Crown Way Cardiff CF14 3UZ
www.companieshouse.gov.uk

NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

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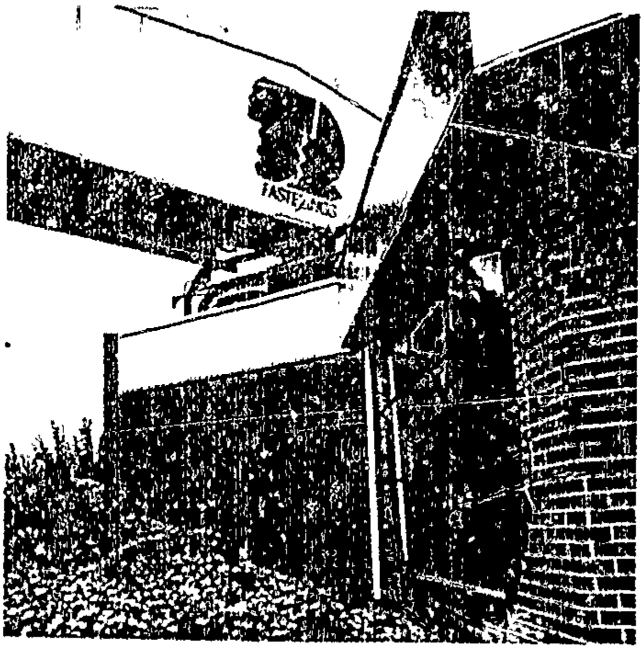
Contents



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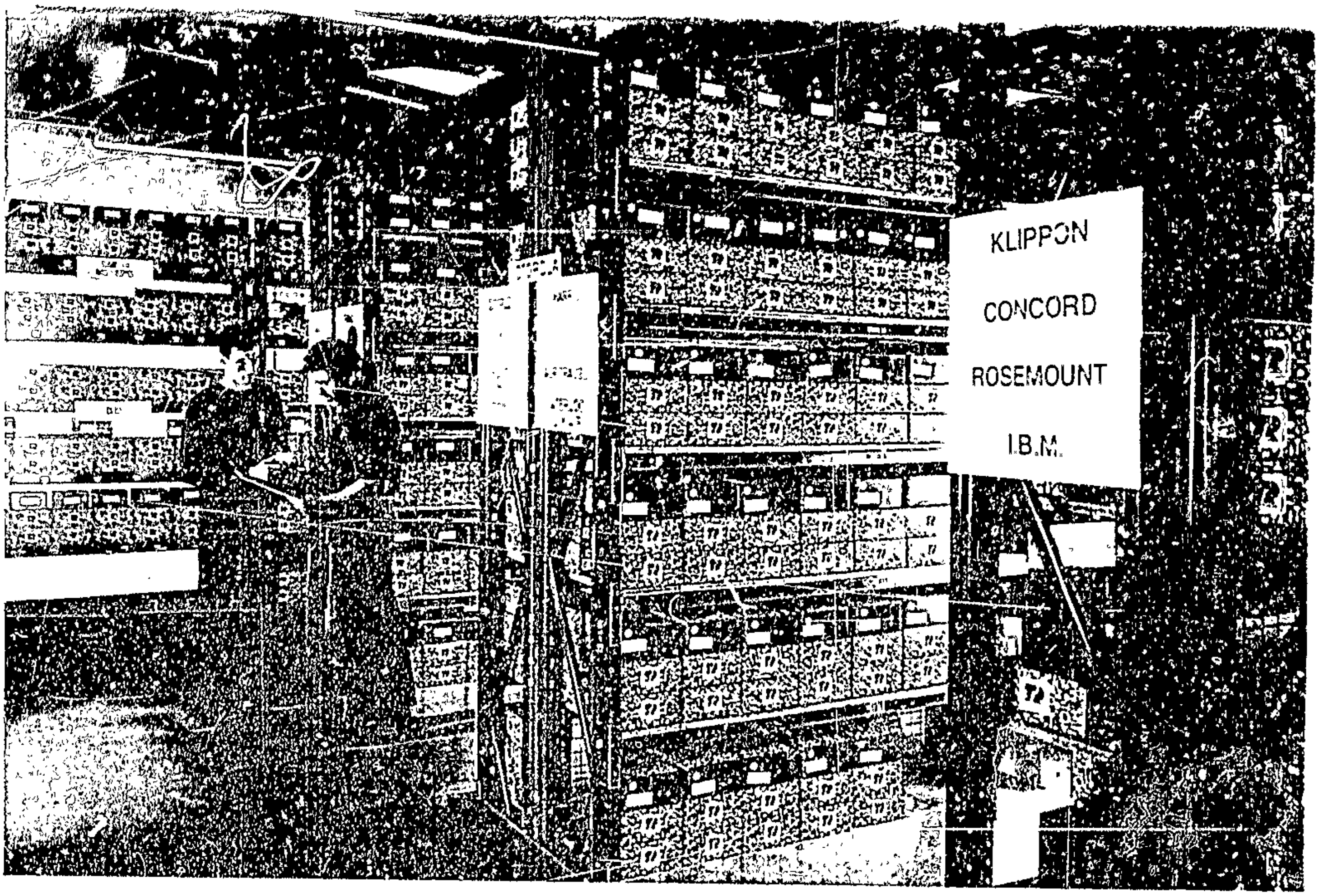


Business

Trifast distributes a comprehensive range of industrial fastenings to assembly industries predominately in the electrical and electronics sector with one third of product sold being manufactured by the Group.

The Group trades under the TR Fastenings [illegible] supplying leading multi-national manufacturers, principally in the UK. It operates to acknowledged worldwide standards including BS5750 and ISO9000 and holds a series of [illegible] customer approval awards.

Management adhere to key principles of "just in time" [illegible] "total quality management" and "partnership sourcing".

Key Strengths

The Group's key strengths, which have contributed to its success to date and will enable it to expand further, include:

The philosophy of complete customer care through supply, service and quality:

Management have adopted the principles of JIT, TQM and partnership sourcing in the Group's activities, thereby positioning Trifast as a key part of its customers' assembly process. Quality control and detailed understanding of the customers' requirements mean that fasteners can be supplied direct to the production line, often with Trifast [illegible] a fastener component.

Worldwide sourcing and flexible manufacturing:

Trifast has the ability to source products from low cost manufacturing bases throughout the world and to control quality and manage distribution to customers. Its UK based manufacturing capabilities are used to produce [illegible] proprietary products and high specification customer requirements, [illegible] enabling the Group to bridge lead times for new products sourced elsewhere and undertake development work with customers.

Extensive distribution network and strong management team:

Over recent years the management team [illegible] expanded the network of distribution [illegible] customers [illegible] comprehensive distribution service. An open team culture has been adopted throughout the Group, led by experienced Executive Directors who have worked together for over 10 years.

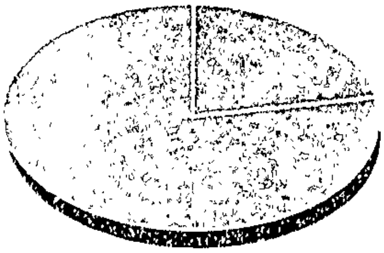
Growing and specialised customer base:

Trifast has concentrated on building close relationships with leading multi-nationals, principally in the electrical and electronic sectors, who demand the high standards to which Trifast works. Continued growth in the customer base is expected alongside greater penetration of existing relationships which can lead to sole supplier status for fastener products which Trifast has identified as its marketplace.

Product Range

The broad categories are as follows:

Standard fasteners - 23% of turnover.



This comprises a wide range of products, the majority of which conform to either British or European DIN (Deutsches Institut fur Normung e.v.) standards, comprising nuts, bolts, screws and [illegible]hers products are sold in many materials, for example the Bucknell distribution centre specialises in stainless steel products. Additionally, as a result of sales to Japanese manufacturers with plants in the UK and Europe, Trifast produces a range of fasteners to Japanese Industrial Standard (JIS).

Own branded products - 26% of turnover.

Trifast distributes a number of branded proprietary products of its own, many of which it manufactures. These include:

Hank- a range of threaded sheet metal fasteners produced at Uckfield.

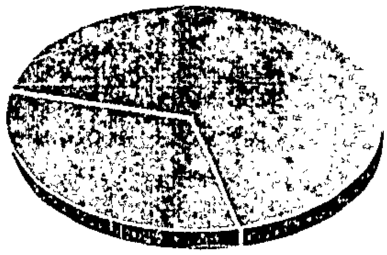
Binx- all metal self-locking nuts produced at Northampton.

Plasform screws- thread forming screws for plastics produced at Telford.

Sems screws- screws with captive washers produced at Telford.

Trifix- a range of blind rivets, rivet nuts and adhesives.

Sourced products - 31% of turnover.



Trifast markets the products of numerous manufacturers with recognised trade names in the industry including 'Unbrako' socket screws, 'Tucker' rivets, 'Bostik' adhesives and 'Loctite' adhesives. TORX drive fasteners are both manufactured at Telford and purchased in significant volumes from the trademark holders based in the USA.

Specials - 20% of turnover.

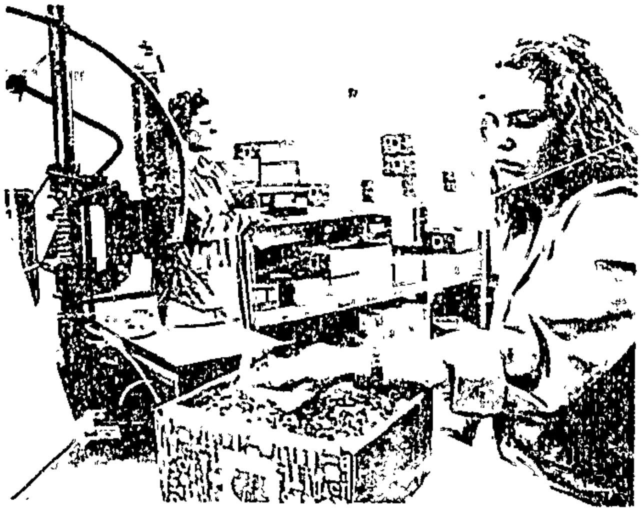
These components are produced to customer specifications in a range of materials and by a variety of methods including bar turning, hot or cold forming, pressing and moulding. Trifast sources fasteners worldwide to meet these specifications, building up close relationships with the producers to ensure that the customers demands are met.

TR's World Beating Services

Direct Line Feed (DLF).

This service eliminates the need for TR's customers having to check stock and carry out quality control. TR check and deliver products directly onto the assembly lines.

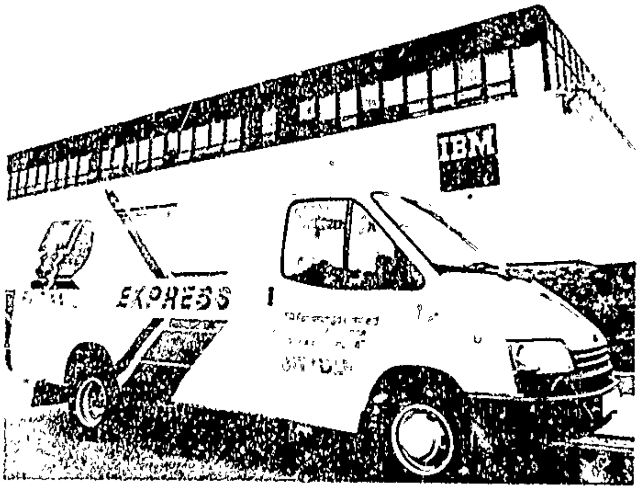
Michelle Colwell is one of the Apollo Fire Detectors production operatives who have taken on the added responsibility of calling-off components direct from the supplier. In this instance, she is faxing a call-off for fasteners direct to TR Fastenings warehouse from a fax machine in a lobby immediately adjacent to one of Apollo's three manufacturing plants.



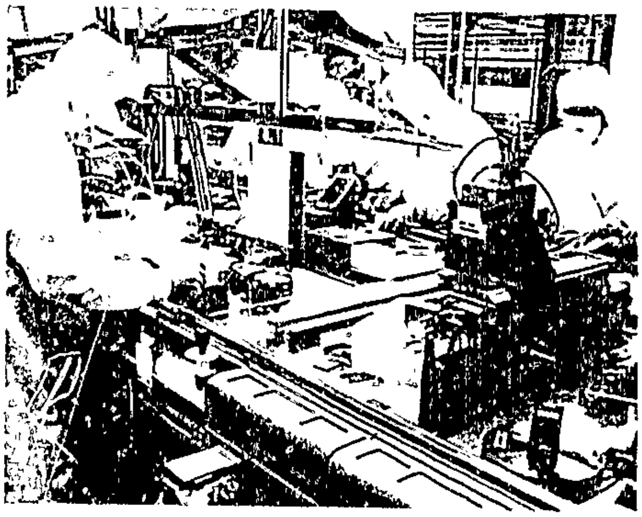
Fasteners are delivered direct to the assembly line where a week's requirements are stocked on racking (background) adjacent to the line.

Partnership Sourcing

IBM identified TR as one of the companies they needed to be closely associated with over a number of years, who could comply with IBM's requirement for world class competitive performance.



TR delivering to the IBM Havant location.



TR supplies these products to Class 100 or 1000 clean room standards.

DIRECTORS

David Dugdale - Non-Executive Chairman

Appointed to the Board of Trifast in May 1993 he became Chairman of the Group in October of the same year. David is a Chartered Accountant. In 1968 he joined James Capel and became a partner in 1971. Prior to being appointed Non-Executive Deputy Chairman of James Capel in 1991 he held the position of Joint Chief Executive. He retired from James Capel in 1993. David also holds Non-Executive Directorships with Dwyer Estates plc, King & Shaxson Holdings plc, Trencherwood plc and Baronsmead Group Ltd.

Malcolm Diamond - Chief Executive

Malcolm joined TR Fastenings as Sales Director in 1975. He became Managing Director in 1984, before being appointed Chief Executive on the formation of the Trifast Group in 1985. Prior to joining Trifast he worked for a firm of accountants before moving into industry in 1969. His current responsibilities include profitability, growth, group strategic planning and continuous improvement in the Group's competitiveness through TQM.

John Wilson - Deputy Managing Director and Group Finance Director

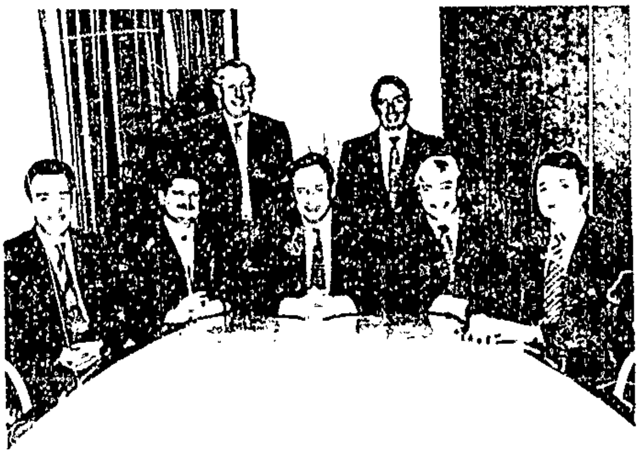
John joined TR Fastenings in 1978 as Company Accountant. Prior to this he gained extensive financial experience from within both industry and local government. He was appointed Group Finance Director in 1985 and Deputy Managing Director in 1992. He is an Associate of the Chartered Institute of Secretaries and the British Institute of Management.

Tony Barker - Group Manufacturing Director

Prior to joining TR Fastenings in 1978 as Works Manager Tony worked for GEC. He joined the Board in 1986 as Group Manufacturing Director. He is currently convalescing from a major illness.

From top left to top right:
David Dugdale
John Wilson
Geoffrey Budd
Colin Hill

From bottom left to bottom right:
Malcolm Diamond
Richard Bury
John Budgen



Geoffrey Budd - Group Commercial Director

Geoffrey joined TR Fastenings in 1976 and was promoted to Commercial Director in 1985, before joining the Board in 1991 as Group Commercial Director. He is responsible for the overseeing of the Uckfield distribution centre.

Richard Bury - Group Purchasing Director

Richard joined TR Fastenings in 1983 and was appointed to the Board in 1987. He has many years experience within the fastener industry and was responsible for establishing TR's distribution centre in Bracknell. His other responsibilities include the Group's operations in Cwmbran, Manchester and Singapore.

Colin Hill - Group Sales Director

Colin joined TR Fastenings in 1981 - prior to this he worked for GKN. He joined the Board as Group Sales Director in 1991. With over 26 years experience in the industry, his current responsibilities include the overseeing of the Group's operations in Ireland and Scotland, whilst also being responsible for the Group's sales strategy and sales performance to targets.

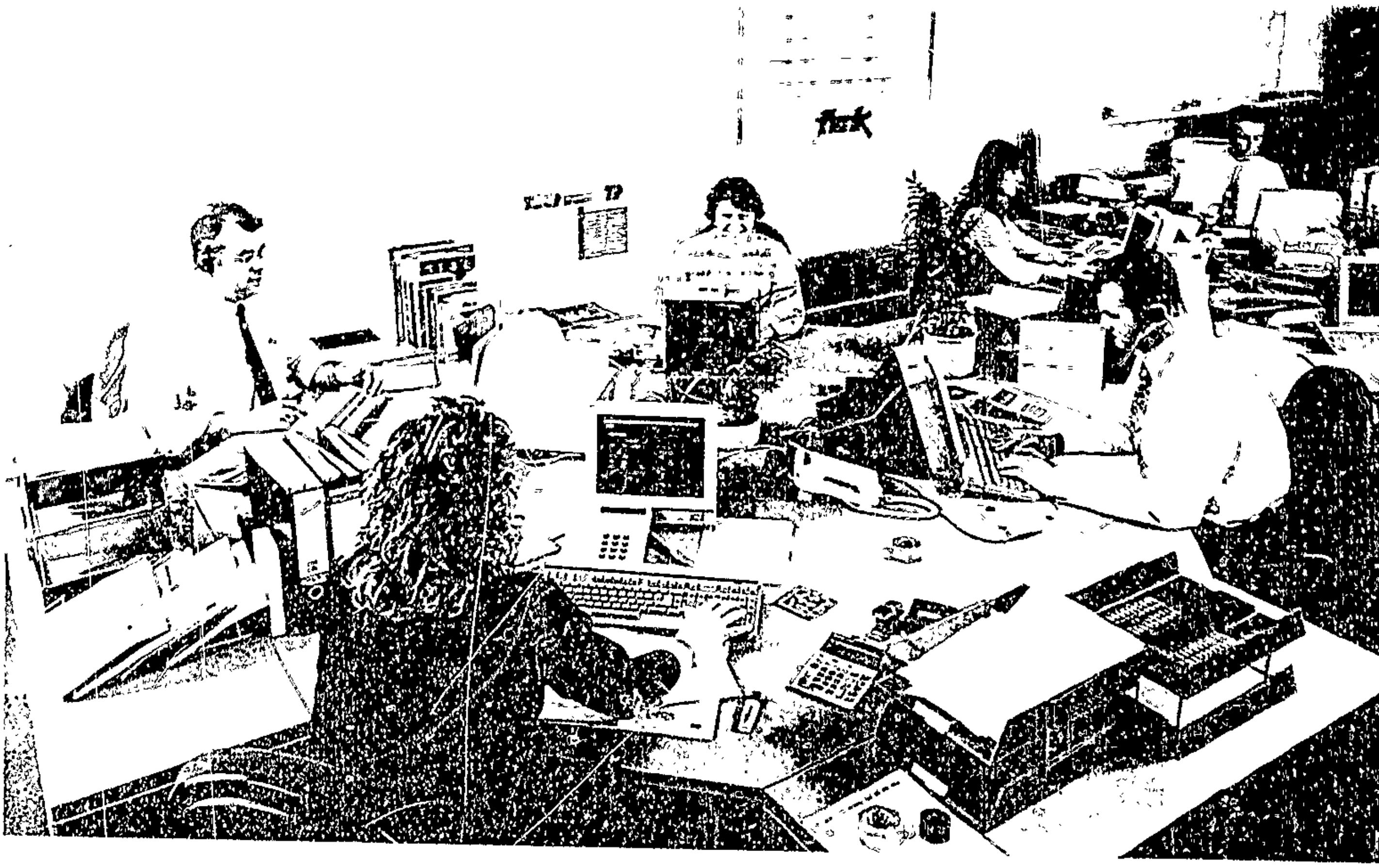
John Budgen - Non-Executive Director

John is a Chartered Engineer who previously worked for IBM for 26 years, gaining management experience at their Havant and Greenock sites. He was appointed a Director of the Havant site in 1991, a position which he retained until his retirement in 1993. John was appointed a Non-Executive Director of Trifast in August 1993.

Head Office	Trifast House Bellbrook Park Uckfield East Sussex TN22 1QW
Registered Number:	1919797
Company Secretary	John Wilson, ACIS
Audit Committee	David Dugdale (Chairman) John Budgen John Wilson
Remuneration Committee	John Budgen (Chairman) David Dugdale Malcolm Diamond

Advisers

Stockbrokers and Financial Advisers	James Capel & Co. Limited Thames Exchange 10 Queen Street Place London EC4R 1BL
Solicitors	Charles Russell Killowen House Bayshill Road Cheltenham Gloucestershire GL50 3AW
Registered Auditors	Simmons Cohen Fine 27 John Street London WC1N 2BL
Prinicipal Bankers	Midland Bank plc High Street Beckenham Kent BR3 1BX
Registrars	Lloyds Bank Registrars The Causeway Worthing West Sussex BN99 6DA



Statement by Chairman and Chief Executive

Trifast in the year to 31st March 1994

We are delighted to be reporting on what has been a very successful year for the Group with our business continuing to grow much faster than the economy or the sector in which we operate, as we have indeed managed to do throughout the recession.

The most significant event during the year was our successful Stock Market flotation, an important milestone in the Company's twenty-one year history. We would very much like to welcome all our new shareholders, thank them for their support and hope they will remain with us for a long time to share in our prospects for future growth and prosperity, which we believe has been g[illegible] enhanced by the flotation.

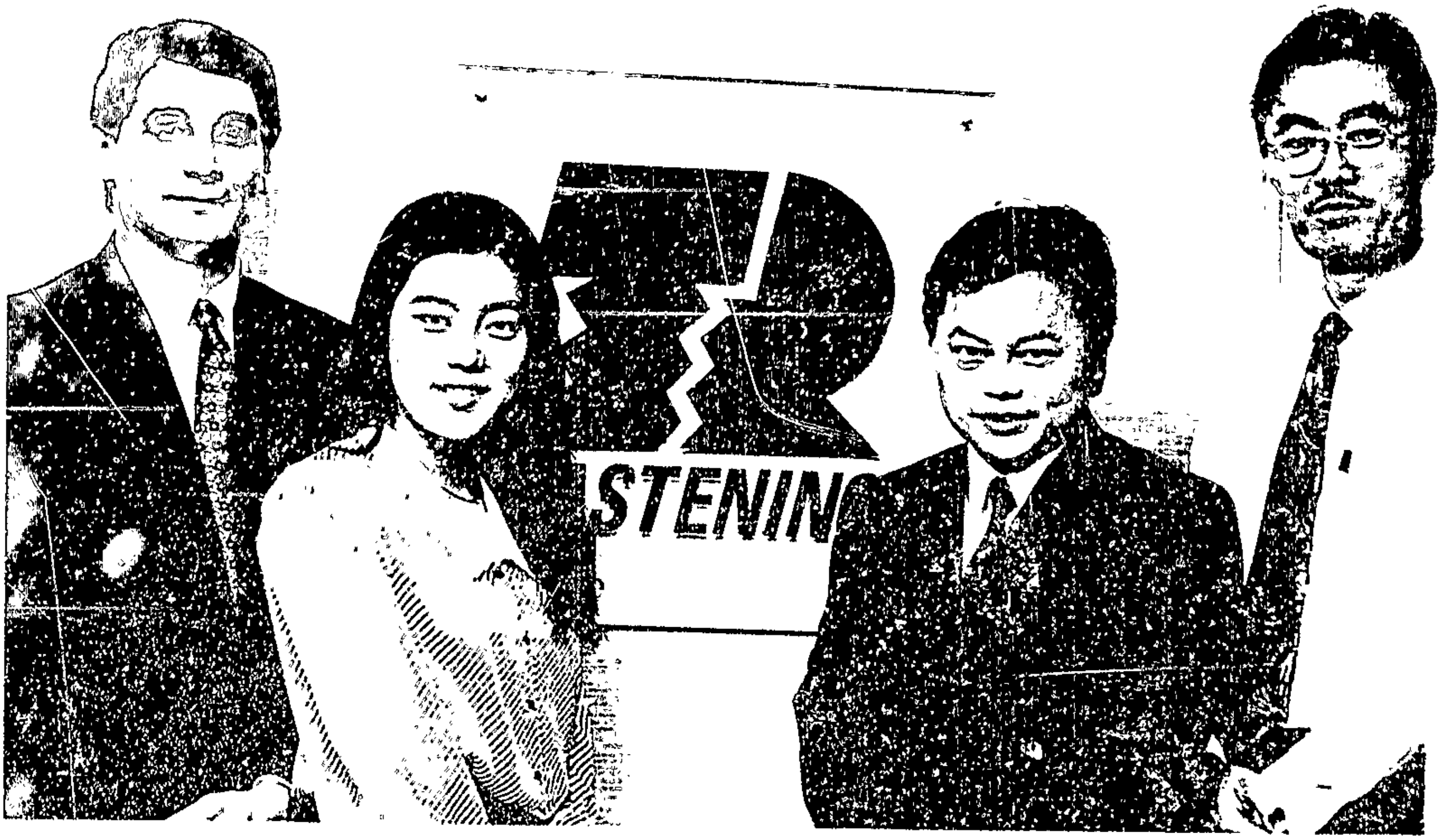
Inevitably, our debut on the London Stock Exchange was somewhat time consuming for some of our senior management team, so we are grateful for the efforts of all our staff who ensured that the Group's progress did not falter as a result.

Financial Highlights

The Group's pre-tax profits for the year to 31st March 1994 were £2.633 million (1993: £1.979million) an increase of 33% over that achieved in 1993. Earnings per share were 12.23p against 9.11p for the comparable period. These figures compare with pre-tax profits of £2.550 million and earnings per share of 12.1p forecast in our Prospectus issued in February this year, a healthy improvement despite the short period between the flotation and our year-end.

Turnover of £29.103 million (1993: £23.186 million) was 25.5% above that in the previous year, and after allowing for the acquisition of Fastener Techniques in October 1993, the underlying increase was 21%. It is particularly satisfying that this increase was achieved without any negative effect on our operating profit margin.

Overheads have remained under tight control as have stock levels and cash collection. Bad debts have been negligible.



Dividend

A net dividend per ordinary share of 0.86p (1993: 0.07p) is proposed for the year ended 31st March 1994 which is in line with the dividend forecast contained in the Prospectus. Based on the Group's listing which became effective on 16th February 1994 (which was approximately six weeks prior to the end of the financial year), this is equivalent to a dividend for the full financial year of 5.6p net per ordinary share. As set out in the Prospectus, it is the Group's policy of weighting dividends in the proportion of one third at the interim stage and two thirds at the final stage. The dividend proposed will be paid on 25th August 1994 to shareholders on the Register as at 11th August 1994.

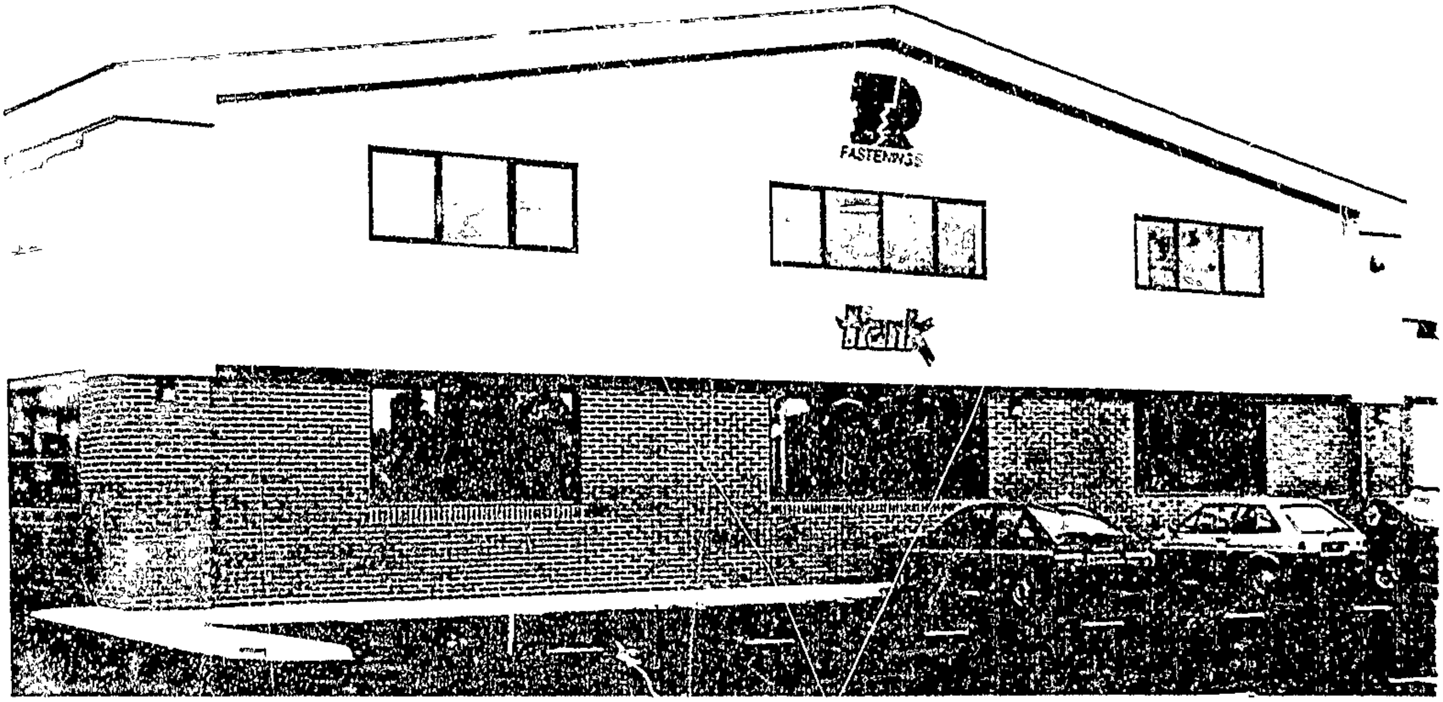
Market Conditions

Although trends in the UK economy are relevant to Trifast, we do not see them as critical nor do they limit our ability to perform and grow. This is because our market is highly fragmented with our current market penetration being around only 10%. Coupled with this, our wide product range, skills and geographic diversity allows us both to absorb downturns, and benefit from upturns, in the many customer sectors that we serve as they themselves fluctuate in activity.

Within the UK fastener market, demand appears to be slowly strengthening whilst at the same time, customers are demanding shorter lead times, greater quality consistency and more creative cost-led supply methods. Sole sourcing arrangements with customers continue to be pursued by many of our competitors, but Trifast is one of the leading UK fastener suppliers in a position to offer a broad range of product and logistics resource to major industrial customers through its service distribution centres at 14 locations, of which 3 incorporate manufacturing facilities. This unique blend of capabilities includes a comprehensive product stock range, design (including CAD) test and engineering facilities, product specialisations, automatic optical product sorts, laser based in-process quality control equipment, and highly developed links with world class manufacturers in the USA, EC and Asia. This is undoubtedly why over 80 leading OEM UK customers have now committed to depend either entirely or mostly on Trifast for their fastener requirements. This growing commitment is entirely founded on their trust in our Company to deliver the right products, at the right time and at the right price.

Developments during the Year

In October 1993, we acquired Fastener Techniques Limited, a fastener distribution business based in Edenbridge, Kent, with an annual turnover of £2.1 million for a consideration of up to £1 million of which £500,000



was satisfied by the issue of Trifast shares. £333,333 was paid in cash. A further £166,667 will be satisfied by the issue of shares on 28th February 1996. This purchase has fully lived up to our expectations and the company has been successfully integrated into our business.

In November 1993 we established a small office and warehouse in Singapore. Whilst it is in too early a stage of development to have yet contributed a profit, we have high hopes of an excellent return from what has been a very modest investment

We have made steady progress in expanding our export business, but we take the view that penetration of markets overseas can often be achieved more effectively by sensible co-operation with like minded partners, both within our industry and outside To that end, co-operative projects are currently under discussion with potential partners in Southern Ireland, Australia, Singapore, India, USA, Spain, Switzerland and France.

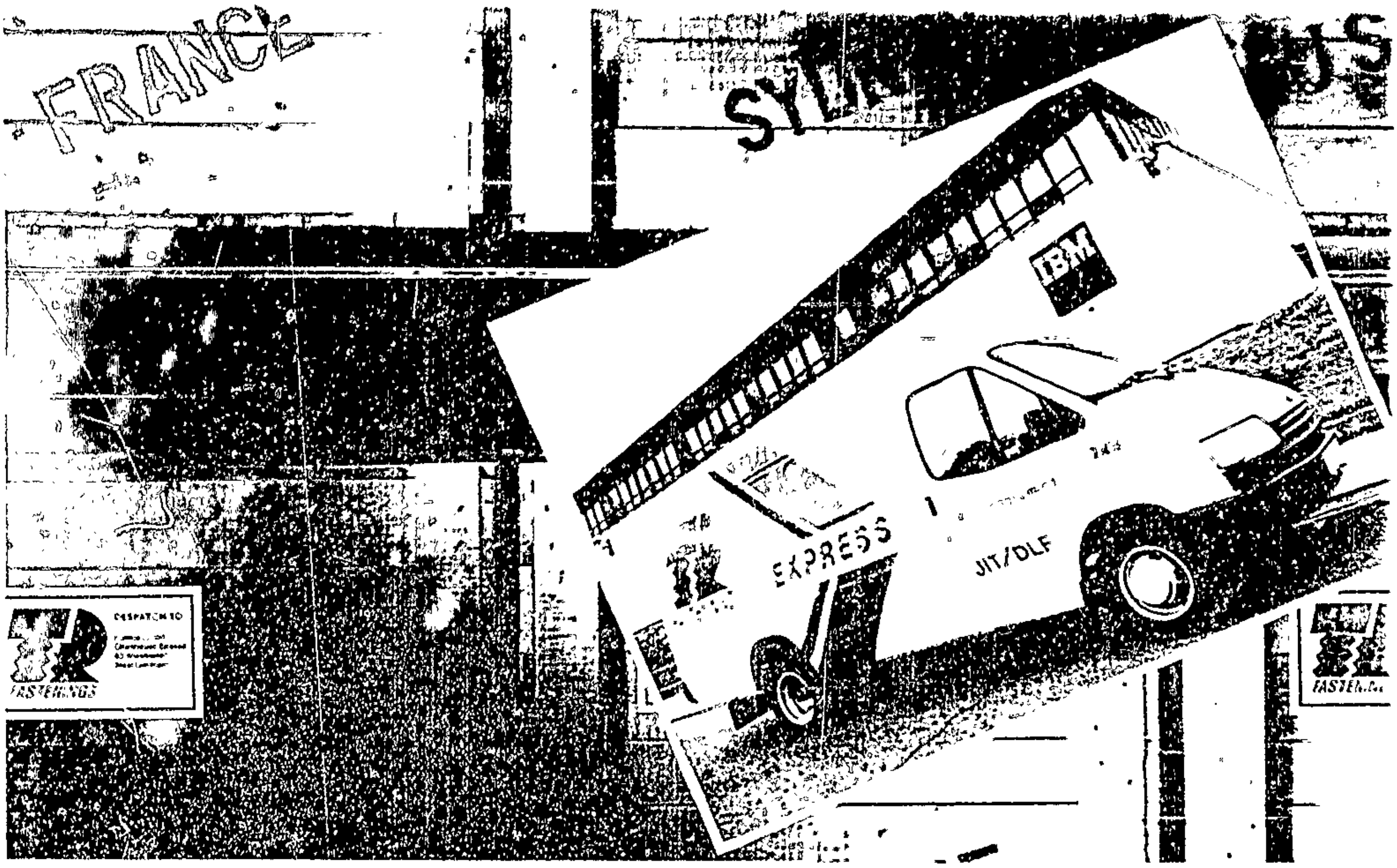
In the UK, our two most recently established distribution centres, in Manchester and East Anglia, are operating profitably. As a result, and in line with our policy of continuous and steady expansion in our domestic market, we have decided to open a new Fastener Management Centre in the West Midlands and a new business unit, based in our original factory in Uckfield, offering an entirely new concept of service to our distributor customers on a much broader range of products whilst making better use of existing Trifast stocks and resources.

In December 1993 our Hank manufacturing facility at Uckfield was relocated next door to our Head Office into a new 20,000 square foot purpose built facility which was purchased freehold for £1.05 million. We have already started to benefit from the expected improvements in productivity and extra capacity In addition, we have invested over £500,000 in new machines and equipment for our plants at Uckfield, Telford and Northampton

Our People

At the year-end, Trifast employed 416 people, all of whom are crucial to achieve our key objective of delivering 'Total Reliability' in servicing our customers. Unlike many of our competitors, Trifast is truly a service not a commodity business

We place great importance on our Total Quality Management culture which was initiated in 1991 TQM primarily promotes the importance of every individual member of the Company in achieving targeted results by actively being encouraged to accept willingly more personal responsibility and ownership of quality, efficiency, cost and customer care To maintain the momentum of this initiative we have committed to achieve the "Investors in People" accreditation this year, and all our locations have



now been fully briefed and prepared.

Since 1991, the Chief Executive and the Quality Director spend a complete month every year touring all the UK locations at least twice, talking to all staff in small group sessions of approximately two hours duration. Our Group Finance Director supplements this activity by conducting an annual tour around all locations, in order to update individuals on pension and healthcare administration, and also to ensure that all sites are in compliance with all recent health and safety legislation.

Michael Roberts and Michael Timms who jointly founded the Company in 1973 retired from the Board at the time of the flotation, and the Directors wish to take the opportunity of thanking them for their support over the years and wish them every success in the future.

As many of you will know, Tony Barker, our Group Manufacturing Director, suffered a stroke in October. We are pleased to report that he is making progress and we will reassess with him his position in late summer. In the meantime, Geoffrey Budd together with the Divisional Manufacturing Directors continue to successfully develop our manufacturing operations.

We would like to take this opportunity to thank all our people at Trifast, nearly half of whom are now either fellow shareholders or participate in the SAYE scheme, for their splendid contribution to the success of the Group during the last financial year.

Future Prospects

The start of the new financial year has been encouraging. Management accounts for the first quarter show a healthy improvement in sales over the comparable period with margins being maintained.

The recovery in the UK economy now seems to be firmly established and demand is picking up in our own market. This, coupled with our expansion programme, both executed and planned, gives us cause to look forward to the future with considerable confidence.

David Dugdale

Malcolm Diamond

18th July 1994

Directors Report

The Directors present their Annual Report together with the audited financial statements for the year ended 31st March 1994

Results and Dividends

Total Group Turnover was £29.103m (1993: £23.186m) and the Profit for the year before taxation was £2.633m (1993: £1.979m).

The Directors recommend a final dividend of 0.86p net of tax (1993: 0.07p) per ordinary share to be paid on 25th August 1994 to shareholders registered at the close of business on 11th August 1994. After taxation and dividends the balance of £1.535m was transfered to reserves

Principal Activity and Business Review

The principal activity of the Group during the financial year has been that of manufacture and distribution of industrial fastenings.

A review of the business activity and future prospects of the Group are covered in the statement by the Chairman and Chief Executive on pages 9 to 12.

Fixed Assets

Changes during the year are as shown in note 11 to the accounts.

Market Value of Land and Buildings

The Land and Buildings, except the new Hank factory, are stated in the accounts at their open market value as reported by DTZ Debenham Thorpe, Chartered Surveyors, as at 31st October 1993. The Hank factory was purchased in February 1994 and is included at cost.

Directors

The Directors of the Company during the year and their interests in the ordinary shares of 5p each in the Company were:

	1994	1993
D.J. DUGDALE*	20,000	-
M.M. DIAMOND	231,400	-
J. WILSON	233,900	-
R.P. BURY	281,650	-
G.P. BUDD	166,400	-
C.A. HILL	185,400	-
J.B.A. BARKER	226,400	-
J. BUDGEN*	5,000	-

On 4th February 1994, the founders, M.J. Roberts and M.C. Timms, resigned as Directors. The entire issued share capital as at 31st March 1993 was held beneficially in equal proportions by the founders.

In addition, the following Options over ordinary shares of 5p each are outstanding in respect of certain Directors under the Executive Share Option Scheme:

		Date of Grant	
	Total	**8.3.89**	**2.8.93**
M.M. DIAMOND	149,500	104,000	45,500
J. WILSON	75,400	52,000	23,400
R.P. BURY	75,400	52,000	23,400
G.P. BUDD	75,400	52,000	23,400
C.A. HILL	101,400	-	101,400
J.B.A. BARKER	75,400	52,000	23,400

Options granted on 8th March 1989 are exercisable at a price of 33.846p per ordinary share and those granted on 2nd August 1993 are exercisable at a price of 44.231p each.

The directors retiring by rotation are Malcolm Diamond, John Wilson and Richard Bury, who hold two year rolling service contracts with the Company.

Substantial Shareholdings

As at 31st March 1994, the Company had been notified, and was aware of the following material interests, other than those of the Directors, representing 3% or more of the issued share capital of the company:

	No. of Shares held	**% of Shares held**
Michael J. Roberts	3,168,140	20%
Michael C. Timms (inc family interests)	3,168,140	20%
Popeshead Nominees Limited	1,185,000	7.5%
The Equitable Life Assurance Society	984,720	6.2%
Midland Bank Trust Company Limited	800,000	5.1%

Employment

The Group has a policy of offering equal opportunities to employees at all levels in respect of the conditions of work. Throughout the Group it is the Board's intention to

*D J Dugdale and J Budgen held no shares at the date of their appointment provide wherever possible employment opportunities and training for disabled people and to care for employees who become disabled having regard to aptitudes and abilities.

The Group recognises the importance of a well trained and adaptable work force at all levels. In this connection, considerable resources are directed to training and development so as to enhance the effectiveness of the people in the business.

Regular consultation and meetings, formal or otherwise, are held with all levels of employees to discuss problems and opportunities. Information on matters of concern to employees is presented in the in-house newspapers and publications.

Profit Related Pay Scheme

The Group operates a profit related pay scheme enabling employees to participate in the success of the Group.

Political and Charitable Contributions

During the year the Group made no political donations (1993: Nil) and various charitable contributions totalling £1,462 (1993: £13,869)

Close Company

The Company is not a Close Company within the provisions of the Income and Corporation Taxes Act 1988.

Share Capital

Changes to the share capital were as follows:-

On 8th December 1993, the Company reduced its authorised share capital to £2,000,000 by the cancellation of 8,000,000 £1 unissued ordinary shares.

On 20th December 1993, the Company made a capitalisation issue of 40,800 ordinary shares of £1 each.

On 4th February 1994, of the £666,668 loan notes issued, on the acquisition of Fastener Techniques Ltd, 75% were converted to 1, 095 ordinary shares of £1 each.

On 4th February 1994:

i) each ordinary share of £1 was subdivided into 20 ordinary shares of 5p each; and

ii) the Company made a capitalisation issue of 12,502,800 ordinary shares of 5p each.

On 8th February 1994, options in respect of 546,000 ordinary shares of 5p each were exercised.

On admission to the London Stock Exchange, on 16th February 1994, the Company issued 1,750,000 new ordinary shares of 5p each at a price of £2 each

Auditors

Simmons Cohen Fine have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting to be held on 18th August 1994.

By Order of the Board

John Wilson

John Wilson
Company Secretary

Date: 18th July 1994

Corporate Governance

Following the issue of the Code of Best Practice of the Committee on the Financial Aspects of Corporate Governance, the Board has carried out a full review of the Group's compliance for the period ended 31st March 1994.

In the opinion of the Directors the Group has fully complied with the Code of Best Practice with exception of the following items:

a) Those two areas where guidance is still awaited from the accountancy profession, being a report on the effectiveness of the Company's system of internal control and a report that the business is a going concern.

b) The number of Non-Executive Directors on the Board. The Code indicates that a Board should have at least three Non-Executive Directors. During the year the Company appointed two Non-Executive Directors, which the Board considers sufficient for the size of the Group.

The structure of the Board and its standing committees is as follows:

The Board

The Board currently consists of six Executive and two Non-Executive Directors and meets regularly throughout the year. A formal schedule of matters reserved for the decision of the Board covers key areas of the Company's affairs. The Board has delegated specific responsibilities to committees, as described below:

The Audit Committee

The Audit Committee, which currently comprises both the Non-Executive Directors and John Wilson, is chaired by David Dugdale and meets at least twice a year. The Committee reviews the Company's interim and annual financial statements before submission for approval by the Board and considers any matters raised by the auditors.

The Remuneration Committee

The Remuneration Committee, which currently comprises both the Non-Executive Directors and Malcolm Diamond, is chaired by John Budgen, and meets as required during the year to review and agree the terms and conditions of employment of the Executive Directors and senior management, including levels of remuneration and other benefits.

Statement of Directors Responsibilities

The Directors are required by law to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group as at the end of the financial year and of the profit or loss, total recognised gains or losses and cash flows of the Company for that period. The Directors confirm their responsibility to ensure that appropriate accounting policies have been used and applied consistently, and reasonable and prudent judgements and estimates have been made, in the preparation of the financial statements for the year ended 31st March 1994. The Directors also confirm their responsibility to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for maintaining adequate accounting records, for safeguarding the assets of the Group and for taking reasonable steps to prevent and detect fraud and other irregularities.

Auditors Report

To the members of

Trifast plc

We have audited the financial statements on pages 17 to 35

Respective responsibilities of Directors and Auditors

As described on page 15 the Company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of Opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the Group's and of the Company's affairs as at 31st March 1994 and of the profit of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Corporate Governance Matters

In addition to our audit of the financial statements we have reviewed the Directors' statement on page 15 concerning the Company's compliance with the Code of Best Practice, insofar as it relates to the paragraphs of the Code which the London Stock Exchange has specified for our review.

We carried out our review having regard to the Bulletin Disclosures relating to corporate governance issued by the Auditing Practices Board.

The purpose of the Directors' statement is to give readers information which assists them in forming their own views regarding the governance of the Company. In respect of the paragraphs of the code specified for our consideration, we are required to draw attention to any aspects of the Company's non-compliance with the Code which the Directors have not properly disclosed. We are not required to review, and have not reviewed, the effectiveness of the Company's governance procedures.

Through enquiry of certain Directors and officers of the Company, and examination of relevant documents, we have satisfied ourselves that the Directors' statement appropriately reflects the Company's compliance with the specified paragraphs of the Code.

Simmons Cohen Fine.

Simmons Cohen Fine

Simmons Cohen Fine
Chartered Accountants
and Registered Auditors
27 John Street
London WC1N 2BL

Date:18th July 1994

Consolidated Profit and Loss Account for the year ended 31st March 1994

	Notes	1994		1993 (Restated)*	
		£'000	£'000	£'000	£'000
Turnover	2				
Continuing Operations		27,907		23,186	
Acquisitions		1,196	29,103	-	23,186
Cost of Sales			(17,272)		(13,350)
Gross Profit			11,831		9,836
Net Operating Expenses	3		(9,159)		(7,888)
Operating Profit	4				
Continuing Operations		2,583		1,948	
Acquisition		89	2672	-	1,948
Interest Receivable			38		73
Interest Payable and similar charges	7		(77)		(42)
Profit on ordinary activities before taxation			2,633		1,979
Tax on profit on ordinary activities	8		(962)		(771)
Profit for the financial year			1671		1,208
Dividends	9	(136)		(9)	
Founder Directors Remuneration		-	(136)	(411)	(420)
Retained Profit for the financial year			1535		788
Earnings per share:	10				
basic			12.23p		9.11p
fully diluted			11.73p		8.63p

The Company has no recognised gains and losses other than those included in the profit above and, therefore no separate statement of total recognised gains and losses has been presented.

There is no material difference in profit on ordinary activities before taxation and profit for the financial year stated above and the historical cost equivalents and therefore no separate note of historical cost profits and losses has been presented.

The notes on pages 21 to 38 form part of these accounts.

*Note 28 to the accounts.

Consolidated Balance Sheet at 31st March 1994

	Notes	1994		1993	
		£'000	£'000	£'000	£'000
Fixed Assets					
Tangible Assets	11		6,337		5,090
Current Assets					
Stocks	13	4,247		3,568	
Debtors	14	7,313		5,771	
Cash at Bank and in Hand		1,753		633	
		13,313		9,972	
Creditors: Amounts falling due within one year	15	(6,608)		(6,642)	
Net Current Assets			6,705		3,330
Total Assets less Current Liabilities			13,042		8,420
Creditors: Amounts falling due after more than one year	16		(257)		(138)
Provision for Liabilities and Charges Deferred Taxation	17		(632)		(568)
Total Net Assets			12,153		7,714
Capital and Reserves					
Called up Share Capital	18		792		10
Share Premium Account	19		3,540		-
Revaluation Reserve	20		43		43
Profit and Loss Account	20		7,778		7,661
Shareholders' Funds	21		12,153		7,714

The Accounts were approved by the Board and signed by:-

John Wilson
Director

Malcolm Diamond
Director

Date. 18th July 1994

The notes on pages 21 to 38 form part of these accounts.

Balance Sheet at 31st March 1994

	Notes	1994		1993	
		£'000	£'000	£'000	£'000
Fixed Assets					
Tangible Assets	11		6,193		5,090
Investment in Subsidiary Undertakings	12		1,232		1,012
			7,425		6,102
Current Assets					
Debtors	14	4,931		3,063	
Cash at Bank and in Hand		1,623		627	
		6,554		3,690	
Creditors: Amounts falling due within one year	15	(946)		(1,340)	
Net Current Assets			5,608		2,350
Total Assets less Current Liabilities			13,033		8,452
Creditors: Amounts falling due after more than one year	16		(254)		(138)
Provision for Liabilities and Charges					
Deferred Taxation	17		(626)		(568)
Net Assets			12,153		7,746
Capital and Reserves					
Called up Share Capital	18		792		10
Share Premium	19		3,540		-
Other Reserves	20		1,020		1,021
Profit and Loss Account	20		6,801		6,715
Shareholders' Funds			12,153		7,746

The Accounts were approved by the Board and signed by:-

John Wilson
Director

Malcolm Diamond
Director

Date: 18th July 1994

The notes on pages 21 to 38 form part of these accounts.

Cash Flow Statement for the year ended 31st March 1994

	Notes	1994		1993	
		£'000	£'000	£'000	£'000
Net Cash Inflow from operating activities	29		1,423		2,405
Returns on investments servicing of finance					
Interest Received		38		73	
Interest Paid		(77)		(42)	
Dividend Paid		(320)		(634)	
Founder Directors Remuneration		-		(411)	
Net Cash Outflow from returns on investments and servicing of finance		(359)		(1,014)	
Taxation					
UK Corporation Tax paid (including ACT)		(1,203)	(1,562)	(570)	(1,584)
			(139)		821
Investing Activities					
Purchase of Tangible Fixed Assets		(2,270)		(1 262)	
Goodwill		(826)		(2)	
Sale of Plant and Machinery		332		228	
Net Cash Outflow **from investing activities**			(2,764)		(1,036)
Net Cash Outflow **before financing**			(2,903)		(215)
Financing					
Issue of Ordinary Share Capital		4,146		-	
Flotation Expenses		(491)			
Loan Stock		167		-	
				-	
Net Cash Inflow **from financing**			3,822		-
Increase (1993 Decrease) in cash and cash equivalents			919		(215)

The notes on pages 37 & 38 form part of the cash flow statement.

Notes forming part of the Accounts

1 Accounting Policies

The principal accounting policies of the Group which have been applied consistently in the preparation of the financial statements contained in this report for the periods under review are as follows:

Basis of Preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules, modified to include the revaluation of certain land and buildings.

Basis of Consolidation

The consolidated financial statements of the Company incorporate the financial statements of the Company and its subsidiaries all of which are drawn up concurrently. The acquisition method of accounting has been adopted for all subsidiary undertakings. Under this method, the results of subsidiary undertakings acquired or disposed of in the period are included in the consolidated profit and loss account from the date of acquisition or up to the date of disposal. Goodwill arising on consolidation is written off against reserves.

Turnover

Turnover is the total amount receivable by the Group in the ordinary course of business from sales to outside customers for goods supplied, excluding VAT.

Depreciation

Depreciation is calculated on cost or valuation of all fixed assets, except freehold land, at rates estimated to write off each asset to its estimated residual value over the term of its useful life. The rates in use are as follows:

Freehold and long leasehold properties	- 2% per annum
Short leasehold properties	- period of lease
Motor vehicles	- 25% on reducing balance basis
Plant, Machinery and Fixtures	- 10% on reducing balance basis on assets acquired before 31st March 1987 and, thereafter, at 10% on straight line basis
Fixtures, Fittings and Office Equipment	- 25% on reducing balance basis

Stocks

Stocks and work in progress are stated at the lower of cost and net realisable value with provision for obsolete and slow moving items. Cost is calculated as follows:

Raw materials	- cost of purchase on weighted average basis
Work in progress and finished goods	- cost of raw materials and labour, together with attributable overheads based on normal level of activity.

Foreign Currencies

Assets and liabilities expressed in foreign currencies are translated into sterling at the rates ruling at the balance sheet date. Transactions expressed in foreign currencies are translated into sterling at the rates ruling at the transaction date. All exchange gains and losses are taken to the profit and loss account.

Taxation

Corporation Tax is provided on the assessable profits of the Group at the appropriate rate in force. Tax deferred or accelerated by the effect of timing differences is accounted for to the extent that a liability or asset is expected to crystallise.

Leased assets and Hire Purchase Contracts

Assets financed by leasing agreements on hire purchase contracts that give rights approximating to ownership are capitalised in the balance sheet and depreciated over the term of their useful life. The interest element of the rental or hire purchase obligation is charged to the profit and loss account over the period of the agreement and represents a constant proportion of the balance of capital repayments outstanding.

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Contributions to Pension Fund

The Group operates two defined contribution pension schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. The amounts charged against profits represent the contributions payable to the schemes in respect of the accounting period.

Research and Development Costs

Research and development costs are written off to the Profit and Loss Account in the year of expenditure

2 Turnover and Profits

Analysis by activity:

	Turnover		Profit on Ordinary Activities before taxation	
	1994	**1993**	**1994**	**1993***
	£'000	£'000	£'000	£'000
Industrial Fastenings	28,343	22,482	2,608	1,906
Other Activities	760	704	25	73
	29,103	23,186	2,633	1,979

Analysis by geographical area :

	1994	**1993**
	£'000	£'000
United Kingdom	27,600	22,093
Overseas	1,503	1,093
	29,103	23,186

3 Operating Expenses and Other Income - Continuing Activities

	1994	**1993***
	£'000	£'000
Distribution Costs	(1,274)	(1,163)
Administrative Expenses	(7,916)	(6,733)
Other Operating Income	31	8
	(9,159)	(7,888)

The total figures for continuing operations in 1994 include the following amounts relating to acquisitions: cost of sales £668,000 and net operating expenses £438,000 (namely distribution costs £50,000 and administrative expenses £388,000).

*Restated (see note 28)

4 Operating Profit

The operating profit is stated after charging:	1994 £'000	1993 £'000
Depreciation	717	706
Hire of plant and equipment	229	265
Auditors' Remuneration - Audit Services	75	65
- Other Services	51	26
Directors' Emoluments*	566	541
Loss on Disposal of Fixed Assets	-	54
Other Operating Lease Rentals	356	254
After Crediting:		
Profit on disposal of fixed assets	26	-
Rental Income	9	8

*Excludes Founder Directors Remuneration in 1993 of £614,000

5 Directors Emoluments (including Founders Emoluments for 1993)

	1994 £'000	1993 £'000
Fees	35	-
Executive Remuneration (including benefits in kind)	488	501
Pension to present and former Directors	43	40
	566	541
Founder Directors Emoluments	-	614
	566	1,155
Emoluments (excluding pension contributions) of:		
Chairman (1993: Founder Joint Chairmen and Highest Paid Director)	*25	228
Highest Paid Director	105	

*Includes £7,500 for consultancy services leading up to flotation

The number of other Directors whose emoluments (excluding pension contributions) fall in the following ranges were.

	1994 Number	1993 Number
£ 5,001 - £ 10,000	1	-
£ 20,001 - £ 25,000	1	-
£ 65,001 - £ 70,000	1	-
£ 70,001 - £ 75,000	1	2
£ 75,001 - £ 80,000	2	1
£ 80,001 - £ 85,000	-	1
£ 85,001 - £ 90,000	-	1
£ 90,001 - £ 95,000	1	-
£100,001 - £ 105,000	1	-
£110,001 - £ 115,000	-	1
£190,001 - £ 195,000	-	1
£225,001 - £ 230,000	-	1

6 Staff Costs

	1994 £'000	1993 £'000
Wages and Salaries	5,924	5,267
Social Security Costs	594	457
Other Pension Costs	234	282
	6,752	6,006

The average weekly number of employees during the year was as follows:

	1994 Number	1993 Number
Office and Management	205	172
Manufacturing	104	93
Distribution	82	74
	391	339

7 Interest payable and similar charges

	1994 £'000	1993 £'000
Bank Overdraft	19	-
Hire Purchase	47	42
Other	11	-
	77	42

8 Taxation on Profit on Ordinary Activities

	1994 £'000	1993 (Restated)* £'000
UK Corporation Tax at current rates	898	760
Transfer (to) / from deferred tax	64	(6)
Under/ (Over) provided in previous years	-	17
	962	771

*Excludes the reduction in the Corporation Tax of £203,000 as a result of the remuneration paid to the Founder Directors of £614,000

9 Dividends

	1994 £'000	1993 £'000
Ordinary - Final dividend 0.86p per share proposed (1993: 0.07p)	136	9

10 Earnings per Share

The calculation of earnings per 5p ordinary share is based on profit on ordinary activities after tax and the weighted average number of shares in the period of 13,661,798. (1993: 13,260,000)
The calculation of fully diluted earnings per share is based on profit on ordinary activities after taxation and after taking the interest income net of corporation tax which would have arisen had all the outstanding share options granted under the Company's Executive Share Option Scheme been exercised on the first day of the financial year or the date granted if later, and the proceeds invested in 2.5% Consolidated Stock on that day

11a Tangible Fixed Assets - Group

	Land & Buildings £'000	Plant & Machinery £'000	Fixtures & Fittings £'000	Motor Vehicles £'000	Leasehold Improvements £'000	Total £'000
Cost/Valuation:						
At 1st April 1993	2,071	3,952	1,436	1,099	115	8,673
Additions	1,111	259	415	481	4	2,270
Disposals	(60)	(22)	(41)	(449)	-	(572)
At 31st March 1994	3,122	4,189	1,810	1,131	119	10,371
Depreciation:						
As 1st April 1993	152	2,014	891	459	67	3,583
Charge for the year	41	257	191	222	6	717
Eliminated on Disposals	-	(10)	(21)	(235)	-	(266)
At 31st March 1994	193	2,261	1,061	446	73	4,034
Net Book Value at 31st March 1994	2,929	1,928	749	685	46	6,337
Net Book Value at 31st March 1993	1,919	1,938	545	640	48	5,090

11b Tangible Fixed Assets - Company

	Land & Buildings £'000	Plant & Machinery £'000	Fixtures & Fittings £'000	Motor Vehicles £'000	Leasehold Improvements £'000	Total £'000
Cost/Valuation:						
At 1st April 1993	2,071	3,952	1,404	1,131	115	8,673
Additions	1,111	251	350	382	4	2,098
Disposals	(60)	(23)	(38)	(449)	-	(570)
At 31st March 1994	3,122	4,160	1,716	1,064	119	10,201
Depreciation:						
At 1st April 1993	152	2,014	870	480	67	3,583
Charge for the year	41	256	183	205	6	691
Eliminated on Disposals		(10)	(21)	(235)	-	(266)
At 31st March 1994	193	2,260	1,032	450	73	4,008
Net Book Value at 31st March 1994	2,929	1,920	684	614	46	6,193
Net Book Value at 31st March 1993	1,919	1,938	534	651	48	5,090

11c Tangible Fixed Assets

Group & Company

Land and Buildings are analysed as follows:

	Freehold £'000	Long Leasehold £'000	Short Leasehold £'000	Total £'000
Cost/Valuation:				
At 1st April 1993	2,009	60	2	2,071
Additions	1,111	-	-	1,111
Disposals	-	(60)	-	(60)
At 31st March 1994	3,120	-	2	3,122
Depreciation:				
At 1st April 1993	151	-	1	152
Charge for the year	41		-	41
At 31st March 1994	192	-	1	193
Net book Value at 31st March 1994	2,928	-	1	2,929
Net Book Value at 31st March 1993	1,858	60	1	1,919

Freehold land and buildings included at valuation would have been included on an historical cost basis at:

	1994 £'000	1993 £'000
Cost	3,077	1,966
Depreciation	(192)	(151)
	2,885	1,815

The cost of freehold land on which no depreciation is charged amounts to £572,000 (1993: £97,000).

Land and buildings are stated in the accounts at their open market value, excluding the new Hank factory, as reported by DTZ Debenham Thorpe, Chartered Surveyors, as at 31st October 1993. The Hank factory was purchased in February 1994 and is included at cost

The net book value of tangible fixed assets includes an amount of £632,765 (1993: £554,948) in respect of fixed assets held under Hire Purchase obligations. Depreciation charged for the year on these assets amounted to £175,371 (1993: £171,425)

12 Investment in Subsidary Undertakings

Company	£'000
As at 1st April 1993	1,012
Additions during the year	1,003
Net revaluation deficit	(783)
As at 31st March 1994	1,232

The value at which the subsidaries are included in the Company's Balance Sheet is the equivalent to the underlying net assets of each Company.

The Company's subsidiaries (other than those which are dormant and non-trading) are listed below. Each of them are private companies and have their registered office at Trifast House, Bellbrook Park, Uckfield, East Sussex TN22 1QW, save that the registered office of TR Fastenings (Singapore) PTE Limited is 63 Hillview Avenue,
01-D6 Lam Soon Industrial Building, Singapore 2366.

Name	**Country of Incorporaton**	**Issued and fully paid Share Capital**	**Principal Activity**	**Percentage of share capital held**
TR Fastenings Ltd.	England	£10,200	Manufacture & Distribution of Fastenings	100
Trifast Systems Ltd.	England	£100	Development of computer software	100
Fastener Techniques Ltd.	England	£73,939	Distribution of Fastenings	100
Denton Advertising Ltd.	England	£100	Sale of Advertising related services	100
TR Fastenings (Singapore) PTE Ltd.	Singapore	S$2	Distribution of Fastenings	100

13 Stocks

	Group	
	1994	**1993**
	£'000	£'000
Raw Materials and Consumables	138	108
Work in Progress	187	142
Finished Goods and Goods for Resale	3,922	3,318
	4,247	3,568

14 Debtors: falling due within one year

	Group		Company	
	1994 £'000	1993 £'000	1994 £'000	1993 £'000
Trade Debtors	7,155	5,419	-	-
Amounts owed by Subsidiary Undertakings	-	-	4,878	906
Dividends Receivable	-	-	-	2,000
Other Debtors	7	168	7	42
ACT Recoverable	34	115	34	115
Prepayments and Accrued Income	117	69	12	-
	7,313	5,771	4,931	3,063

15 Creditors: falling due within one year

	Group		Company	
	1994 £'000	1993 £'000	1994 £'000	1993 £'000
Bank Loans & Overdrafts	388	187	310	187
Trade Creditors	4,101	3,612	-	-
Corporation Tax	819	1,205	34	326
Creditors for Taxation & Social Security	462	560	24	26
Hire Purchase Obligations	351	346	306	346
Dividends Payable	136	395	136	395
Accruals & Deferred Income	351	337	136	60
	6,608	6,642	946	1,340

16a Creditors: falling due after more than one year

	Group		Company	
	1994 £'000	1993 £'000	1994 £'000	1993 £'000
Hire Purchase Obligations (payable within two to five years)	90	138	87	138
Loan Notes (note 16b)	167	-	167	-
	257	138	254	138

16b The loan notes, which are interest free, issued as part consideration on the acquisition of Fastener Techniques Ltd. are convertible into 94,900 ordinary shares of 5p each in the Company on the 28th February 1996.

17 Deferred Taxation

Group

	Unprovided		Provided	
	1994 £'000	**1993** £'000	**1994** £'000	**1993** £'000
Accelerated Capital Allowances	-	-	632	568
Chargeable Gains rolled over	527	527	-	-
Revaluation Surplus	14	14	-	-
	541	541	632	568

Company

	Unprovided		Provided	
	1994 £'000	**1993** £'000	**1994** £'000	**1993** £'000
Accelerated Capital Allowances	-	-	626	568
Chargeable Gains rolled over	527	527	-	-
Revaluation Surplus	14	14	-	-
	541	541	626	568

The effect of timing differences have been calculated at the tax rate of 33%

18 Share Capital

	Authorised		Issued and Fully Paid	
	1994	**1993**	**1994**	**1993**
	£'000	£'000	£'000	£'000
Ordinary Shares of £1 each	2,000	10,000	792	10

Changes during the year were as follows:

On 8th December 1993, the Company reduced its authorised share capital to £2,000,000 by the cancellation of 8,000,000 unissued £1 ordinary shares.

On 20th December 1993, the Company made a capitalisation issue of 40,800 Ordinary Shares of £1 each.

On 4th February 1994, of the £666,668 loan notes issued on the acquisition of Fastener Techniques Limited 75% were converted into 1,095 ordinary shares of £1 each.

On 4th February 1994,

i) each £1 ordinary share was subdivided into 20 ordinary shares of 5p each; and
ii) the Company made a capitalisation issue of 12,502,800 ordinary shares of 5p each

On 8th February 1994, options in respect of 546,000 ordinary shares of 5p each were exercised; and on admission to the London Stock Exchange on 16th February 1994, the Company issued 1,750,000 ordinary shares of 5p each at a price of £2 each.

The movement in the share capital during the period was as follows:

	£'000
At 1st April 1993	10
Capitalisation Issues	667
New shares issued at flotation	87
Convertible Loan Notes	1
Share Options exercised	27
At 31st March 1994	792

18 Share Capital (continued)

The Company had outstanding options granted under the Trifast Executive Share Option Scheme as follows:

No of shares	First exercise date	Last exercise date	Exercise price per ordinary share
78,001	28th March 1993	28th March 1998	26.923p
312,001	8th March 1995	8th March 1999	33.846p
389,998	2nd August 1996	2nd August 2003	44.231p

As indicated in note 16(b), loan stock with a nominal value of £166,667 is convertible into 94,900 ordinary shares of 5p each in the Company on the 28th February 1996.

19 Share Premium

	1994	
	£'000	£'000
Group and Company		
Arising on conversion of Loan Notes		499
Arising on issue of new shares	3,532	
Less: Expenses of flotation	(491)	3,041
At 31st March 1994		3,540

20 Reserves

	Group		Company	
	Revaluation £'000	Profit & Loss account £'000	Revaluation £'000	Profit & Loss account £'000
At 1st April 1993	43	7,661	1,021	6,715
Goodwill written off	-	(826)	-	-
Restatement of subsidiaries to net asset values	-	-	(1)	-
Capitalisation Issues	-	(667)	-	(667)
Dividends written back in respect of prior period	-	75	-	75
Retained profit	-	1,535	-	678
At 31st March 1994	43	7,778	1,020	6,801

21 Reconciliation of movements in Shareholders' Funds

	Group	
	1994 £'000	**1993** £'000
Profit for the financial year	1,671	1,208
Dividends	(136)	(9)
Founder Directors' Remuneration	-	(411)
	1,535	788
Goodwill written off	(826)	(2)
Deficit on revaluation	-	(896)
Dividend written back in respect of prior period	75	-
Issue of ordinary shares	4,146	-
Expenses of flotation	(491)	-
	4,439	(110)
Opening Shareholders' Funds	7,714	7,824
	12,153	7,714

22 Pension Commitments

The Group operates two defined contribution pension schemes and premiums charged to the profit and loss account amounted to £234,853 (1993: £282,439).

23 Contingent Liabilities

Neither the Group nor the Company had any contingent liabilities (1993: Nil) at the year end.

24 Financial Commitments

a) Capital Commitments

Capital commitments for which no provision has been made were:

	1994 **£'000**	**1993** **£'000**
Approved and contracted	511	199

b) Leasing Commitments

The Group had annual commitments under non-cancellable operating leases as follows:

Expiring:	**Land & Buildings** £'000	**Other Leases** £'000
Within one year	26	49
Between two and five years	54	75
After five years	316	-
	396	124

25 Transactions with Related Parties

1) On 8th February 1994, the Company acquired the property known as Hank House, Bellbrook Park, Uckfield, East Sussex TN22 1QW from the Trustees of the Starflute Executive Pension Fund (formerly TR Fastenings Executive Pension Fund) for a consideration of £1.05 million. The beneficiaries of the Executive Pension Fund are the founders, Michael Timms and Michael Roberts.

The Company reimbursed costs of £25,000 to Summerthorne Estates Ltd. (formerly Starflute Ltd.) in connection with the purchase of Hank House. Summerthorne Estates Ltd. is owned equally by Michael Timms and Michael Roberts, the founders.

2) During the year, items of plant and equipment were disposed to the following related parties prior to the flotation:

a) The founders

	Proceeds £	Net Book Value £
Michael Timms	20,000	22,885
Michael Roberts	18,700	21,246

25 Transactions with Related Parties(Continued)

b) Executive Directors' motor vehicles, at their net book value, as shown below:-

	£
Malcolm Diamond	
John Wilson	16,527
Richard Bury	9,266
Geoffery Budd	9,354
Colin Hill	8,974
Tony Barker	3,463
	4,624

26 Acquisition of Fastener Techniques Limited

The Company acquired the whole of the share capital of Fastener Techniques Ltd. on the 11th October 1993. The consideration was £1 million of which £333,333 was settled in cash with the remainder of £666,667 by way of interest free convertible loan notes in the Company.

Subsequent to the acquisition, 75% of the loan notes were converted into 1,095 ordinary shares of £1 each (before subdivision and capitalisation) in the Company on the 4th February 1994. The balance is convertible on the 25th February 1996 into 94,900 ordinary shares of 5p each in the Company.

27 Post Balance Sheet Events

On the 21st April 1994, the Company granted options under the Save As You Earn Scheme on 162,886 ordinary shares of 5p each at a price of £2.00 per share.

28 Restatement of Prior Year Results

	Note	£'000
Profit before taxation as previously reported		2,653
Founder Directors' Remuneration	a	614
Adjustment for stock obsolescence	b	(1,288)
		1,979

Note a)
To reflect consistency with the current year, the Directors have restated the figure for 1993 to exclude Founder Directors Remuneration.

Note b)
The Directors have restated the stock obsolescence provision for the year ended 31st March 1993 in line with the Company's current policy for calculating obsolete and slow moving stock.

Notes to the cash flow statement for the year ended 31st March 1994

29 Reconciliation of operating profit to net cash inflow from operating activities

	1994	**1993**
	£'000	£'000
Operating Profit	2,672	1,948
Depreciation Charges	717	706
Profit on sale of tangible fixed assets	(26)	54
Increase in Stocks	(679)	(702)
Increase in Debtors	(1,623)	(556)
Increase in Creditors	362	945
Decrease in Value of Leasehold Property	-	10
Net Cash inflow from continuing operating activities	1,423	2,405

30 Analysis of Changes in cash and cash equivalents during the year

	£'000
Balance at 1st April 1993	446
Net cash inflow	919
Balance at 31st March 1994	1,365

31 Analysis of the balances of cash and cash equivalents as shown in the balance sheet

	Balances at		Change in year
	31.3.94	**31.3.93**	**1994**
	£'000	£'000	£'000
Cash at Bank and in hand	1,753	633	1,120
Bank Overdrafts	(388)	(187)	(201)
	1,365	446	919

32 Analysis of changes in financing during the year

	Share capital including premium £'000	Loan Notes £'000
Balance as at 1st April 1993	10	-
Cash inflow from financing	3,155	667
Shares issued on conversion of loan stock	500	(500)
Shares issued for non-cash consideration	667	-
Balance as at 31st March 1994	4,332	167

Notes to the cash flow statement for the year ended 31st March 1994

33 Purchase of Subsidiary Undertaking

	1994 £'000
Net assets acquired	
Tangible fixed assets	158
Stocks	215
Debtors	472
Creditors	(397)
Bank Overdrafts	(98)
Loans	(91)
Deferred Taxation	(2)
Hire Purchase Liabilities	(80)
	177
Less acquisition costs	(3)
Goodwill	826
	1,000
Satisfied by	
Loan Notes (see note 26)	667
Cash	333
	1,000

The subsidiary undertaking acquired during the year contributed £252,000 to the Group's net operating cash flows, paid £7,000 in respect of net returns on investments and servicing of finance, paid £5,000 in respect of taxation and utilised £6,000 for investing activities.

34 Analysis of the net outflow of cash and cash equivalents in respect of the purchase of a subsidiary undertaking

	1994 £'000
Cash consideration	(333)
Bank overdrafts of acquired subsidiary undertaking	(98)
Loans of acquired subsidiary undertaking	(92)
Net outflow of cash and cash equivalents in respect of the purchase of subsidiary	(523)

Trifast plc

Summarised Group profit and loss accounts.

	Year Ended 31 March 1991 £'000	Year Ended 31 March 1992 £'000	Year Ended 31 March 1993 £'000	Year Ended 31 March 1994 £'000
Turnover	18,706	19,589	23,186	29,103
Cost of sales	(10,462)	(11,243)	(13,350)	(17,272)
Gross profit	8,244	8,346	9,836	11,831
Selling and distribution costs	(996)	(1,133)	(1,163)	(1,274)
Administrative expenses	(5,590)	(5,867)	(6,733)	(7,916)
Other operating income	22	7	8	31
Operating profit	1,680	1,353	1,948	2,672
Loss on sale of properties	(100)	-	-	-
Net interest receivable/(payable)	14	75	31	(39)
Profit on ordinary activities before taxation	1,594	1,428	1,979	2,633
Taxation	(625)	(563)	(771)	(962)
Profit on ordinary activities after taxation	969	865	1,208	1,671
Dividends	(1,162)	(1,020)	(9)	(136)
Founder directors remuneration	(450)	(446)	(411)	-
Retained (loss)/profit for the period	(643)	(601)	788	1,535
Earnings per ordinary share				
Based on profit after taxation	7.31p	6.52p	9.11p	12.23p
Fully diluted	6.97p	6.22p	8.63p	11.73p

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Trifast plc will be held at Bellbrook Park on 18th August 1994 at 11.00am for the following purposes:-

1 To consider the Company's accounts and the reports of the Directors and auditors for the year ended 31st March 1994

2 To declare a dividend

3 To re-elect the following as Directors:-

  3.1 Malcolm Diamond

  3.2 John Wilson

  3.3 Richard Bury

4. To reappoint Simmons Cohen Fine as Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

5. To authorise the Directors to fix the remuneration of the Auditors.

6. As special business, to consider and, if thought fit, pass the following resolution, which will be proposed as a Special Resolution:

"That the authority and power conferred on the Directors by Article 5 (BHE) of the Company's Articles of Association be renewed for the period ending on the date of the Annual General Meeting in 1995 or on 18th November 1995, whichever is the earlier, and for such period:

(a) the Section 80 Amount shall be £264,000; and

(b) the Section 89 Amount shall be £39,600."

7. As special business, to consider and, if thought fit, pass the following resolution, which will be proposed as an Ordinary Resolution:

'That a proposed amendment to the Rules of the Company's Savings Related Share Option Scheme, which scheme was adopted on 4th February 1994, be and is hereby approved in accordance with Rule 12.1(a) of that Scheme and that the Directors be and are hereby authorised to do all acts and things necessary or expedient to obtain approval by the Inland Revenue and subject thereto for implementing and giving effect to that amendment, which is as follows:

That Rule 1 be amended by deleting from the definition of 'Eligible Employee' the words:

".. a director or employee for four years 323 days or more"

where they appear in paragraph (a) of that definition and substituting therefor the words:

"a director or employee for one year or more".'

By order of the Board.

John Wilson

Secretary

18th July 1994

Registered office:
Trifast House
Bellbrook Park
Uckfield
East Sussex
TN22 1QW

Notes:

1 A form of proxy is enclosed. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person, in which case any votes case by the proxy will be excluded.

2. To be effective the instrument appointing a proxy, and (failing prior registration) any letter or power of attorney (or a duly certified copy thereof) under which it is executed, must be deposited at the registrars, Lloyds Bank plc, Registrars Dept., The Causeway, Worthing, West Sussex BN99 6DB, not less than 48 hours before the time for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for taking of the poll at which it is to be used.

3 Copies of all contracts of service under which Directors of the Company are employed by the company or any of its subsidiaries are available for inspection at the Company's registered office during business hours on any weekday (Saturdays and public holidays excluded) from the date of this notice until the conclusion of the Annual General Meeting and will also be available for inspection at the place of the meeting from fifteen minutes before it is held until its conclusion.