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STATUTORY INSTRUMENTS

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**1997 No. 220**

**COMPANIES**

**The Companies Act 1985 (Accounts of Small and Medium-sized Companies and Minor Accounting Amendments) Regulations 1997**

<i>Made</i>	- - - -	<i>29th January 1997</i>
<i>Laid before Parliament</i>		<i>5th February 1997</i>
<i>Coming into force</i>	- -	<i>1st March 1997</i>

The Secretary of State, in exercise of the powers conferred on him by section 257 of the Companies Act 1985(1) and of all other powers enabling him in that behalf, hereby makes the following Regulations:

**Citation, interpretation and commencement etc.**

1.—(1) These Regulations may be cited as the Companies Act 1985 (Accounts of Small and Medium-sized Companies and Minor Accounting Amendments) Regulations 1997.

(2) In these Regulations “the 1985 Act” means the Companies Act 1985.

(3) These Regulations—

(a) shall come into force on 1st March 1997; and

(b) subject to paragraph (4), shall apply to annual accounts approved by the board of directors on or after that day, and to directors' and auditors' reports on such accounts.

(4) A company may, with respect to a financial year of the company ending on or before 24th March 1997, prepare and deliver to the registrar of companies such annual accounts and directors' and auditors' reports as it would have been required to prepare and deliver had the amendments to the 1985 Act effected by these Regulations not been made.

**Special provisions for small companies**

2.—(1) For section 246 of the 1985 Act(2) there shall be substituted the following section—

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(1) 1985 c. 6: section 257 was substituted by section 20 of the Companies Act 1989 (c. 40).

(2) Section 246 was substituted by section 13(1) of the Companies Act 1989 and amended by regulation 4 of S.I. 1992/2452 and regulation 7 of S.I. 1996/189.

#### **“246 Special provisions for small companies**

(1) Subject to section 247A, this section applies where a company qualifies as a small company in relation to a financial year.

(2) If the company’s individual accounts for the year—

(a) comply with the provisions of Schedule 8, or

(b) fail to comply with those provisions only in so far as they comply instead with one or more corresponding provisions of Schedule 4,

they need not comply with the provisions or, as the case may be, the remaining provisions of Schedule 4; and where advantage is taken of this subsection, references in section 226 to compliance with the provisions of Schedule 4 shall be construed accordingly.

(3) The company’s individual accounts for the year need not give the information required by—

(a) paragraph 4 of Schedule 5 (financial years of subsidiary undertakings);

(b) paragraph 1(3) of Schedule 6 (breakdown of aggregate amount of directors' emoluments);

(c) paragraphs 2 to 5 of Schedule 6 (details of chairman’s and directors' emoluments); or

(d) paragraph 7 of Schedule 6 (pensions of directors and past directors).

(4) The directors' report for the year need not give the information required by—

(a) section 234(1)(a) and (b) (fair review of business and amount to be paid as dividend);

(b) paragraph 1(2) of Schedule 7 (statement of market value of fixed assets where substantially different from balance sheet amount);

(c) paragraph 6 of Schedule 7 (miscellaneous disclosures); or

(d) paragraph 11 of Schedule 7 (employee involvement).

(5) Notwithstanding anything in section 242(1), the directors of the company need not deliver to the registrar any of the following, namely—

(a) a copy of the company’s profit and loss account for the year;

(b) a copy of the directors' report for the year; and

(c) if they deliver a copy of a balance sheet drawn up as at the last day of the year which complies with the requirements of Schedule 8A, a copy of the company’s balance sheet drawn up as at that day.

(6) Neither a copy of the company’s accounts for the year delivered to the registrar under section 242(1), nor a copy of a balance sheet delivered to the registrar under subsection (5)(c), need give the information required by—

(a) paragraph 4 of Schedule 5 (financial years of subsidiary undertakings);

(b) paragraph 6 of Schedule 5 (shares of company held by subsidiary undertakings);

(c) Part I of Schedule 6 (directors' and chairman’s emoluments, pensions and compensation for loss of office); or

(d) section 390A(3) (amount of auditors' remuneration).

(7) The provisions of section 233 as to the signing of the copy of the balance sheet delivered to the registrar apply to a copy of a balance sheet delivered under subsection (5)(c).

(8) Subject to subsection (9), each of the following, namely—

(a) accounts prepared in accordance with subsection (2) or (3),

(b) a report prepared in accordance with subsection (4), and

(c) a copy of accounts delivered to the registrar in accordance with subsection (5) or (6), shall contain a statement in a prominent position on the balance sheet, in the report or, as the case may be, on the copy of the balance sheet, above the signature required by section 233, 234A or subsection (7), that they are prepared in accordance with the special provisions of this Part relating to small companies.

(9) Subsection (8) does not apply where the company is exempt by virtue of section 250 (dormant companies) from the obligation to appoint auditors.”

(2) For Schedule 8 to the 1985 Act there shall be substituted the provisions set out in Schedule 1 to these Regulations.

(3) After Schedule 8 to the 1985 Act there shall be inserted, as Schedule 8A, the provisions set out in Schedule 2 to these Regulations.

### **Special provisions for medium-sized companies**

3. After section 246 of the 1985 Act there shall be inserted the following section—

#### **“Special provisions for medium-sized companies**

**246A.**—(1) Subject to section 247A, this section applies where a company qualifies as a medium-sized company in relation to a financial year.

(2) The company’s individual accounts for the year need not comply with the requirements of paragraph 36A of Schedule 4 (disclosure with respect to compliance with accounting standards).

(3) The company may deliver to the registrar a copy of the company’s accounts for the year—

(a) which includes a profit and loss account in which the following items listed in the profit and loss account formats set out in Part I of Schedule 4 are combined as one item under the heading “gross profit or loss”—

Items 1, 2, 3 and 6 in Format 1;

Items 1 to 5 in Format 2;

Items A.1, B.1 and B.2 in Format 3;

Items A.1, A.2 and B.1 to B.4 in Format 4;

(b) which does not contain the information required by paragraph 55 of Schedule 4 (particulars of turnover).

(4) A copy of accounts delivered to the registrar in accordance with subsection (3) shall contain a statement in a prominent position on the copy of the balance sheet, above the signature required by section 233, that the accounts are prepared in accordance with the special provisions of this Part relating to medium-sized companies.”

### **Cases in which special provisions do not apply**

4. After section 247 of the 1985 Act(3) there shall be inserted the following section—

#### **“Cases in which special provisions do not apply**

**247A.**—(1) Nothing in section 246 or 246A shall apply where—

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(3) Section 247 was substituted by section 13(1) of the Companies Act 1989 and amended by regulation 5 of S.I. 1992/2452 and by regulation 8 of S.I. 1996/189.

- (a) the company is, or was at any time within the financial year to which the accounts relate—
    - (i) a public company,
    - (ii) a banking or insurance company, or
    - (iii) an authorised person under the Financial Services Act 1986; or
  - (b) the company is, or was at any time during that year, a member of an ineligible group.
- (2) A group is ineligible if any of its members is—
- (a) a public company or a body corporate which (not being a company) has power under its constitution to offer its shares or debentures to the public and may lawfully exercise that power,
  - (b) an authorised institution under the Banking Act 1987,
  - (c) an insurance company to which Part II of the Insurance Companies Act 1982 applies, or
  - (d) an authorised person under the Financial Services Act 1986.
- (3) A parent company shall not be treated as qualifying as a small company in relation to a financial year unless the group headed by it qualifies as a small group, and shall not be treated as qualifying as a medium-sized company in relation to a financial year unless that group qualifies as a medium-sized group (see section 249).”

### **Special auditors' report**

5. After section 247A of the 1985 Act there shall be inserted the following section—

#### **“Special auditors' report**

- 247B.**—(1) This section applies where—
- (a) the directors of a company propose to deliver to the registrar copies of accounts (“abbreviated accounts”) prepared in accordance with section 246(5) or (6) or 246A(3) (“the relevant provision”),
  - (b) the directors have not taken advantage of the exemption from audit conferred by section 249A(1) or (2), and
  - (c) the company is not exempt by virtue of section 250 from the obligation to appoint auditors.
- (2) If abbreviated accounts prepared in accordance with the relevant provision are delivered to the registrar, they shall be accompanied by a copy of a special report of the auditors stating that in their opinion—
- (a) the company is entitled to deliver abbreviated accounts prepared in accordance with that provision, and
  - (b) the abbreviated accounts to be delivered are properly prepared in accordance with that provision.
- (3) In such a case a copy of the auditors' report under section 235 need not be delivered, but—
- (a) if that report was qualified, the special report shall set out that report in full together with any further material necessary to understand the qualification; and
  - (b) if that report contained a statement under—

(i) section 237(2) (accounts, records or returns inadequate or accounts not agreeing with records and returns), or

(ii) section 237(3) (failure to obtain necessary information and explanations),

the special report shall set out that statement in full.

(4) Section 236 (signature of auditors' report) applies to a special report under this section as it applies to a report under section 235.

(5) If abbreviated accounts prepared in accordance with the relevant provision are delivered to the registrar, references in section 240 (requirements in connection with publication of accounts) to the auditors' report under section 235 shall be read as references to the special auditors' report under this section.”

### **Group accounts prepared by small company**

6. After section 248 of the 1985 Act(4) there shall be inserted the following section—

#### **“Group accounts prepared by small company**

**248A.**—(1) This section applies where a small company—

(a) has prepared individual accounts for a financial year in accordance with section 246(2) or (3), and

(b) is preparing group accounts in respect of the same year.

(2) If the group accounts—

(a) comply with the provisions of Schedule 8, or

(b) fail to comply with those provisions only in so far as they comply instead with one or more corresponding provisions of Schedule 4,

they need not comply with the provisions or, as the case may be, the remaining provisions of Schedule 4; and where advantage is taken of this subsection, references in Schedule 4A to compliance with the provisions of Schedule 4 shall be construed accordingly.

(3) For the purposes of this section, Schedule 8 shall have effect as if, in each balance sheet format set out in that Schedule, for item B.III there were substituted the following item—

#### *“B.III Investments*

1. Shares in group undertakings

2. Interests in associated undertakings

3. Other participating interests

4. Loans to group undertakings and undertakings in which a participating interest is held

5. Other investments other than loans

6. Others.”

(4) The group accounts need not give the information required by the provisions specified in section 246(3).

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(4) Section 248 was substituted by section 13(3) of the Companies Act 1989, and amended by regulation 9 of S.I. 1996/189.

(5) Group accounts prepared in accordance with this section shall contain a statement in a prominent position on the balance sheet, above the signature required by section 233, that they are prepared in accordance with the special provisions of this Part relating to small companies.”

### Minor and consequential amendments

7.—(1) In subsection (5)(b) of section 171 of the 1985 Act (power of private companies to redeem or purchase own shares out of capital) after “paragraph 34 of Schedule 4” there shall be inserted “or paragraph 34 of Schedule 8”.

(2) In section 247(5) of the 1985 Act (calculation of balance sheet total for determining whether company small or medium-sized) after “Part I of Schedule 4” there shall be inserted “or Part I of Schedule 8”.

(3) In section 249C(6) of the 1985 Act (provisions of Part VII on which reporting accountant has to give opinion)(5), for “section 246(1)(a) and (1A) and Section A of Part I of Schedule 8” there shall be substituted “section 246(2) and (3)”.

(4) In section 250 of the 1985 Act (resolution not to appoint auditors)(6)—

(a) in subsection (1)(b), for sub-paragraph (i) there shall be substituted—

“(i) is entitled in respect of its individual accounts for that year to prepare accounts in accordance with section 246(2), or would be so entitled but for the application of subsection (1)(a)(i) or (b) of section 247A, and,” and

(b) in subsection (4), for paragraph (d) there shall be substituted—

“(d) the company shall be treated as a company entitled to prepare accounts in accordance with section 246(2) notwithstanding that it is a member of an ineligible group.”

(5) In section 260(6) of the 1985 Act (meaning of “participating interest” in balance sheet and profit and loss account formats)(7) after “Schedule 4,” there shall be inserted “Part I of Schedule 8, Schedule 8A,”.

(6) In the index of defined expressions set out in section 262A of the 1985 Act(8)—

(a) in the entry relating to “historical cost accounting rules”, there shall be inserted at the appropriate place the words—

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“—in Schedule 8 paragraph 29 of that Schedule”;

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(b) in the entry relating to “listed investment”, there shall be inserted at the appropriate place the words—

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“—in Schedule 8 paragraph 54 of that Schedule”;

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(c) for the entry relating to “pension costs” there shall be substituted the following entry—

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“pension costs—in Schedule 4 paragraph 94(2) of that Schedule

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(5) Section 249C was inserted by S.I. 1994/1935.

(6) Section 250 was inserted by section 14 of the Companies Act 1989, and amended by regulation 2 of S.I. 1992/3003, and by regulation 11 of S.I. 1996/189.

(7) Section 260 was substituted by section 22 of the Companies Act 1989, and amended by regulation 5(1) of, and paragraph 4 of Schedule 2 to, S.I. 1993/3246.

(8) Section 262A was inserted by section 22 of the Companies Act 1989 and was amended by regulation 6 of, and paragraph 3 of Schedule 2 to, S.I. 1991/2705, by regulation 5 of, and paragraph 5 of Schedule 2 to, S.I. 1993/3246, by regulation 4(2) of S.I. 1994/233, by regulation 4 of, and paragraph 3 of Schedule 1 to, S.I. 1994/1935, and by regulation 12(2) of S.I. 1996/189.

—in Schedule 8 paragraph 59(2) of that Schedule  
—in Schedule 9 paragraph 87(b) of Part I of that Schedule  
—in Schedule 9A paragraph 86(b) of Part I of that Schedule”;

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(d) in the entry relating to “provision”, there shall be inserted at the appropriate place—

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““—in Schedule 8 paragraphs 57 and 58 of that Schedule”; and

(e) in the entry relating to “social security costs”, there shall be inserted at the appropriate place—

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“—in Schedule 8 paragraph 59(1) and (3) of that Schedule”.

(7) In subsection (2)(b) of section 269 of the 1985 Act (treatment of development costs), after “paragraph 20 of Schedule 4” there shall be inserted “paragraph 20 of Schedule 8”.

(8) In paragraph (b) of section 276 of the 1985 Act (distributions in kind)(9) after “Schedule 4” there shall be inserted “or paragraphs 12(a) and 34(3)(a) of Schedule 8”.

(9) In paragraph 48(1) of Schedule 4 and paragraph 68(1) of Schedule 9A to the 1985 Act (statement in notes to accounts of details of indebtedness)(10), for paragraph (b) there shall be substituted—

“(b) in the case of any debts so included which are payable or repayable by instalments, the amount of any instalments which fall due for payment after the end of that period.”

(10) In Schedule 4A to the 1985 Act—

(a) paragraph 1(2) (application of paragraph 59 of Schedule 4 to group accounts)(11) is hereby repealed; and

(b) in paragraph 19(2) (application of provisions of Schedule 4A to proportional consolidation) for “this Part” substitute “this Schedule”.

(11) Paragraph 2(1) (a) in Part II of Schedule 9 to the 1985 Act (application to accounts of banking groups of individual accounts provisions)(12) is hereby repealed.

(12) Paragraph 1(2) (b) in Part II of Schedule 9A to the 1985 Act (application to accounts of insurance groups of individual accounts provisions)(13) is hereby repealed.

29th January 1997

*John M. Taylor*  
Parliamentary Under-Secretary of State for  
Corporate and Consumer Affairs,  
Department of Trade and Industry

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(9) Section 276(b) was amended by section 23 of, and paragraph 7 of Schedule 10 to, the Companies Act 1989.

(10) Paragraph 48 of Schedule 4 was amended by regulation 14(1) of, and paragraph 8 of Schedule 1 to, S.I. 1996/189. Schedule 9A was substituted by regulation 4 of, and Schedule 1 to, S.I. 1993/3246, and paragraph 68 of that Schedule was amended by regulation 14(7) of, and paragraph 11 of Schedule 5 to, S.I. 1996/189.

(11) Schedule 4A was inserted by section 5(2) of, and Schedule 2 to, the Companies Act 1989; paragraph 1 of Schedule 4A was amended by regulation 14(2) of, and paragraph 2 of Schedule 2 to, S.I. 1996/189.

(12) Parts I to III of Schedule 9 were inserted by regulation 5 of, and Schedule 1 to, S.I. 1991/2705, and amended by regulation 14(6) of, and Schedule 4 to, S.I. 1996/189.

(13) Schedule 9A was inserted by regulation 4 of, and Schedule 1 to, S.I. 1993/3246, and amended by regulation 14(7) of, and Schedule 5 to, S.I. 1996/189.

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SCHEDULE 1

Regulation 2(2)

[SCHEDULE 8 TO THE COMPANIES ACT 1985]  
FORM AND CONTENT OF ACCOUNTS PREPARED BY SMALL COMPANIES

PART I

GENERAL RULES AND FORMATS

Section A

*General Rules*

1.—(1) Subject to the following provisions of this Schedule—

- (a) every balance sheet of a small company shall show the items listed in either of the balance sheet formats set out below in section B of this Part; and
- (b) every profit and loss account of a small company shall show the items listed in any one of the profit and loss account formats so set out;

in either case in the order and under the headings and sub-headings given in the format adopted.

(2) Sub-paragraph (1) above is not to be read as requiring the heading or sub-heading for any item to be distinguished by any letter or number assigned to that item in the format adopted.

2.—(1) Where in accordance with paragraph 1 a small company's balance sheet or profit and loss account for any financial year has been prepared by reference to one of the formats set out in section B below, the directors of the company shall adopt the same format in preparing the accounts for subsequent financial years of the company unless in their opinion there are special reasons for a change.

(2) Particulars of any change in the format adopted in preparing a small company's balance sheet or profit and loss account in accordance with paragraph 1 shall be disclosed, and the reasons for the change shall be explained, in a note to the accounts in which the new format is first adopted.

3.—(1) Any item required in accordance with paragraph 1 to be shown in a small company's balance sheet or profit and loss account may be shown in greater detail than required by the format adopted.

(2) A small company's balance sheet or profit and loss account may include an item representing or covering the amount of any asset or liability, income or expenditure not otherwise covered by any of the items listed in the format adopted, but the following shall not be treated as assets in any small company's balance sheet—

- (a) preliminary expenses;
- (b) expenses of and commission on any issue of shares or debentures; and
- (c) costs of research.

(3) In preparing a small company's balance sheet or profit and loss account the directors of the company shall adapt the arrangement and headings and sub-headings otherwise required by paragraph 1 in respect of items to which an Arabic number is assigned in the format adopted, in any case where the special nature of the company's business requires such adaptation.

(4) Items to which Arabic numbers are assigned in any of the formats set out in section B below may be combined in a small company's accounts for any financial year if either—

- (a) their individual amounts are not material to assessing the state of affairs or profit or loss of the company for that year; or



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(b) the combination facilitates that assessment;

but in a case within paragraph (b) the individual amounts of any items so combined shall be disclosed in a note to the accounts.

(5) Subject to paragraph 4(3) below, a heading or sub-heading corresponding to an item listed in the format adopted in preparing a small company's balance sheet or profit and loss account shall not be included if there is no amount to be shown for that item in respect of the financial year to which the balance sheet or profit and loss account relates.

(6) Every profit and loss account of a small company shall show the amount of the company's profit or loss on ordinary activities before taxation.

(7) Every profit and loss account of a small company shall show separately as additional items—

(a) any amount set aside or proposed to be set aside to, or withdrawn or proposed to be withdrawn from, reserves;

(b) the aggregate amount of any dividends paid and proposed.

4.—(1) In respect of every item shown in a small company's balance sheet or profit and loss account the corresponding amount for the financial year immediately preceding that to which the balance sheet or profit and loss account relates shall also be shown.

(2) Where that corresponding amount is not comparable with the amount to be shown for the item in question in respect of the financial year to which the balance sheet or profit and loss account relates, the former amount shall be adjusted and particulars of the adjustment and the reasons for it shall be disclosed in a note to the accounts.

(3) Paragraph 3(5) does not apply in any case where an amount can be shown for the item in question in respect of the financial year immediately preceding that to which the balance sheet or profit and loss account relates, and that amount shall be shown under the heading or sub-heading required by paragraph 1 for that item.

5. Amounts in respect of items representing assets or income may not be set off against amounts in respect of items representing liabilities or expenditure (as the case may be), or vice versa.

## Section B

### *The Required Formats for Accounts*

#### ***Preliminary***

6. References in this Part of this Schedule to the items listed in any of the formats set out below are to those items read together with any of the notes following the formats which apply to any of those items, and the requirement imposed by paragraph 1 to show the items listed in any such format in the order adopted in the format is subject to any provision in those notes for alternative positions for any particular items.

7. A number in brackets following any item in any of the formats set out below is a reference to the note of that number in the notes following the formats.

8. In the notes following the formats—

(a) the heading of each note gives the required heading or sub-heading for the item to which it applies and a reference to any letters and numbers assigned to that item in the formats set out below (taking a reference in the case of Format 2 of the balance sheet formats to the item listed under "Assets" or under "Liabilities" as the case may require); and

(b) references to a numbered format are to the balance sheet format or (as the case may require) to the profit and loss account format of that number set out below.

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## **Balance Sheet Formats**

### *Format 1*

- A.** Called up share capital not paid (1)
- B.** Fixed assets
  - (I) Intangible assets
    - (1) Goodwill (2)
    - (2) Other intangible assets (3)
  - (II) Tangible assets
    - (1) Land and buildings
    - (2) Plant and machinery etc.
  - (III) Investments
    - (1) Shares in group undertakings and participating interests
    - (2) Loans to group undertakings and undertakings in which the company has a participating interest
    - (3) Other investments other than loans
    - (4) Other investments (4)
- C.** Current assets
  - (I) Stocks
    - (1) Stocks
    - (2) Payments on account
  - (II) Debtors (5)
    - (1) Trade debtors
    - (2) Amounts owed by group undertakings and undertakings in which the company has a participating interest
    - (3) Other debtors
  - (III) Investments
    - (1) Shares in group undertakings
    - (2) Other investments
  - (IV) Cash at bank and in hand
- D.** Prepayments and accrued income (6)
- E.** Creditors: amounts falling due within one year
  - (1) Bank loans and overdrafts
  - (2) Trade creditors
  - (3) Amounts owed to group undertakings and undertakings in which the company has a participating interest
  - (4) Other creditors (7)
- F.** Net current assets (liabilities) (8)
- G.** Total assets less current liabilities
- H.** Creditors: amounts falling due after more than one year

- (1) Bank loans and overdrafts
- (2) Trade creditors
- (3) Amounts owed to group undertakings and undertakings in which the company has a participating interest
- (4) Other creditors (7)
- I.** Provisions for liabilities and charges
- J.** Accruals and deferred income (7)
- K.** Capital and reserves
  - (I) Called up share capital (9)
  - (II) Share premium account
  - (III) Revaluation reserve
  - (IV) Other reserves
  - (V) Profit and loss account

### ***Balance Sheet Formats***

#### *Format 2*

#### **ASSETS**

- A.** Called up share capital not paid (1)
- B.** Fixed assets
  - (I) Intangible assets
    - (1) Goodwill (2)
    - (2) Other intangible assets (3)
  - (II) Tangible assets
    - (1) Land and buildings
    - (2) Plant and machinery etc.
  - (III) Investments
    - (1) Shares in group undertakings and participating interests
    - (2) Loans to group undertakings and undertakings in which the company has a participating interest
    - (3) Other investments other than loans
    - (4) Other investments (4)
- C.** Current assets
  - (I) Stocks
    - (1) Stocks
    - (2) Payments on account
  - (II) Debtors (5)
    - (1) Trade debtors
    - (2) Amounts owed by group undertakings and undertakings in which the company has a participating interest

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- (3) Other debtors
- (III) Investments
  - (1) Shares in group undertakings
  - (2) Other investments
- (IV) Cash at bank and in hand
- D.** Prepayments and accrued income (6)

## **LIABILITIES**

- A.** Capital and reserves
  - (I) Called up share capital (9)
  - (II) Share premium account
  - (III) Revaluation reserve
  - (IV) Other reserves
  - (V) Profit and loss account
- B.** Provisions for liabilities and charges
- C.** Creditors (10)
  - (1) Bank loans and overdrafts
  - (2) Trade creditors
  - (3) Amounts owed to group undertakings and undertakings in which the company has a participating interest
  - (4) Other creditors (7)
- D.** Accruals and deferred income (7)

### *Notes on the balance sheet formats*

#### *Called up share capital not paid*

- (1) (Formats 1 and 2, items A and C.II.3.)

This item may either be shown at item A or included under item C.II.3 in Format 1 or 2.

#### *Goodwill*

- (2) (Formats 1 and 2, item B.I.1.)

Amounts representing goodwill shall only be included to the extent that the goodwill was acquired for valuable consideration.

#### *Other intangible assets*

- (3) (Formats 1 and 2, item B.I.2.)

Amounts in respect of concessions, patents, licences, trade marks and similar rights and assets shall only be included in a company's balance sheet under this item if either—

- (a) the assets were acquired for valuable consideration and are not required to be shown under goodwill; or
- (b) the assets in question were created by the company itself.

*Others: Other investments*

- (4) (Formats 1 and 2, items B.III.4 and C.III.2.)

Where amounts in respect of own shares held are included under either of these items, the nominal value of such shares shall be shown separately.

*Debtors*

- (5) (Formats 1 and 2, items C.II.1 to 3.)

The amount falling due after more than one year shall be shown separately for each item included under debtors unless the aggregate amount of debtors falling due after more than one year is disclosed in the notes to the accounts.

*Prepayments and accrued income*

- (6) (Formats 1 and 2, item D.)

This item may alternatively be included under item C.II.3 in Format 1 or 2.

*Other creditors*

- (7) (Format 1, items E.4, H.4 and J and Format 2, items C.4 and D.)

There shall be shown separately—

- (a) the amount of any convertible loans, and
- (b) the amount for creditors in respect of taxation and social security.

Payments received on account of orders shall be included in so far as they are not shown as deductions from stocks.

In Format 1, accruals and deferred income may be shown under item J or included under item E.4 or H.4, or both (as the case may require). In Format 2, accruals and deferred income may be shown under item D or within item C.4 under Liabilities.

*Net current assets (liabilities)*

- (8) (Format 1, item F.)

In determining the amount to be shown under this item any prepayments and accrued income shall be taken into account wherever shown.

*Called up share capital*

- (9) (Format 1, item K.I and Format 2, item A.I.)

The amount of allotted share capital and the amount of called up share capital which has been paid up shall be shown separately.

*Creditors*

- (10) (Format 2, items C.1 to 4.)

Amounts falling due within one year and after one year shall be shown separately for each of these items and for the aggregate of all of these items unless the aggregate amount of creditors falling due within one year and the aggregate amount of creditors falling due after more than one year is disclosed in the notes to the accounts.

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***Profit and loss account formats***

*Format 1 (see note (14) below)*

1. Turnover
2. Cost of sales (11)
3. Gross profit or loss
4. Distribution costs (11)
5. Administrative expenses (11)
6. Other operating income
7. Income from shares in group undertakings
8. Income from participating interests
9. Income from other fixed asset investments (12)
10. Other interest receivable and similar income (12)
11. Amounts written off investments
12. Interest payable and similar charges (13)
13. Tax on profit or loss on ordinary activities
14. Profit or loss on ordinary activities after taxation
15. Extraordinary income
16. Extraordinary charges
17. Extraordinary profit or loss
18. Tax on extraordinary profit or loss
19. Other taxes not shown under the above items
20. Profit or loss for the financial year

***Profit and loss account formats***

*Format 2*

1. Turnover
2. Change in stocks of finished goods and in work in progress
3. Own work capitalised
4. Other operating income
  - (a) (a) Raw materials and consumables
  - (b) Other external charges
6. Staff costs:
  - (a) wages and salaries
  - (b) social security costs
  - (c) other pension costs
- (a) (a) Depreciation and other amounts written off tangible and intangible fixed assets

- (b) Exceptional amounts written off current assets
- 8. Other operating charges
- 9. Income from shares in group undertakings
- 10. Income from participating interests
- 11. Income from other fixed asset investments (12)
- 12. Other interest receivable and similar income (12)
- 13. Amounts written off investments
- 14. Interest payable and similar charges (13)
- 15. Tax on profit or loss on ordinary activities
- 16. Profit or loss on ordinary activities after taxation
- 17. Extraordinary income
- 18. Extraordinary charges
- 19. Extraordinary profit or loss
- 20. Tax on extraordinary profit or loss
- 21. Other taxes not shown under the above items
- 22. Profit or loss for the financial year

***Profit and loss account formats***

*Format 3 (see note (14) below)*

**A. Charges**

- 1. Cost of sales (11)
- 2. Distribution costs (11)
- 3. Administrative expenses (11)
  - (4) Amounts written off investments
- 5. Interest payable and similar charges (13)
- 6. Tax on profit or loss on ordinary activities
  - (7) Profit or loss on ordinary activities after taxation
- 8. Extraordinary charges
- 9. Tax on extraordinary profit or loss
- 10. Other taxes not shown under the above items
- 11. Profit or loss for the financial year

**B. Income**

- 1. Turnover
- 2. Other operating income
- 3. Income from shares in group undertakings

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4. Income from participating interests
5. Income from other fixed asset investments (12)
6. Other interest receivable and similar income (12)
7. Profit or loss on ordinary activities after taxation
8. Extraordinary income
9. Profit or loss for the financial year

### ***Profit and loss account formats***

#### *Format 4*

#### **A. Charges**

1. Reduction in stocks of finished goods and in work in progress
  - (a) (a) Raw materials and consumables
  - (b) Other external charges
3. Staff costs:
  - (a) wages and salaries
  - (b) social security costs
  - (c) other pension costs
  - (a) (a) Depreciation and other amounts written off tangible and intangible fixed assets
  - (b) Exceptional amounts written off current assets
5. Other operating charges
6. Amounts written off investments
7. Interest payable and similar charges (13)
8. Tax on profit or loss on ordinary activities
9. Profit or loss on ordinary activities after taxation
10. Extraordinary charges
11. Tax on extraordinary profit or loss
12. Other taxes not shown under the above items
13. Profit or loss for the financial year

#### **B. Income**

1. Turnover
2. Increase in stocks of finished goods and in work in progress
3. Own work capitalised
4. Other operating income
5. Income from shares in group undertakings
6. Income from participating interests



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7. Income from other fixed asset investments (12)
8. Other interest receivable and similar income (12)
9. Profit or loss on ordinary activities after taxation
10. Extraordinary income
11. Profit or loss for the financial year

### ***Notes on the profit and loss account formats***

*Cost of sales: distribution costs: administrative expenses*

- (11) (Format 1, items 2, 4 and 5 and Format 3, items A.1, 2 and 3.)

These items shall be stated after taking into account any necessary provisions for depreciation or diminution in value of assets.

*Income from other fixed asset investments: other interest receivable and similar income*

- (12) (Format 1, items 9 and 10: Format 2, items 11 and 12: Format 3, items B.5 and 6: Format 4, items B.7 and 8.)

Income and interest derived from group undertakings shall be shown separately from income and interest derived from other sources.

*Interest payable and similar charges*

- (13) (Format 1, item 12: Format 2, item 14: Format 3, item A.5: Format 4, item A.7.)

The amount payable to group undertakings shall be shown separately.

*Formats 1 and 3*

- (14) The amount of any provisions for depreciation and diminution in value of tangible and intangible fixed assets falling to be shown under items 7(a) and A.4(a) respectively in Formats 2 and 4 shall be disclosed in a note to the accounts in any case where the profit and loss account is prepared by reference to Format 1 or Format 3.

## **PART II**

### **ACCOUNTING PRINCIPLES AND RULES**

#### **Section A**

##### ***Accounting Principles***

##### ***Preliminary***

9. Subject to paragraph 15 below, the amounts to be included in respect of all items shown in a small company's accounts shall be determined in accordance with the principles set out in paragraphs 10 to 14.

##### ***Accounting principles***

10. The company shall be presumed to be carrying on business as a going concern.

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**11.** Accounting policies shall be applied consistently within the same accounts and from one financial year to the next.

**12.** The amount of any item shall be determined on a prudent basis, and in particular—

- (a) only profits realised at the balance sheet date shall be included in the profit and loss account; and
- (b) all liabilities and losses which have arisen or are likely to arise in respect of the financial year to which the accounts relate or a previous financial year shall be taken into account, including those which only become apparent between the balance sheet date and the date on which it is signed on behalf of the board of directors in pursuance of section 233 of this Act.

**13.** All income and charges relating to the financial year to which the accounts relate shall be taken into account, without regard to the date of receipt or payment.

**14.** In determining the aggregate amount of any item the amount of each individual asset or liability that falls to be taken into account shall be determined separately.

#### ***Departure from the accounting principles***

**15.** If it appears to the directors of a small company that there are special reasons for departing from any of the principles stated above in preparing the company's accounts in respect of any financial year they may do so, but particulars of the departure, the reasons for it and its effect shall be given in a note to the accounts.

### **Section B**

#### ***Historical Cost Accounting Rules***

#### ***Preliminary***

**16.** Subject to section C of this Part of this Schedule, the amounts to be included in respect of all items shown in a small company's accounts shall be determined in accordance with the rules set out in paragraphs 17 to 28.

#### ***Fixed assets***

##### ***General rules***

**17.** Subject to any provision for depreciation or diminution in value made in accordance with paragraph 18 or 19 the amount to be included in respect of any fixed asset shall be its purchase price or production cost.

**18.** In the case of any fixed asset which has a limited useful economic life, the amount of—

- (a) its purchase price or production cost; or
- (b) where it is estimated that any such asset will have a residual value at the end of the period of its useful economic life, its purchase price or production cost less that estimated residual value;

shall be reduced by provisions for depreciation calculated to write off that amount systematically over the period of the asset's useful economic life.

**19.—(1)** Where a fixed asset investment of a description falling to be included under item B.III of either of the balance sheet formats set out in Part I of this Schedule has diminished in value

provisions for diminution in value may be made in respect of it and the amount to be included in respect of it may be reduced accordingly; and any such provisions which are not shown in the profit and loss account shall be disclosed (either separately or in aggregate) in a note to the accounts.

(2) Provisions for diminution in value shall be made in respect of any fixed asset which has diminished in value if the reduction in its value is expected to be permanent (whether its useful economic life is limited or not), and the amount to be included in respect of it shall be reduced accordingly; and any such provisions which are not shown in the profit and loss account shall be disclosed (either separately or in aggregate) in a note to the accounts.

(3) Where the reasons for which any provision was made in accordance with sub-paragraph (1) or (2) have ceased to apply to any extent, that provision shall be written back to the extent that it is no longer necessary; and any amounts written back in accordance with this sub-paragraph which are not shown in the profit and loss account shall be disclosed (either separately or in aggregate) in a note to the accounts.

#### *Rules for determining particular fixed asset items*

**20.**—(1) Notwithstanding that an item in respect of “development costs” is included under “fixed assets” in the balance sheet formats set out in Part I of this Schedule, an amount may only be included in a small company’s balance sheet in respect of development costs in special circumstances.

(2) If any amount is included in a small company’s balance sheet in respect of development costs the following information shall be given in a note to the accounts—

- (a) the period over which the amount of those costs originally capitalised is being or is to be written off; and
- (b) the reasons for capitalising the development costs in question.

**21.**—(1) The application of paragraphs 17 to 19 in relation to goodwill (in any case where goodwill is treated as an asset) is subject to the following provisions of this paragraph.

(2) Subject to sub-paragraph (3) below, the amount of the consideration for any goodwill acquired by a small company shall be reduced by provisions for depreciation calculated to write off that amount systematically over a period chosen by the directors of the company.

(3) The period chosen shall not exceed the useful economic life of the goodwill in question.

(4) In any case where any goodwill acquired by a small company is shown or included as an asset in the company’s balance sheet the period chosen for writing off the consideration for that goodwill and the reasons for choosing that period shall be disclosed in a note to the accounts.

#### ***Current assets***

**22.** Subject to paragraph 23, the amount to be included in respect of any current asset shall be its purchase price or production cost.

**23.**—(1) If the net realisable value of any current asset is lower than its purchase price or production cost the amount to be included in respect of that asset shall be the net realisable value.

(2) Where the reasons for which any provision for diminution in value was made in accordance with sub-paragraph (1) have ceased to apply to any extent, that provision shall be written back to the extent that it is no longer necessary.

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### ***Miscellaneous and supplementary provisions***

#### *Excess of money owed over value received as an asset item*

**24.**—(1) Where the amount repayable on any debt owed by a small company is greater than the value of the consideration received in the transaction giving rise to the debt, the amount of the difference may be treated as an asset.

(2) Where any such amount is so treated—

- (a) it shall be written off by reasonable amounts each year and must be completely written off before repayment of the debt; and
- (b) if the current amount is not shown as a separate item in the company's balance sheet it must be disclosed in a note to the accounts.

#### *Assets included at a fixed amount*

**25.**—(1) Subject to the following sub-paragraph, assets which fall to be included—

- (a) amongst the fixed assets of a small company under the item "tangible assets"; or
- (b) amongst the current assets of a small company under the item "raw materials and consumables";

may be included at a fixed quantity and value.

(2) Sub-paragraph (1) applies to assets of a kind which are constantly being replaced, where—

- (a) their overall value is not material to assessing the company's state of affairs; and
- (b) their quantity, value and composition are not subject to material variation.

#### *Determination of purchase price or production cost*

**26.**—(1) The purchase price of an asset shall be determined by adding to the actual price paid any expenses incidental to its acquisition.

(2) The production cost of an asset shall be determined by adding to the purchase price of the raw materials and consumables used the amount of the costs incurred by the company which are directly attributable to the production of that asset.

(3) In addition, there may be included in the production cost of an asset—

- (a) a reasonable proportion of the costs incurred by the company which are only indirectly attributable to the production of that asset, but only to the extent that they relate to the period of production; and
- (b) interest on capital borrowed to finance the production of that asset, to the extent that it accrues in respect of the period of production;

provided, however, in a case within paragraph (b) above, that the inclusion of the interest in determining the cost of that asset and the amount of the interest so included is disclosed in a note to the accounts.

(4) In the case of current assets distribution costs may not be included in production costs.

**27.**—(1) Subject to the qualification mentioned below, the purchase price or production cost of—

- (a) any assets which fall to be included under any item shown in a small company's balance sheet under the general item "stocks"; and
- (b) any assets which are fungible assets (including investments);

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may be determined by the application of any of the methods mentioned in sub-paragraph (2) below in relation to any such assets of the same class.

The method chosen must be one which appears to the directors to be appropriate in the circumstances of the company.

(2) Those methods are—

(a) the method known as “first in, first out” (FIFO);

(b) the method known as “last in, first out” (LIFO);

(c) a weighted average price; and

(d) any other method similar to any of the methods mentioned above.

(3) For the purposes of this paragraph, assets of any description shall be regarded as fungible if assets of that description are substantially indistinguishable one from another.

*Substitution of original stated amount where price or cost unknown*

**28.** Where there is no record of the purchase price or production cost of any asset of a small company or of any price, expenses or costs relevant for determining its purchase price or production cost in accordance with paragraph 26, or any such record cannot be obtained without unreasonable expense or delay, its purchase price or production cost shall be taken for the purposes of paragraphs 17 to 23 to be the value ascribed to it in the earliest available record of its value made on or after its acquisition or production by the company.

Section C

*Alternative Accounting Rules*

***Preliminary***

**29.—**(1) The rules set out in section B are referred to below in this Schedule as the historical cost accounting rules.

(2) Those rules, with the omission of paragraphs 16, 21 and 25 to 28, are referred to below in this Part of this Schedule as the depreciation rules; and references below in this Schedule to the historical cost accounting rules do not include the depreciation rules as they apply by virtue of paragraph 32.

**30.** Subject to paragraphs 32 to 34, the amounts to be included in respect of assets of any description mentioned in paragraph 31 may be determined on any basis so mentioned.

***Alternative accounting rules***

**31.—**(1) Intangible fixed assets, other than goodwill, may be included at their current cost.

(2) Tangible fixed assets may be included at a market value determined as at the date of their last valuation or at their current cost.

(3) Investments of any description falling to be included under item B.III of either of the balance sheet formats set out in Part I of this Schedule may be included either—

(a) at a market value determined as at the date of their last valuation; or

(b) at a value determined on any basis which appears to the directors to be appropriate in the circumstances of the company;

but in the latter case particulars of the method of valuation adopted and of the reasons for adopting it shall be disclosed in a note to the accounts.

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(4) Investments of any description falling to be included under item C.III of either of the balance sheet formats set out in Part I of this Schedule may be included at their current cost.

(5) Stocks may be included at their current cost.

### ***Application of the depreciation rules***

**32.**—(1) Where the value of any asset of a small company is determined on any basis mentioned in paragraph 31, that value shall be, or (as the case may require) be the starting point for determining, the amount to be included in respect of that asset in the company's accounts, instead of its purchase price or production cost or any value previously so determined for that asset; and the depreciation rules shall apply accordingly in relation to any such asset with the substitution for any reference to its purchase price or production cost of a reference to the value most recently determined for that asset on any basis mentioned in paragraph 31.

(2) The amount of any provision for depreciation required in the case of any fixed asset by paragraph 18 or 19 as it applies by virtue of sub-paragraph (1) is referred to below in this paragraph as the adjusted amount, and the amount of any provision which would be required by that paragraph in the case of that asset according to the historical cost accounting rules is referred to as the historical cost amount.

(3) Where sub-paragraph (1) applies in the case of any fixed asset the amount of any provision for depreciation in respect of that asset—

- (a) included in any item shown in the profit and loss account in respect of amounts written off assets of the description in question; or
- (b) taken into account in stating any item so shown which is required by note (11) of the notes on the profit and loss account formats set out in Part I of this Schedule to be stated after taking into account any necessary provision for depreciation or diminution in value of assets included under it;

may be the historical cost amount instead of the adjusted amount, provided that the amount of any difference between the two is shown separately in the profit and loss account or in a note to the accounts.

### ***Additional information to be provided in case of departure from historical cost accounting rules***

**33.**—(1) This paragraph applies where the amounts to be included in respect of assets covered by any items shown in a small company's accounts have been determined on any basis mentioned in paragraph 31.

(2) The items affected and the basis of valuation adopted in determining the amounts of the assets in question in the case of each such item shall be disclosed in a note to the accounts.

(3) In the case of each balance sheet item affected (except stocks) either—

- (a) the comparable amounts determined according to the historical cost accounting rules; or
- (b) the differences between those amounts and the corresponding amounts actually shown in the balance sheet in respect of that item;

shall be shown separately in the balance sheet or in a note to the accounts.

(4) In sub-paragraph (3) above, references in relation to any item to the comparable amounts determined as there mentioned are references to—

- (a) the aggregate amount which would be required to be shown in respect of that item if the amounts to be included in respect of all the assets covered by that item were determined according to the historical cost accounting rules; and

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- (b) the aggregate amount of the cumulative provisions for depreciation or diminution in value which would be permitted or required in determining those amounts according to those rules.

### ***Revaluation reserve***

**34.**—(1) With respect to any determination of the value of an asset of a small company on any basis mentioned in paragraph 31, the amount of any profit or loss arising from that determination (after allowing, where appropriate, for any provisions for depreciation or diminution in value made otherwise than by reference to the value so determined and any adjustments of any such provisions made in the light of that determination) shall be credited or (as the case may be) debited to a separate reserve (“the revaluation reserve”).

(2) The amount of the revaluation reserve shall be shown in the company’s balance sheet under a separate sub-heading in the position given for the item “revaluation reserve” in Format 1 or 2 of the balance sheet formats set out in Part I of this Schedule, but need not be shown under that name.

(3) An amount may be transferred—

(a) from the revaluation reserve—

- (i) to the profit and loss account, if the amount was previously charged to that account or represents realised profit, or
- (ii) on capitalisation,

(b) to or from the revaluation reserve in respect of the taxation relating to any profit or loss credited or debited to the reserve;

and the revaluation reserve shall be reduced to the extent that the amounts transferred to it are no longer necessary for the purposes of the valuation method used.

(4) In sub-paragraph (3)(a)(ii) “capitalisation”, in relation to an amount standing to the credit of the revaluation reserve, means applying it in wholly or partly paying up unissued shares in the company to be allotted to members of the company as fully or partly paid shares.

(5) The revaluation reserve shall not be reduced except as mentioned in this paragraph.

(6) The treatment for taxation purposes of amounts credited or debited to the revaluation reserve shall be disclosed in a note to the accounts.

## **PART III**

### **NOTES TO THE ACCOUNTS**

#### ***Preliminary***

**35.** Any information required in the case of any small company by the following provisions of this Part of this Schedule shall (if not given in the company’s accounts) be given by way of a note to those accounts.

#### ***Disclosure of accounting policies***

**36.** The accounting policies adopted by the company in determining the amounts to be included in respect of items shown in the balance sheet and in determining the profit or loss of the company shall be stated (including such policies with respect to the depreciation and diminution in value of assets).

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### ***Information supplementing the balance sheet***

**37.** Paragraphs 38 to 47 require information which either supplements the information given with respect to any particular items shown in the balance sheet or is otherwise relevant to assessing the company's state of affairs in the light of the information so given.

#### *Share capital and debentures*

**38.**—(1) The following information shall be given with respect to the company's share capital—

- (a) the authorised share capital; and
- (b) where shares of more than one class have been allotted, the number and aggregate nominal value of shares of each class allotted.

(2) In the case of any part of the allotted share capital that consists of redeemable shares, the following information shall be given—

- (a) the earliest and latest dates on which the company has power to redeem those shares;
- (b) whether those shares must be redeemed in any event or are liable to be redeemed at the option of the company or of the shareholder; and
- (c) whether any (and, if so, what) premium is payable on redemption.

**39.** If the company has allotted any shares during the financial year, the following information shall be given—

- (a) the classes of shares allotted; and
- (b) as respects each class of shares, the number allotted, their aggregate nominal value, and the consideration received by the company for the allotment.

#### *Fixed assets*

**40.**—(1) In respect of each item which is or would but for paragraph 3(4)(b) be shown under the general item "fixed assets" in the company's balance sheet the following information shall be given—

- (a) the appropriate amounts in respect of that item as at the date of the beginning of the financial year and as at the balance sheet date respectively;
- (b) the effect on any amount shown in the balance sheet in respect of that item of—
  - (i) any revision of the amount in respect of any assets included under that item made during that year on any basis mentioned in paragraph 31;
  - (ii) acquisitions during that year of any assets;
  - (iii) disposals during that year of any assets; and
  - (iv) any transfers of assets of the company to and from that item during that year.

(2) The reference in sub-paragraph (1)(a) to the appropriate amounts in respect of any item as at any date there mentioned is a reference to amounts representing the aggregate amounts determined, as at that date, in respect of assets falling to be included under that item on either of the following bases, that is to say—

- (a) on the basis of purchase price or production cost (determined in accordance with paragraphs 26 and 27); or
- (b) on any basis mentioned in paragraph 31,

(leaving out of account in either case any provisions for depreciation or diminution in value).

(3) In respect of each item within sub-paragraph (1)—



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- (a) the cumulative amount of provisions for depreciation or diminution in value of assets included under that item as at each date mentioned in sub-paragraph (1)(a);
- (b) the amount of any such provisions made in respect of the financial year;
- (c) the amount of any adjustments made in respect of any such provisions during that year in consequence of the disposal of any assets; and
- (d) the amount of any other adjustments made in respect of any such provisions during that year;

shall also be stated.

**41.** Where any fixed assets of the company (other than listed investments) are included under any item shown in the company's balance sheet at an amount determined on any basis mentioned in paragraph 31, the following information shall be given—

- (a) the years (so far as they are known to the directors) in which the assets were severally valued and the several values; and
- (b) in the case of assets that have been valued during the financial year, the names of the persons who valued them or particulars of their qualifications for doing so and (whichever is stated) the bases of valuation used by them.

#### *Investments*

**42.—**(1) In respect of the amount of each item which is or would but for paragraph 3(4)(b) be shown in the company's balance sheet under the general item "investments" (whether as fixed assets or as current assets) there shall be stated how much of that amount is ascribable to listed investments.

(2) Where the amount of any listed investments is stated for any item in accordance with sub-paragraph (1), the following amounts shall also be stated—

- (a) the aggregate market value of those investments where it differs from the amount so stated; and
- (b) both the market value and the stock exchange value of any investments of which the former value is, for the purposes of the accounts, taken as being higher than the latter.

#### *Reserves and provisions*

**43.—**(1) Where any amount is transferred—

- (a) to or from any reserves; or
- (b) to any provisions for liabilities and charges; or
- (c) from any provision for liabilities and charges otherwise than for the purpose for which the provision was established;

and the reserves or provisions are or would but for paragraph 3(4)(b) be shown as separate items in the company's balance sheet, the information mentioned in the following sub-paragraph shall be given in respect of the aggregate of reserves or provisions included in the same item.

(2) That information is—

- (a) the amount of the reserves or provisions as at the date of the beginning of the financial year and as at the balance sheet date respectively;
- (b) any amounts transferred to or from the reserves or provisions during that year; and
- (c) the source and application respectively of any amounts so transferred.

(3) Particulars shall be given of each provision included in the item "other provisions" in the company's balance sheet in any case where the amount of that provision is material.

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#### *Details of indebtedness*

**44.**—(1) For the aggregate of all items shown under “creditors” in the company’s balance sheet there shall be stated the aggregate of the following amounts, that is to say—

- (a) the amount of any debts included under “creditors” which are payable or repayable otherwise than by instalments and fall due for payment or repayment after the end of the period of five years beginning with the day next following the end of the financial year; and
- (b) in the case of any debts so included which are payable or repayable by instalments, the amount of any instalments which fall due for payment after the end of that period.

(2) In respect of each item shown under “creditors” in the company’s balance sheet there shall be stated the aggregate amount of any debts included under that item in respect of which any security has been given by the company.

(3) References above in this paragraph to an item shown under “creditors” in the company’s balance sheet include references, where amounts falling due to creditors within one year and after more than one year are distinguished in the balance sheet—

- (a) in a case within sub-paragraph (1), to an item shown under the latter of those categories; and
- (b) in a case within sub-paragraph (2), to an item shown under either of those categories;

and references to items shown under “creditors” include references to items which would but for paragraph 3(4)(b) be shown under that heading.

**45.** If any fixed cumulative dividends on the company’s shares are in arrear, there shall be stated—

- (a) the amount of the arrears; and
- (b) the period for which the dividends or, if there is more than one class, each class of them are in arrear.

#### *Guarantees and other financial commitments*

**46.**—(1) Particulars shall be given of any charge on the assets of the company to secure the liabilities of any other person, including, where practicable, the amount secured.

(2) The following information shall be given with respect to any other contingent liability not provided for—

- (a) the amount or estimated amount of that liability;
- (b) its legal nature; and
- (c) whether any valuable security has been provided by the company in connection with that liability and if so, what.

(3) There shall be stated, where practicable, the aggregate amount or estimated amount of contracts for capital expenditure, so far as not provided for.

(4) Particulars shall be given of—

- (a) any pension commitments included under any provision shown in the company’s balance sheet; and
- (b) any such commitments for which no provision has been made;

and where any such commitment relates wholly or partly to pensions payable to past directors of the company separate particulars shall be given of that commitment so far as it relates to such pensions.

(5) Particulars shall also be given of any other financial commitments which—

- (a) have not been provided for; and

(b) are relevant to assessing the company's state of affairs.

(6) Commitments within any of sub-paragraphs (1) to (5) which are undertaken on behalf of or for the benefit of—

(a) any parent undertaking or fellow subsidiary undertaking, or

(b) any subsidiary undertaking of the company,

shall be stated separately from the other commitments within that sub-paragraph, and commitments within paragraph (a) shall also be stated separately from those within paragraph (b).

#### *Miscellaneous matters*

**47.** Particulars shall be given of any case where the purchase price or production cost of any asset is for the first time determined under paragraph 28.

#### ***Information supplementing the profit and loss account***

**48.** Paragraphs 49 and 50 require information which either supplements the information given with respect to any particular items shown in the profit and loss account or otherwise provides particulars of income or expenditure of the company or of circumstances affecting the items shown in the profit and loss account.

#### *Particulars of turnover*

**49.**—(1) If the company has supplied geographical markets outside the United Kingdom during the financial year in question, there shall be stated the percentage of its turnover that, in the opinion of the directors, is attributable to those markets.

(2) In analysing for the purposes of this paragraph the source of turnover, the directors of the company shall have regard to the manner in which the company's activities are organised.

#### *Miscellaneous matters*

**50.**—(1) Where any amount relating to any preceding financial year is included in any item in the profit and loss account, the effect shall be stated.

(2) Particulars shall be given of any extraordinary income or charges arising in the financial year.

(3) The effect shall be stated of any transactions that are exceptional by virtue of size or incidence though they fall within the ordinary activities of the company.

#### ***General***

**51.**—(1) Where sums originally denominated in foreign currencies have been brought into account under any items shown in the balance sheet or profit and loss account, the basis on which those sums have been translated into sterling shall be stated.

(2) Subject to the following sub-paragraph, in respect of every item stated in a note to the accounts the corresponding amount for the financial year immediately preceding that to which the accounts relate shall also be stated and where the corresponding amount is not comparable, it shall be adjusted and particulars of the adjustment and the reasons for it shall be given.

(3) Sub-paragraph (2) does not apply in relation to any amounts stated by virtue of any of the following provisions of this Act—

(a) paragraph 13 of Schedule 4A (details of accounting treatment of acquisitions),

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- (b) paragraphs 2, 8(3), 16, 21(1)(d), 22(4) and (5), 24(3) and (4) and 27(3) and (4) of Schedule 5 (shareholdings in other undertakings),
- (c) Parts II and III of Schedule 6 (loans and other dealings in favour of directors and others), and
- (d) paragraphs 40 and 43 above (fixed assets and reserves and provisions).

## PART IV

### INTERPRETATION OF SCHEDULE

**52.** The following paragraphs apply for the purposes of this Schedule and its interpretation.

#### *Historical cost accounting rules*

**53.** References to the historical cost accounting rules shall be read in accordance with paragraph 29.

#### *Listed investments*

**54.** “Listed investment” means an investment as respects which there has been granted a listing on a recognised investment exchange other than an overseas investment exchange within the meaning of the Financial Services Act 1986 or on any stock exchange of repute outside Great Britain.

#### *Loans*

**55.** A loan is treated as falling due for repayment, and an instalment of a loan is treated as falling due for payment, on the earliest date on which the lender could require repayment or (as the case may be) payment, if he exercised all options and rights available to him.

#### *Materiality*

**56.** Amounts which in the particular context of any provision of this Schedule are not material may be disregarded for the purposes of that provision.

#### *Provisions*

**57.—(1)** References to provisions for depreciation or diminution in value of assets are to any amount written off by way of providing for depreciation or diminution in value of assets.

(2) Any reference in the profit and loss account formats set out in Part I of this Schedule to the depreciation of, or amounts written off, assets of any description is to any provision for depreciation or diminution in value of assets of that description.

**58.** References to provisions for liabilities or charges are to any amount retained as reasonably necessary for the purpose of providing for any liability or loss which is either likely to be incurred, or certain to be incurred but uncertain as to amount or as to the date on which it will arise.

#### *Staff costs*

**59.—(1)** “Social security costs” means any contributions by the company to any state social security or pension scheme, fund or arrangement.

(2) “Pension costs” includes any costs incurred by the company in respect of any pension scheme established for the purpose of providing pensions for persons currently or formerly employed by the

company, any sums set aside for the future payment of pensions directly by the company to current or former employees and any pensions paid directly to such persons without having first been set aside.

(3) Any amount stated in respect of the item “social security costs” or in respect of the item “wages and salaries” in the company’s profit and loss account shall be determined by reference to payments made or costs incurred in respect of all persons employed by the company during the financial year under contracts of service.

## SCHEDULE 2

Regulation 2(3)

### [SCHEDULE 8A TO THE COMPANIES ACT 1985] FORM AND CONTENT OF ABBREVIATED ACCOUNTS OF SMALL COMPANIES DELIVERED TO REGISTRAR

## PART I

### BALANCE SHEET FORMATS

1. A small company may deliver to the registrar a copy of the balance sheet showing the items listed in either of the balance sheet formats set out in paragraph 2 below in the order and under the headings and sub-headings given in the format adopted, but in other respects corresponding to the full balance sheet.

2. The formats referred to in paragraph 1 are as follows—

#### ***Balance Sheet Formats***

##### *Format 1*

- A. Called up share capital not paid
- B. Fixed assets
  - (I) Intangible assets
  - (II) Tangible assets
  - (III) Investments
- C. Current assets
  - (I) Stocks
  - (II) Debtors (*I*)
  - (III) Investments
  - (IV) Cash at bank and in hand
- D. Prepayments and accrued income
- E. Creditors: amounts falling due within one year
- F. Net current assets (liabilities)
- G. Total assets less current liabilities
- H. Creditors: amounts falling due after more than one year
- I. Provisions for liabilities and charges

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- J.** Accruals and deferred income
- K.** Capital and reserves
  - (I) Called up share capital
  - (II) Share premium account
  - (III) Revaluation reserve
  - (IV) Other reserves
  - (V) Profit and loss account

### ***Balance Sheet Formats***

#### *Format 2*

#### **ASSETS**

- A.** Called up share capital not paid
- B.** Fixed assets
  - (I) Intangible assets
  - (II) Tangible assets
  - (III) Investments
- C.** Current assets
  - (I) Stocks
  - (II) Debtors (1)
  - (III) Investments
  - (IV) Cash at bank and in hand
- D.** Prepayments and accrued income

#### **LIABILITIES**

- A.** Capital and reserves
  - (I) Called up share capital
  - (II) Share premium account
  - (III) Revaluation reserve
  - (IV) Other reserves
  - (V) Profit and loss account
- B.** Provisions for liabilities and charges
- C.** Creditors (2)
- D.** Accruals and deferred income

#### ***Notes on the balance sheet formats***

##### *Debtors*

- (1) (Formats 1 and 2, item C.II.)

The aggregate amount of debtors falling due after more than one year shall be shown separately, unless it is disclosed in the notes to the accounts.

*Creditors*

(2) (Format 2, Liabilities item C.)

The aggregate amount of creditors falling due within one year and of creditors falling due after more than one year shall be shown separately, unless it is disclosed in the notes to the accounts.

## PART II

### NOTES TO THE ACCOUNTS

#### *Preliminary*

3. Any information required in the case of any small company by the following provisions of this Part of this Schedule shall (if not given in the company's accounts) be given by way of a note to those accounts.

#### *Disclosure of accounting policies*

4. The accounting policies adopted by the company in determining the amounts to be included in respect of items shown in the balance sheet and in determining the profit or loss of the company shall be stated (including such policies with respect to the depreciation and diminution in value of assets).

#### *Information supplementing the balance sheet*

#### *Share capital and debentures*

5.—(1) The following information shall be given with respect to the company's share capital—

- (a) the authorised share capital; and
- (b) where shares of more than one class have been allotted, the number and aggregate nominal value of shares of each class allotted.

(2) In the case of any part of the allotted share capital that consists of redeemable shares, the following information shall be given—

- (a) the earliest and latest dates on which the company has power to redeem those shares;
- (b) whether those shares must be redeemed in any event or are liable to be redeemed at the option of the company or of the shareholder; and
- (c) whether any (and, if so, what) premium is payable on redemption.

6. If the company has allotted any shares during the financial year, the following information shall be given—

- (a) the classes of shares allotted; and
- (b) as respects each class of shares, the number allotted, their aggregate nominal value, and the consideration received by the company for the allotment.

#### *Fixed assets*

7.—(1) In respect of each item to which a letter or Roman number is assigned under the general item "fixed assets" in the company's balance sheet the following information shall be given—

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- (a) the appropriate amounts in respect of that item as at the date of the beginning of the financial year and as at the balance sheet date respectively;
  - (b) the effect on any amount shown in the balance sheet in respect of that item of—
    - (i) any revision of the amount in respect of any assets included under that item made during that year on any basis mentioned in paragraph 31 of Schedule 8;
    - (ii) acquisitions during that year of any assets;
    - (iii) disposals during that year of any assets; and
    - (iv) any transfers of assets of the company to and from that item during that year.
- (2) The reference in sub-paragraph (1)(a) to the appropriate amounts in respect of any item as at any date there mentioned is a reference to amounts representing the aggregate amounts determined, as at that date, in respect of assets falling to be included under that item on either of the following bases, that is to say—
- (a) on the basis of purchase price or production cost (determined in accordance with paragraphs 26 and 27 of Schedule 8); or
  - (b) on any basis mentioned in paragraph 31 of that Schedule,
- (leaving out of account in either case any provisions for depreciation or diminution in value).
- (3) In respect of each item within sub-paragraph (1)—
- (a) the cumulative amount of provisions for depreciation or diminution in value of assets included under that item as at each date mentioned in sub-paragraph (1)(a);
  - (b) the amount of any such provisions made in respect of the financial year;
  - (c) the amount of any adjustments made in respect of any such provisions during that year in consequence of the disposal of any assets; and
  - (d) the amount of any other adjustments made in respect of any such provisions during that year;

shall also be stated.

#### *Details of indebtedness*

**8.—(1)** For the aggregate of all items shown under “creditors” in the company’s balance sheet there shall be stated the aggregate of the following amounts, that is to say—

- (a) the amount of any debts included under “creditors” which are payable or repayable otherwise than by instalments and fall due for payment or repayment after the end of the period of five years beginning with the day next following the end of the financial year; and
- (b) in the case of any debts so included which are payable or repayable by instalments, the amount of any instalments which fall due for payment after the end of that period.

(2) In respect of each item shown under “creditors” in the company’s balance sheet there shall be stated the aggregate amount of any debts included under that item, in respect of which any security has been given by the company.

#### *General*

**9.—(1)** Where sums originally denominated in foreign currencies have been brought into account under any items shown in the balance sheet or profit and loss account, the basis on which those sums have been translated into sterling shall be stated.

(2) Subject to the following sub-paragraph, in respect of every item required to be stated in a note to the accounts by or under any provision of this Act, the corresponding amount for the financial year immediately preceding that to which the accounts relate shall also be stated and where the



corresponding amount is not comparable, it shall be adjusted and particulars of the adjustment and the reasons for it shall be given.

(3) Sub-paragraph (2) does not apply in relation to any amounts stated by virtue of any of the following provisions of this Act—

- (a) paragraph 13 of Schedule 4A (details of accounting treatment of acquisitions),
- (b) paragraphs 2, 8(3), 16, 21(1)(d), 22(4) and (5), 24(3) and (4) and 27(3) and (4) of Schedule 5 (shareholdings in other undertakings),
- (c) Parts II and III of Schedule 6 (loans and other dealings in favour of directors and others), and
- (d) paragraph 7 above (fixed assets).

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## EXPLANATORY NOTE

*(This note does not form part of the Regulations)*

These Regulations amend provisions in Part VII of the Companies Act 1985 (c. 6) (“the 1985 Act”) concerning the accounts of small and medium-sized companies (as defined in section 247 of the 1985 Act). They also make certain minor and consequential amendments to other accounting provisions of Part VII.

2. Regulation 1 makes provision concerning the application of the regulations, and contains transitional provisions.

3. Regulation 2 substitutes a new section 246 (special provisions for small companies) and Schedule 8 (form and content of accounts prepared by small companies), and inserts a new Schedule 8A (form and content of abbreviated accounts of small companies delivered to registrar of companies). The effect of these amendments is to set out in full the provisions governing the form and content of the accounts and reports prepared by small companies and delivered to the registrar, rather than, as previously, operating as a derogation from Schedule 4 to the 1985 Act. New section 246(8) also simplifies the statements required on the balance sheets and in the directors' reports of small companies. Otherwise there are no changes of substance.

4. Regulation 3 inserts a new section 246A (special provisions for medium-sized companies) which brings together the special provisions applying to the accounts of medium-sized companies and simplifies the statement required on the balance sheet of such companies. Otherwise there are no changes of substance.

5. Regulations 4 and 6 restate (without changes of substance) the provisions of the 1985 Act concerning the circumstances in which the special provisions for small and medium-sized companies do not apply (new section 247A) and the preparation of group accounts by small companies (new section 248A).

6. Regulation 5 inserts a new section 247B which restates the provisions previously contained in paragraph 24 of Schedule 8 to the 1985 Act concerning the special auditors' report required when a small or medium-sized company delivers abbreviated accounts to the registrar of companies. There are two changes of substance. Firstly, the auditors are no longer required to make a report to the directors as was formerly provided by paragraph 24(1) of Schedule 8. Secondly, the special report of the auditors delivered to the registrar need no longer in all cases be accompanied by, or set out

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in full, the auditors' report under section 235. It need only do so where the section 235 report was qualified, or contained a statement under section 237(2) (accounts, records or returns inadequate or accounts not agreeing with records and returns) or section 237(3) (failure to obtain necessary information and explanations).

7. Regulation 7 contains amendments to the 1985 Act consequential on the amendments effected by regulations 2 to 6. It also makes other minor amendments to the provisions in Part VII of the 1985 Act. In particular regulation 7(4) makes amendments to section 250 consequential both on the amendments effected by regulations 2 to 6 and on the repeal of section 250(2)(a) of the 1985 Act effected by regulation 11 of the Companies Act 1985 (Miscellaneous Accounting Amendments) Regulations 1996 (S.I.1996/189). Regulation 7(9) further amends paragraph 48(1)(b) of Schedule 4 to the 1985 Act to make clear that disclosure should only be of amounts due after more than 5 years. Regulation 7(10)(a), (11) and (12) makes amendments consequential on the repeal of paragraph 59 of Schedule 4 to the 1985 Act effected by regulation 14(1) of, and paragraph 15 of Schedule 1 to, S.I. 1996/189.