) – originating in France			1,696	1,718	
Zaropo (Zo) originating in Figure			15,157	16,062	
			10,107		
ii) The net assets of the group analyse	ed by class of b	usiness are as follows			
•	•		2009	2008	
			£'000	£'000	
Estate management and central management	ement		3,410	3,070	
Civil engineering			<sup>.</sup> 711	443	
Portable buildings - UK			570	544	
- France			2,687	2,558	
			7,378	6,615	

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

2	SEGMENTAL ANALYSIS continued III) An analysis of turnover for the portable buildings division is		
	Sales Rentals receivable under operating leases	2009 £'000 2,809 2,373	2008 £'000 5,463 2,234
		5,182	7,697
3	STAFF COSTS	2009	2008
	Wages and salaries Social security costs Other pension costs	£'000 5,216 543 173	£'000 4,459 463 167
		5,932	5,089
	The average monthly number of employees during the year was as follows	2009	2008
	Production and sales Office and management	107 69	95 69
		176	164
4	OPERATING PROFIT The operating profit is stated after charging/(crediting)		
	Hire of plant and machinery Capitalisation of self built portable buildings Depreciation - owned assets Profit on disposal of fixed assets Auditors' remuneration Auditors' remuneration non-audit work Foreign exchange differences Operating lease rentals - land and buildings Operating lease rentals - plant and machinery	2009 £'000 508 (1,117) 964 (132) 45 1 (3) 103 31	2008 £'000 504 - 827 (178) 41 2 - 86 
		2009 £	2008 £
	Directors' emoluments Directors' pension contributions to money purchase schemes	88,006 10,640	85,783 9,174
	The number of directors to whom retirement benefits were accruing was as Money purchase schemes	follows	1
5	INTEREST RECEIVABLE AND SIMILAR INCOME	2000	2000
	Bank interest receivable	2009 £'000 9	2008 £'000 27

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

6	INTEREST PAYABLE AND SIMILAR CHARGES	2009	2008
	Bank interest	£'000 1	£'000 6
7	TAXATION		
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows	2009 £'000	2008 £'000
	Current tax	8	-
	Overseas taxation	84	144
	Origination and reversal of timing differences	(126)	<u>(43</u> )
	Tax on profit on ordinary activities	<u>(34</u> )	<u>101</u>
	Factors affecting the tax charge The tax assessed for the year is different to the standard rate of corpor difference is explained below	ration tax in th	e UK The
	Profit on ordinary activities before tax	2009 £'000 425	2008 £'000 350
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2008 - 29%) Effects of	119	101
	Depreciation for the year in excess of capital allowances Expenses not deductible for tax purposes Higher rates on overseas earnings Effect of marginal relief Losses available for future relief Utilisation of losses brought forward	12 6 15 (3) - (57)	54 3 18 - 19 (51)
	Current tax charge	92	144
8.	DIVIDENDS	2009	2008
		£'000	£'000
	Ordinary shares of £1 each Final dividend paid	29	15

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

9

TANGIBLE FIXED ASSETS Group	Freehold investment properties	Freehold property	Short leasehold properties	Plant and machinery
_	£'000	£'000	£'000	£'000
COST OR VALUATION. At 1 October 2008 Exchange differences	2,228	237 37	763	276 3
Revaluation Additions	72	-	(332)	92
Disposals			-	
At 30 September 2009	2,300	274	431	371
DEPRECIATION:				4.
At 1 October 2008	-	59	277	184
Exchange differences Revaluation adjustment	_	10	(284)	2
Charge for year	_	5	28	57
Eliminated on disposals	-			
At 30 September 2009	<u> </u>	74	21	243
NET BOOK VALUE:				
At 30 September 2009	2,300	200	410	128
At 30 September 2008	2,228	178	486	92
	Portable			
	buildings and	Motor	Computers and	
	_	Motor vehicles		Totals
COST OF VALUATION:	and ancillary		and office	Totals £'000
COST OR VALUATION: At 1 October 2008	and ancillary equipment	vehicles £'000	and office equipment	£'000
At 1 October 2008	and ancillary equipment	vehicles	and office equipment	£'000 12,654 751
At 1 October 2008 Exchange differences Revaluation	and ancillary equipment £'000 8,219 690	vehicles £'000 582 12	and office equipment £'000	£'000 12,654 751 (260)
At 1 October 2008 Exchange differences Revaluation Additions	and ancillary equipment £'000 8,219 690 - 1,159	vehicles £'000 582 12 - 252	and office equipment £'000	£'000 12,654 751 (260) 1,505
At 1 October 2008 Exchange differences Revaluation	and ancillary equipment £'000 8,219 690	vehicles £'000 582 12	and office equipment £'000	£'000 12,654 751 (260)
At 1 October 2008 Exchange differences Revaluation Additions	and ancillary equipment £'000 8,219 690 - 1,159	vehicles £'000 582 12 - 252	and office equipment £'000	£'000 12,654 751 (260) 1,505
At 1 October 2008 Exchange differences Revaluation Additions Disposals  At 30 September 2009	and ancillary equipment £'000 8,219 690 1,159 (662)	vehicles £'000 582 12 - 252 (77)	and office equipment £'000 349 9 - 2 (4)	£'000 12,654 751 (260) 1,505 (743)
At 1 October 2008 Exchange differences Revaluation Additions Disposals	and ancillary equipment  £'000  8,219 690  1,159 (662)  9,406	vehicles £'000 582 12 - 252 (77) 769	and office equipment £'000 349 9 - 2 (4)	£'000 12,654 751 (260) 1,505 (743)
At 1 October 2008 Exchange differences Revaluation Additions Disposals  At 30 September 2009  DEPRECIATION: At 1 October 2008 Exchange differences	and ancillary equipment £'000 8,219 690 1,159 (662)	vehicles £'000 582 12 - 252 (77)	and office equipment £'000  349 9 - 2 (4)	£'000 12,654 751 (260) 1,505 (743) 13,907
At 1 October 2008 Exchange differences Revaluation Additions Disposals  At 30 September 2009  DEPRECIATION: At 1 October 2008 Exchange differences Revaluation adjustment	and ancillary equipment  £'000  8,219 690 1,159 (662) 9,406	vehicles £'000 582 12 252 (77) 769	and office equipment £'000  349 9 - 2 (4)  356	£'000 12,654 751 (260) 1,505 (743) 13,907 7,139 476 (284)
At 1 October 2008 Exchange differences Revaluation Additions Disposals  At 30 September 2009  DEPRECIATION: At 1 October 2008 Exchange differences Revaluation adjustment Charge for year	and ancillary equipment  £'000  8,219 690	vehicles £'000 582 12 252 (77) 769 239 6 - 194	and office equipment £'000  349 9 - 2 (4) 356	£'000 12,654 751 (260) 1,505 (743) 13,907 7,139 476 (284) 964
At 1 October 2008 Exchange differences Revaluation Additions Disposals  At 30 September 2009  DEPRECIATION: At 1 October 2008 Exchange differences Revaluation adjustment Charge for year Eliminated on disposals	and ancillary equipment  £'000  8,219 690	vehicles £'000  582 12 - 252 (77)  769  239 6 - 194 (64)	and office equipment £'000  349 9 - 2 (4) 356	£'000 12,654 751 (260) 1,505 (743) 13,907  7,139 476 (284) 964 (674)
At 1 October 2008 Exchange differences Revaluation Additions Disposals  At 30 September 2009  DEPRECIATION: At 1 October 2008 Exchange differences Revaluation adjustment Charge for year	and ancillary equipment  £'000  8,219 690	vehicles £'000 582 12 252 (77) 769 239 6 - 194	and office equipment £'000  349 9 - 2 (4) 356	£'000 12,654 751 (260) 1,505 (743) 13,907 7,139 476 (284) 964
At 1 October 2008 Exchange differences Revaluation Additions Disposals  At 30 September 2009  DEPRECIATION: At 1 October 2008 Exchange differences Revaluation adjustment Charge for year Eliminated on disposals  At 30 September 2009  NET BOOK VALUE:	and ancillary equipment  £'000  8,219 690  1,159 (662)  9,406  6,182 450 632 (605) 6,659	vehicles £'000  582 12 - 252 (77)  769  239 6 - 194 (64)  375	and office equipment £'000  349 9 2 (4) 356  198 8 48 (5) 249	£'000  12,654 751 (260) 1,505 (743)  13,907  7,139 476 (284) 964 (674)  7,621
At 1 October 2008 Exchange differences Revaluation Additions Disposals  At 30 September 2009  DEPRECIATION: At 1 October 2008 Exchange differences Revaluation adjustment Charge for year Eliminated on disposals  At 30 September 2009	and ancillary equipment  £'000  8,219 690	vehicles £'000  582 12 - 252 (77)  769  239 6 - 194 (64)	and office equipment £'000  349 9 - 2 (4) 356	£'000 12,654 751 (260) 1,505 (743) 13,907  7,139 476 (284) 964 (674)

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

### 9 TANGIBLE FIXED ASSETS - continued

Cost or valuation at 30 September 2009 is represented by

	Freehold investment properties	Freehold property	Short leasehold properties	Plant and machinery
Cost Valuation in 2009	£'000 - 2,300	£'000 274	£'000 31 400	£'000 371
	2,300	274	431	371
	Portable buildings and ancillary equipment	Motor vehicles	Computers and office equipment	Totals
	£'000	£'000	£'000	£'000
Cost Valuation in 2009	9,406	769 -	356 - 	11,207 2,700
	9,406	<u>769</u>	356	13,907

Details of the valuation of properties, which all relate to the company, are given in note 10

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

# 10 TANGIBLE FIXED ASSETS Company

Company	Freehold investment properties	Short leasehold properties	Plant and machinery
COST OR VALUATION.	£,000	£'000	£'000
COST OR VALUATION: At 1 October 2008 Revaluations	2,228 72	732 (332)	<del></del>
At 30 September 2009	2,300	400	7
DEPRECIATION: At 1 October 2008 Charge for year Revaluation adjustments	- - 	260 24 (284)	6 - 
At 30 September 2009		<del></del>	6
NET BOOK VALUE: At 30 September 2009	2,300	400	1
At 30 September 2008	<u>2,228</u>	472	1
		Computers and	
	Motor vehicles		Totals
COST OR VALUATION.		and office	Totals £'000
COST OR VALUATION: At 1 October 2008 Additions Revaluations	<u>vehicles</u>	and office equipment	
At 1 October 2008 Additions	<u>vehicles</u> £'000	and office equipment £'000	£'000 3,161 40
At 1 October 2008 Additions Revaluations	vehicles £'000 77 40	and office equipment £'000 117	£'000 3,161 40 (260)
At 1 October 2008 Additions Revaluations  At 30 September 2009  DEPRECIATION: At 1 October 2008 Charge for year	vehicles £'000 77 40 117	and office equipment  £'000  117  117	£'000 3,161 40 (260) 2,941 368 77
At 1 October 2008 Additions Revaluations  At 30 September 2009  DEPRECIATION: At 1 October 2008 Charge for year Revaluation adjustments	vehicles £'000 77 40 ——————————————————————————————	and office equipment  £'000  117	£'000 3,161 40 (260) 2,941  368 77 (284)

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

### 10 TANGIBLE FIXED ASSETS - continued

Cost or valuation at 30 September 2009 is represented by

	Freehold investment _properties	Short leasehold properties	Plant and machinery
Cost	£'000	£'000	£'000 7
Valuation in 2009	2,300	400	
	2,300	400	7
	Motor vehicles	Computers and office equipment	Totals
Cost Valuation in 2009	£'000 117	£'000 117	£'000 241 2,700
	117	117	2,941

If properties had not been revalued they would have been included at the following historical cost

	2009		200	08
	Freehold	Short	Freehold	Short
	Investment	Leasehold	Investment	Leasehold
	<u>Properties</u>	Properties	Properties_	Properties
	£'000	£,000	£'000	£,000
	4.070	454	4.070	45.4
Cost	1,879	454	1,879	454
Aggregate depreciation	516	272	477	254
	1,363	182	1,402	200

Depreciation has not been charged on freehold land which is included at a cost of £141,000

The Directors, having taken independent professional advice, have valued the company's freehold investment properties at £2 3 million as at 30 September 2009. The valuation was made on the basis of open market value for existing use

The Directors, having taken independent professional advice, have valued the company's leasehold land and buildings at £400,000 as at 30 September 2009. The valuation was made on the basis of open market value for existing use

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

#### 11 FIXED ASSET INVESTMENTS

The company's investments at the balance sheet date comprise of shares in group undertakings and includes the following unlisted companies

### **Adroit Construction Services plc**

Nature of business Civil engineering and public works contractors

%

Class of shares

holding

Ordinary

100 00

### Adroit Modular Buildings plc

Nature of business Manufacture hire and sale of portable modular buildings

%

Class of shares

holding

Ordinary

100 00

### Logimoble S.A.R.L.

Country of incorporation France

Nature of business Hire and sale of portable buildings

%

Class of shares

holding

Ordinary

100 00

Shares held by Adroit Modular Buildings plc

Other dormant group undertakings have been excluded from the above list

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

### 12 STOCKS Group only

	2009	2008
	£'000	£'000
Raw materials	66	75
Work in progress	1,027	139
Finished goods	408	
	<u>1,501</u>	214

# 13 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2009	2008	2009	2008
	£'000	£'000	£'000	£,000
Trade debtors	2,828	2,279	70	105
Other debtors	487	130	105	80
Prepayments and accrued income	143	119	-	-
Taxation	84	-	-	-
Deferred tax asset	126	-	-	-
Amounts recoverable on contracts	1,125	1,525	-	-
Amounts due from group companies			682	122
	4,793	4,053	857	307

# 14 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Co	mpany
	2009	2008	2009	2008
	£,000	£,000	£'000	£'000
Bank loans and overdrafts (see note 15)	299	-	-	_
Trade creditors	4,352	3,324	53	47
Social security and other taxes	556	598	92	72
Taxation	8	45	8	-
Accruals and deferred income	306	368	28	38
Amounts due to group companies		<del>-</del>	160	521
	5,521	4,335	341	678

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

### 15 LOANS AND OVERDRAFTS

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

	Group		Company	
	2009 £'000	2008 £'000	2009 £'000	2008 £'000
Amounts falling due within one year or on der		£ 000	2 000	£ 000
Bank overdrafts	299	<del>-</del>	<u> </u>	

### 16 **SECURED DEBTS**

The following secured debts are included within creditors

	Group		Company	
	2009	2008	2009	2008
	£'000	£'000	£,000	£'000
Bank overdrafts	299	-	<del>-</del>	<del>-</del>

The bank overdrafts are secured by debentures and charges over the assets of the group and by cross guarantees and debentures amongst group companies

### 17 PROVISIONS FOR LIABILITIES

	Group		Company	
	2009 £'000	2008 £'000	2009 £'000	2008 £'000
Deferred tax	-	-	-	-
Deferred tax movement	£'000	£'000	£'000	£'000
Balance at 1 October 2008	-	43	-	43
Increase (Decrease) in provision	<del></del>	(43)	<del></del>	(43)
Balance at 30 September 2009		-	<del></del>	
	2009	2008	2009	2008
Deferred tax provision	£'000	£'000	£'000	£'000
Accelerated capital allowances	_	58	-	58
Losses available for future relief		(58)	<del></del>	(58)
		<u> </u>	<u> </u>	-

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

In addition to the above the group has tax losses of £401,000 available indefinitely against future taxable trading profits. A deferred tax asset of £112,000 has not been recognised because recovery is not considered reasonably certain.

There is no potential liability for deferred taxation on the property revaluations

### 18 CALLED UP SHARE CAPITAL

	Allotted, issued and fully paid Number Class			Nominal	2009	2008
	975,120	Ordinary		value £1	£'000 <u>975</u>	£'000 <u>975</u>
19	RESERVES		<b>-</b> 0		•	
	The Group		Profit and loss	Revaluation	Capital redemption	
			account	reserve	reserve	Totals
			£,000	£'000	£'000	£'000
	At 1 October 2008		4,455	732	453	5,640
	Profit for the year Dividends		459	-	-	459
			(29)	-	-	(29)
	Currency translation difference					
	on foreign currency net investment		309	-	-	309
	Increase in the revaluation of properties in the year			24		24
	brobernes in a	ie yeai	<del>_</del>		<del></del>	
	At 30 September 2009		5,194	756	453	6,403
	The Compa	ınv				
	me compa	···y	Profit		Capital	
			and loss	Revaluation	redemption	
			account	reserve	reserve	Totals
			£,000	£'000	£'000	£,000
	At 1 October 2	2008	1,088	732	453	2,273
	Profit for the year Dividends Foreign exchange differences on loan from group company Increase in the revaluation of		421	-	-	421
			(29)	-	-	(29)
						/=c:
			(76)	-	-	(76)
	properties in the		<del>_</del>	24		24
	At 30 Septemb	per 2009	1,404	756	453	2,613

At 30 September 2009 the amount included in the revaluation reserve relating to investment properties amounted to £458,000 (2008 £386,000)

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

### 20 PENSION COMMITMENTS

The group operates defined contributions pension schemes. The assets of the schemes are held separately from those of the group in independently administered funds. The pension cost charge represents contributions payable by the group to the schemes and amounted to £173,000 (2008 £167,000).

### 21 OTHER FINANCIAL COMMITMENTS

Annual commitments at 30 September 2009 under operating leases are as follows

	Group		Company	
	2009 £'000	2008 £'000	2009 £'000	2008 £'000
Land and buildings expiring within three to five years	-	8	-	-
Expiring after five years	31	31	-	<u> </u>
Ground rent on short leasehold property Expiring after five years	39	39	39	39
Plant and machinery				
Expiring within one year	9	32	3	2
Expiring within one to two years	-	9	-	3
Expiring within two to five years				

### 22 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Group		Company	
	2009 £'000	2008 £'000	2009 £'000	2008 £'000
Profit/(Loss) for the financial year Dividends	459	250	421	106 (15)
Dividends	(29)	(15)	(29)	
Other recognised gains and losses	430	235	392	91
relating to the year (net) Increase in the valuation of properties	309	223	(76)	(46)
in the year			24	
Net addition to shareholders' funds	763	458	340	45
Opening shareholders' funds	6,615	6,157	3,248	3,203
Closing shareholders' funds	7,378	6,615	3,588	3,248
Equity interests	7,378	6,615	3,588	3,248