

WILKINSON SWORD LIMITED

ACCOUNTS - 31st MARCH 1975

COOPERS & LYBRAND

WILKINSON SWORD LIMITED

REPORT OF THE DIRECTORS

The directors present herewith their report and the audited accounts of the company for the year ended 31st March 1975.

Principal Activities

2. The principal activities of the company are the manufacture of razors, razor blades, garden tools and swords. As from 1st March 1975 the responsibility for the marketing of Scripto products in the United Kingdom was taken over by J. John Masters (Holdings) Limited, another of the Wilkinson Match Limited group companies.

Results

3. The results for the year are set out in the profit and loss account on page 4. The directors do not recommend the payment of a dividend for the year.

Turnover

4. Turnover in respect of the different classes of business for the year ended 31st March 1975 was as follows:-

	£'000
Razors and razor blades	14,984
Garden tools	2,995
Swords	219
Other	861
	<hr/>
	£19,059
	<hr/>

Exports

5. The value of goods exported from the United Kingdom during the year amounted to £9,698,128.

Political and Charitable Contributions

6. Charitable contributions made by the company during the year amounted to £1,700. No contributions were made to political organisations.

Movements in Fixed Assets

7. The movements in fixed assets during the year are set out in note 16 of the accounting policies and notes on accounts.

Directors

8. The directors of the company at 31st March 1975 all of whom were directors for the whole of the year ended on that date were:-

R.J. Randolph (President)
D. Randolph (Chairman)
H.B. Randolph
R. Griffiths (Deputy Chairman)
C. Lewinton (Managing Director)
D.R. Gatley
R.H. Bartlett
A.D. Shanagher
C.W.K. Saunders (Secretary)
H. Osberghaus
J.W. Latham
Dr. J. Spreadborough

In accordance with the Articles of Association Mr. H. Osberghaus, Mr. J.W. Latham, Mr. H.B. Randolph and Dr. J. Spreadborough retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

Directors' Interests in Shares

9. Mr. D. Randolph, Mr. C. Lewinton, Mr. C.W.K. Saunders and Mr. A.D. Shanagher are directors of the holding company, Wilkinson Match Limited, and their shareholdings in that company are not required to be disclosed in this report.

The interests of the other directors in the shares of Wilkinson Match Limited were as follows:-

	<u>At 31st March 1975</u>		<u>At 31st March 1974</u>	
	Ordinary Shares of £1 each	10% Convertible Loan Stock 1983/98	Ordinary Shares of £1 each	10% Convertible Loan Stock 1983/98
Beneficial interests:		£		£
H.B. Randolph	77,138	252,209	84,963	259,209
R.J. Randolph	297,272	-	364,772	242,406
R. Griffiths	17,524	2,000	17,524	2,000
D.R. Gatley	9,127	14,646	9,127	14,646
R.H. Bartlett	1,314	21,189	6,314	21,189
H. Osberghaus	479	1,396	479	11,259
J.W. Latham	93,006	-	92,006	-
Dr. J. Spreadborough	57	4,173	57	4,173
Other interests:				
H.B. Randolph	186,970	-	186,970	-
R.J. Randolph	274,773	308,415	229,773	308,415

Auditors

- 10 Coopers & Lybrand will continue in office in accordance with Section 159(2) of the Companies Act 1948.

BY ORDER OF THE BOARD

C.W.K. Saunders
Secretary.

Sword House,
Totteridge Road,
High Wycombe, Buckinghamshire.

WILKINSON SWORD LIMITED

REPORT OF THE AUDITORS TO THE MEMBERS

In our opinion the accounts set out on pages 4 to 13 give a true and fair view of the state of the company's affairs at 31st March 1975 and of the profit for the year ended on that date and comply with the Companies Acts 1948 and 1967.

COOPERS & LYBRAND

Chartered Accountants.

LONDON, 3rd June 1975

WILKINSON SWORD LIMITED

STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH 1975

	£	15 months ended 31st March 1974 £
TURNOVER (note 1)	£19,059,199	£20,047,911
LOSS (1974 - PROFIT) BEFORE TAXATION (note 8)	(28,580)	2,110,211
TAXATION (note 10)	131,812	(756,690)
PROFIT AFTER TAXATION RETAINED	£103,232	£1,353,521

STATEMENT OF REVENUE RESERVES

RETAINED PROFIT FOR YEAR	103,232	1,353,521
REVENUE RESERVES AT 1ST APRIL 1974	3,088,895	1,695,523
OVERPROVISION FOR RELOCATION EXPENDITURE, LESS TAXATION	-	39,851
REVENUE RESERVES AT 31ST MARCH 1975	£3,192,127	£3,088,895

The notes on pages 6 to 13 form part of these accounts.

Auditors' report page 3.

WILKINSON SWORDS LIMITED

BALANCE SHEET - 31ST MARCH 1974

	£	£	£	1974
EMPLOYMENT OF CAPITAL				
FIXED ASSETS (note 16)		5,007,018		4,105,530
INTEREST IN SUBSIDIARIES (note 14)		8,720,075		6,766,772
CURRENT ASSETS				
Stocks and work in progress (note 4)	3,476,433		2,421,262	
Amounts due by group companies	1,843,373		604,136	
Debtors and prepayments	4,373,287		3,334,707	
Cash and bank balances	346,693		76,331	
	<u>10,039,796</u>		<u>6,436,436</u>	
Less:				
CURRENT LIABILITIES				
Creditors and accrued charges	4,540,680		3,229,964	
Amounts due to group companies	4,149,521		682,467	
Current taxation (note 13)	105,000		215,000	
Bank overdrafts and acceptance credits	4,890,352		2,990,085	
	<u>13,685,859</u>		<u>7,177,516</u>	
NET CURRENT LIABILITIES		(3,646,073)		(741,080)
		<u>£10,081,020</u>		<u>£10,191,222</u>
CAPITAL EMPLOYED				
SHARE CAPITAL (note 11)		5,246,457		5,246,457
SHARE PREMIUM		359,728		359,723
RESERVES (note 12)		3,679,514		3,576,282
		<u>9,285,699</u>		<u>9,182,467</u>
DEFERRED TAXATION (note 3)		539,834		897,000
DEFERRED CREDITS (note 7)		255,487		111,755
		<u>£10,081,020</u>		<u>£10,191,222</u>

D. RANDOLPH }
C. LEWINTON } Directors

The notes on pages 5 to 13 form part of these accounts.
Auditors' report page 3.

ALLISON BIRD LIMITED

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 31ST MARCH 1991

ACCOUNTING POLICIES

1. Turnover

Turnover represents the invoiced value of goods delivered during the period, less returns, and includes sales to subsidiary companies.

2. Depreciation

Depreciation is provided on all fixed assets except freehold land. The charge in the profit and loss account is calculated to write off the cost or valuation of fixed assets over the expected useful lives of the assets.

Provision is not made for the possible increased replacement cost of fixed assets.

3. Deferred Taxation

Deferred taxation is calculated at the expected rate of taxation at the balance sheet date on:-

- (a) The excess of the net book value of fixed assets qualifying for taxation allowances over their written down value for taxation purposes.
- (b) Expenditure charged in the accounts not immediately allowable for tax relief.

4. Stocks and Work in Progress

Stocks and work in progress have been valued at the lower of cost and net realisable value. The cost of work in progress and finished goods includes an appropriate proportion of manufacturing overhead costs.

5. Research and Development Expenditure

Revenue expenditure on research and development is written off against profits as incurred.

6. Foreign Currencies

Assets and liabilities in foreign currencies are converted into sterling at rates of exchange approximating to those ruling at each balance sheet date.

7. Regional Development Grant

Regional Development Grants on plant and machinery are carried forward as a deferred credit and are credited to the profit and loss account over the expected useful lives of the assets.

WILKINSON SWORD LIMITED

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 31ST MARCH 1975 - continued

NOTES ON ACCOUNTS

8. Loss (1974 - Profit) before taxation:

The loss (1974 - profit) before taxation is stated after charging:-

	<u>Year ended</u> <u>31st March</u> <u>1975</u>	<u>15 months</u> <u>ended</u> <u>31st March</u> <u>1974</u>
	£	£
Directors' Emoluments (note 9)		
As directors	1,000	26,396
For management	80,446	175,475
	<u>81,446</u>	<u>201,871</u>
Pensions paid to former directors	10,198	5,659
Ex gratia payment to former director	4,000	-
Depreciation	479,487	527,240
Auditors' remuneration	15,300	10,690
Bank interest and acceptance credit charges	811,337	161,069
Loss on plant and machinery	35,246	92,847
Interest received (gross)	343,461	39,362
Dividends received from subsidiary companies (gross)	496,454	1,031,154

WILKINSON SWORD LIMITED

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 31ST MARCH 1975 - Continued

1. Directors' Emoluments and Emoluments of Employees Paid over £10,000

Particulars of emoluments of the directors of the company disclosed in accordance with the requirements of sections 6 and 7 of the Companies Act 1967 are as follows:-

	Year ended 31st March <u>1975</u>	15 months ended 31st March <u>1974</u>
	£	£
Emoluments (excluding pension contributions in respect of duties wholly or mainly discharged in the United Kingdom)		
Emoluments of the chairman	Nil	£21,705
Emoluments of the highest paid director	£17,100	£41,716

The number of other directors whose emoluments fell within the following ranges were:-

Nil to £ 2,500	5	-
£ 2,501 to £ 5,000	-	1
£ 5,001 to £ 7,500	-	-
£ 7,501 to £10,000	1	-
£10,001 to £12,500	1	-
£12,501 to £15,000	1	1
£15,001 to £17,500	2	1
£17,501 to £20,000	-	3
£20,001 to £22,500	-	4

The number of employees of Wilkinson Sword Limited whose emoluments excluding pension scheme contributions, exceeded £10,000 were:-

£10,001 to £12,500	5	1
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WILKINSON SWORD LIMITED

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 31ST MARCH 1975 - Continued

10. Taxation

	Year ended 31st March <u>1975</u>	15 months ended 31st March <u>1974</u>
	£	£
United Kingdom corporation tax	-	405,073
Amount paid to group companies in respect of tax benefits of group relief	121,947	-
Deferred taxation	<u>(357,165)</u>	<u>121,000</u>
Overseas taxation	<u>(235,219)</u> 135,130	<u>526,073</u> 259,074
Adjustment for previous years	(100,089)	785,147
Overflow relief	(16,740)	(28,457)
	(14,983)	-
	<u>£(131,812)</u>	<u>£756,690</u>

11. Share Capital

	<u>Authorised</u>	<u>Issued and fully paid</u>
	£	£
At 31st March 1975 and 1st April 1974		
Ordinary shares of 20p each	1,270,000	1,270,000
Non-voting 'A' ordinary shares of 20p each	3,976,457	3,976,457
Unclassified shares of 20p each	753,543	-
	<u>£6,000,000</u>	<u>£5,246,457</u>

12. Reserves

	<u>1975</u>	<u>1974</u>
	£	£
Reserves comprise		
Revenue reserves	3,192,127	3,088,895
Capital reserves	487,387	487,387
	<u>£3,679,514</u>	<u>£3,576,282</u>

WILKINSON BROS. LIMITED

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 31ST MARCH 1975 - Continued

13. Current Taxation

	<u>1975</u>	<u>1974</u>
	£	£
Corporation tax payable 1st January 1974	-	2,000
Corporation tax payable 1st January 1975	70,000	220,000
Corporation tax payable 1st April 1975	35,000	35,000
	<u>£105,000</u>	<u>£275,000</u>

14. Interests in Subsidiaries

	£	£
Shares at cost less amounts written off	2,253,945	1,070,972
Amounts owing by subsidiaries	6,883,781	6,373,923
	<u>9,137,726</u>	<u>7,444,895</u>
Amounts owing to subsidiaries	(139,651)	(169,123)
	<u>8,998,075</u>	<u>7,275,772</u>
Unrealized profits in subsidiaries' stocks	(278,000)	(509,000)
	<u>£8,720,075</u>	<u>£6,766,772</u>

15. Group Results

Group accounts are not submitted as the Company is a wholly owned subsidiary of another body corporate incorporated in Great Britain.

In the opinion of the directors, the aggregate value of the Company's investment in its subsidiaries and the aggregate value of the Company's indebtedness by its subsidiaries are not less than the aggregate amounts at which these items are included in the Company's balance sheet.

FIXED ASSETS

The movements in fixed assets during the year are as follows:-

	<u>Freehold properties</u>	<u>Leasehold land and buildings</u>		<u>Plant and equipment</u>	<u>Total</u>
	£	<u>short lease</u>	<u>long lease</u>	£	£
<u>Cost or valuation</u>					
At 1st April 1974	1,839,167	78,119	44,922	4,431,001	6,393,209
Reclassification	7,542	(29,165)	29,165	(7,542)	-
Additions	26,637	7,626	46,463	1,384,731	1,465,457
Disposals inter group	-	-	(4,105)	(24,118)	(28,223)
Disposals third party	-	(2,342)	-	(375,447)	(375,789)
At 31st March 1975	<u>1,873,346</u>	<u>54,238</u>	<u>116,445</u>	<u>5,410,625</u>	<u>7,454,654</u>
<u>Depreciation</u>					
At 1st April 1974	29,752	11,302	4,876	2,181,749	2,227,679
Reclassification	75	(6,335)	6,335	(75)	-
Charge for year	15,984	5,309	3,299	454,895	479,487
Disposals inter group	-	-	(389)	(10,213)	(10,602)
Disposals third party	-	-	-	(248,928)	(248,928)
At 31st March 1975	<u>45,811</u>	<u>10,276</u>	<u>14,121</u>	<u>2,377,428</u>	<u>2,447,636</u>
<u>Net Book Value at 31st March 1975</u>	<u>£1,827,535</u>	<u>£43,962</u>	<u>£102,324</u>	<u>£3,033,197</u>	<u>£5,007,018</u>

Cost or valuation includes freehold properties of £2,475,000 valued by Mathews and Goodman at 31st October 1972 as between a willing buyer and willing seller with vacant possession.

17. Capital Expenditure

	<u>1975</u>	<u>1974</u>
Commitments in respect of contracts	£128,750	£114,878
Approved by the directors but not committed	Nil	£126,237

18. Contingent Liabilities

The company has given guarantees in respect of bank borrowings by certain subsidiary companies, and jointly and severally with other group companies has guaranteed a facility granted to Wilkinson Match Limited by County Bank Limited, as follows:-

	<u>Amount Guaranteed</u>		<u>Amount Outstanding</u>	
	<u>1975</u>	<u>1974</u>	<u>1975</u>	<u>1974</u>
	£	£	£	£
Wilkinson Match Limited	3,000,000	-	5,500,000	-
Subsidiaries	613,905	3,110,441	-	-

WILKINSON SWORD LIMITED

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 31ST MARCH 1975 - Continued

19. Subsidiary Companies

<u>Subsidiaries of Wilkinson Sword Limited</u>	<u>Country of Incorporation</u>	<u>Class of shares held</u>	<u>Percentage of issued shares and effective equity capital held by Wilkinson Sword Limited</u>
Wilkinson Sword (Acton) Limited	England	Ordinary	100
Wilkinson Sword (Colnbrook) Limited	England	Ordinary	100
Wilkinson Sword (Research) Limited	England	Ordinary	100
Wilkinson Sword (West End) Limited	England	Ordinary	100
The Flexa Lawn Mower Co. Limited	England	Ordinary	100
Ward and Payne Limited	England	Ordinary	100
Wilkinson Sword (International) Limited	England	Ordinary	100
Wilkinson Sword (Overseas) Limited	England	Ordinary	100
Wilkinson Sword Inc.	U.S.A.	Common	100
Wilkinson Sword (Canada) Limited	Canada	Common	100
Wilkinson Sword (Pty.) Limited	Australia	Ordinary	100
Wilkinson Sword (New Zealand) Limited	New Zealand	Ordinary	100
Wilkinson Sword A.B.	Sweden	Ordinary	100
Wilkinson Sword (South Africa) (Pty.) Limited	South Africa	Ordinary	100
Wilkinson Sword S.p.A.	Italy	Ordinary	100
Wilkinson Sword Argentina S.A.	Argentina	Ordinary	100
Wilkinson Sword (Kenya) Limited	Kenya	Ordinary	100
Wilkinson Sword S.A.E.	Spain	Ordinary	85
Wilkinson Sword GmbH	West Germany	Ordinary	66 $\frac{2}{3}$
Scripto Pens Limited	England	Ordinary	55
Scripto Industries (Shannon) Limited	Eire	Ordinary	55
Graviner Limited	England	Ordinary	100
<u>Wholly owned subsidiaries of Scripto Industries (Shannon) Limited</u>			
Plastic Limited	England	Ordinary	55
Scripto Industries (Ireland) Limited	Eire	Ordinary	55

WILKINSON SWORD LIMITED

ACCOUNTING POLICIES AND NOTES AND ACCOUNTS - 31ST MARCH 1975 - Continued

19. Subsidiary Companies - continued

<u>Wholly-owned subsidiaries of Graviner Limited</u>	<u>Country of Incorporation</u>	<u>Class of shares held</u>	<u>Percentage of issued shares and effective equity capital held by Wilkinson Sword Limited</u>
Graviner(Overseas) Limited	England	Ordinary	100
Sealab Electronics Limited	England	Ordinary	100
Poyle Mill Limited	England	Ordinary	100
Deugra GmbH	West Germany	Ordinary	100
Graviner Inc.	U.S.A.	Common	100
Graviner(New Zealand) Limited	New Zealand	Ordinary	100
Graviner(Australia) Limited	Australia	Ordinary	100
Graviner(Hong Kong) Limited	Hong Kong	Ordinary	100
Graviner S.A.	France	Ordinary	100
Graviner(South Africa) (Pty) Limited	South Africa	Ordinary	100

20. Ultimate Holding Company

The directors regard Wilkinson Match Limited, a company incorporated in England as the company's ultimate holding company.

Auditors' report page 3.