HYDE SAILS LIMITED

REPORT AND ACCOUNTS

30 SEPTEMBER 1999

REGISTERED NO. 1530833

HLB KIDSONS
Chartered Accountants
Chelmsford



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COMPANY INFORMATION

Directors:

Directors:	A E Hyde (Managing Director) M B Lennon J S McMahon K G Sproul
Secretary:	J S McMahon
Company Number:	1530833
Registered Office:	263 Church Road Benfleet Essex SS7 4QL
Auditors:	HLB Kidsons Chartered Accountants Ocean House Waterloo Lane Chelmsford Essex CM1 1BD
Bankers:	National Westminster Bank plc PO Box 53 269 London Road Hadleigh Essex SS7 2DF
Solicitors:	Wortley Byers Regency House 38 Ingrave Road Brentwood Essex CM15 8AX
Business Address:	263 Church Road Benfleet Essex SS7 4QL

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 30 SEPTEMBER 1999

The directors present their report and the accounts for the year ended 30 September 1999.

Principal activity and review of the business

The two principal activities of the company during the year were the cutting of airbags and side panels for the automotive industry and the design and manufacture of sails.

Results and dividends

The results for the year are set out on page 5.

The directors recommend that no dividend be paid for the year.

Year 2000 compliance

As is well known, many computer and digital storage systems express dates using only the last two digits of the year and will thus require modification or replacement to accommodate the Year 2000 and beyond in order to avoid malfunctions and resulting widespread commercial disruption. This is a complex and pervasive issue. The operation of our business depends not only on our own computer systems, but also to some degree on those of our suppliers and customers. This could expose us to further risk in the event that there is a failure by other parties to remedy their own Year 2000 issues.

A company-wide programme, designed to address the impact of the Year 2000 on our business, has been commissioned by the Board and completed. Resources have been allocated and the Board received regular reports on progress.

A significant risk analysis has been performed to determine the impact of the issue on all our activities. From this, prioritised action plans have been developed which are designed to address the key risks in advance of critical dates and without disruption to the underlying business. Priority was given to those systems which could cause a significant financial or legal impact on the company's business if they were to fail. The plan also included a requirement for the testing of systems changes, involving the participation of users.

The risk analysis also considered the impact on our business of Year 2000 related failures by our significant suppliers and customers. In appropriate cases we have initiated formal communication with those other parties.

Given the complexity of the problem, it is not possible for any organisation to guarantee that no Year 2000 problems will remain, because at least some level of failure may still occur. However the Board believes that it has achieved an acceptable state of readiness and has also provided resources to deal promptly with significant subsequent failures or issues that might arise.

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 30 SEPTEMBER 1999 (continued)

Directors and their shareholdings

The following served as directors during the year ended 30 September 1999. Their interests in the shares of the company are set out below:

Director	Class of share	1999	1998
A E Hepper (died July 1999)	Ordinary shares of £1 each	13,072	13,072
A E Hyde (Managing Director)	Ordinary shares of £1 each	207,815	207,815
M B Lennon	Ordinary shares of £1 each	5,113	5,113
J S McMahon	Ordinary shares of £1 each	-	-
K G Sproul (appointed 20 May 1999)	Ordinary shares of £1 each	_	_

Statement of directors' responsibilities

We are required under company law to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company, and of the profit or loss of the company for that period.

In preparing these accounts we are required to:

select suitable accounting policies and apply them consistently

make reasonable and prudent judgements and estimates

state whether accounting standards have been followed and give details of any departures

prepare the accounts on a going concern basis unless in our view the company will be unable to continue in business.

We are also responsible for:

keeping proper accounting records

safeguarding the company's assets

taking reasonable steps for the prevention and detection of fraud.

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 30 SEPTEMBER 1999 (continued)

Auditors

In accordance with section 385 of the Companies Act 1985 a resolution proposing that HLB Kidsons, formerly Kidsons Impey, be re-appointed as auditors will be put to the Annual General Meeting.

J S McMahon

Company Secretary

Registered office:

263 Church Road Benfleet Essex SS7 4QL

Date: 14 Mbnay 2001

AUDITORS' REPORT

Auditors' report to the shareholders of Hyde Sails Limited

We have audited the accounts on pages 5 to 19 which have been prepared under the accounting policies set out on pages 8 and 9.

Respective responsibilities of directors and auditors

As described on page 2, the company's directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 30 September 1999 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chelmsford, Essex.

Date: 14 Monuny 2009

HLB KIDSONS Registered Auditors Chartered Accountants

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 SEPTEMBER 1999

	Note	1000	1000
Turnover	2	1999 £	1998 £
Continuing operations Discontinued operations		3,184,798	2,806,627 3,846,492
Royalties received		3,184,798 3,880	6,653,119
		3,188,678	6,653,119
Cost of sales		(2,168,715)	(5,350,660)
Gross profit		1,019,963	1,302,459
Net operating expenses	3		
Distribution and administration expenses		1,032,954	1,207,998
Operating (loss)/profit	3		
Continuing operations Discontinued operations		(12,991)	(58,159) 152,620
		(12,991)	94,461
Profit on sale of discontinued activities Interest receivable Interest payable and similar charges	4	606 (33,064)	117,683 100 (39,628)
(Loss)/profit on ordinary activities before taxation		(45,449)	172,616
Taxation	6	16,481	(39,920)
(Loss)/profit on ordinary activities after taxation		(28,968)	132,696
Dividends	7		(80,000)
(Loss)/profit for the year	15	(28,968)	52,696

The company has no recognised gains or losses other than those reported in this profit and loss account.

Movements in reserves are set out in note 15.

BALANCE SHEET

30 SEPTEMBER 1999

	Note		1999		1998
Fixed assets		£	£	£	£
Tangible assets	8		744,470		797,579
Investments	9		2,045		2,045
			746,515		799,624
Current assets					
Stocks	10	354,580		321,515	
Debtors	11	282,179		617,427	
Cash at bank and in hand		194,659	-	117,916	
		831,418		1,056,858	
Creditors: amounts falling due within one year	12	(618,919)		(768,549)	
due within one year	12	(010,919)	-	(700,349)	
Net current assets			212,499		288,309
Total assets less current liabilities			959,014		1,087,933
Creditors: amounts falling					
due after more than one year	13		(5,320)		(135,271)
			953,694		952,662
Capital and reserves					
Called up share capital	14		226,000		226,000
Share premium account	15		27,000		27,000
Revaluation reserve	15		240,170		210,170
Other reserves	15		40,000		40,000
Profit and loss account	15		420,524		449,492
Equity shareholders' funds	16		953,694		952,662

The accounts were approved by the board on:/4/16stary 2000 and signed on its behalf by

A E Hyde (Managing Director)

Director

M B Lennon Director

The notes on pages 8 to 19 form an integral part of these accounts.

CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER 1999

	Notes	1999 £	1998 £
Net cash inflow from operating activities	17	1,878	473,295
Returns on investments and servicing of finance	18	(32,458)	(39,528)
Taxation	18	(1,776)	(64,061)
Capital expenditure and financial investment	18	(17,467)	(65,618)
Acquisitions and disposals	18		320,000
		(49,823)	624,088
Equity dividends paid			(80,000)
		(49,823)	544,088
Financing	18	(90,571)	(309,531)
(Decrease)/increase in cash in the year		(140,394)	234,557
Reconciliation of net cash flow to movement in net debt (ne	ote 19).		
(Decrease)/increase in cash in the year		(140,394)	234,557
Cash outflow from decrease in debts and lease financing		90,571	309,531
Change in net debt resulting from cashflows		(49,823)	544,088
New finance leases and hire purchase contracts			(172,115)
Movement in net debt in the year		(49,823)	371,973
Net debt at 1 October 1998		(50,684)	(422,657)
Net debt at 30 September 1999		(100,507)	(50,684)

The notes on pages 8 to 19 form an integral part of these accounts.

NOTES TO THE ACCOUNTS

30 SEPTEMBER 1999

1 Accounting policies

Accounting convention

The accounts are prepared under the historical cost convention modified to include the revaluation of certain fixed assets.

The company has consistently applied all relevant accounting standards.

Turnover

Turnover represents the amount derived from the provision of goods and services during the year, after the deduction of trade discounts and value added tax.

Goodwill

Goodwill, representing the excess of the purchase consideration over the fair value of the net assets acquired, is written off to reserves in the year of acquisition.

Research and development

Research expenditure is charged to the profit and loss account in the year in which it is incurred.

Depreciation

Fixed assets, with the exception of freehold land and buildings, are depreciated at varying rates calculated to write them off over their estimated useful lives as follows:-

Plant and machinery

Fixtures and fittings

Motor vehicles

Yachts

20% - 25% straight line
20% straight line
30% reducing balance
20% straight line

No depreciation is provided on the freehold property. It is the company's policy to maintain its property in a sound state of repair and, accordingly, the directors consider that the life of the property is so long and residual value such that depreciation is immaterial.

Leasing and hire purchase

Assets which have been funded through hire purchase contracts and finance leases are capitalised and depreciated in the same manner as other tangible fixed assets. Resulting obligations under such agreements are included in creditors net of the interest charge allocated to future periods. The interest element of the rental payment is charged to profit and loss account.

Rentals payable under operating leases are charged against income as incurred over the lease term.

NOTES TO THE ACCOUNTS

30 SEPTEMBER 1999

(continued)

1 Accounting policies (continued)

Investments

Fixed asset investments are stated at the lower of cost and net realisable value.

Stocks

Stocks and work in progress are valued by the directors at the lower of cost and net realisable value. Cost comprises direct expenditure and attributable overheads.

Pensions

Contributions in respect of the company's defined contribution pension scheme are charged to the profit and loss account in the year in which they are payable to the scheme.

Deferred taxation

Deferred taxation is provided in respect of liabilities relating to timing differences between profits as computed for taxation purposes and profits as stated in the accounts, except to the extent that the liability is not expected to crystallise in the foreseeable future.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the balance sheet date. Transactions in foreign currencies are recorded at the date of the transactions. All differences are taken to the profit and loss account.

Research and development

Expenditure on research and development incurred in the year other than on fixed assets is charged against profit.

NOTES TO THE ACCOUNTS

30 SEPTEMBER 1999

(continued)

2 Turnover

3

Gross profit

Turnover represents the amount derived from the provision of goods and services which fall within the company's ordinary activities, stated net of value added tax.

The company operates in two principal activities, that of the cutting of airbags and side panels for the automotive industry and the design and manufacture of sails.

Turnover is analy	sed as follows:
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Area of activity		1999 £	1998 £
•		-00 -0 -	
Airbags and side panels Sails		793,536	4,170,294
Sans		2,391,262	2,482,825
Total		3,184,798	6,653,119
Geographical area			
UK		2,846,798	6,353,119
Europe		209,000	150,000
Rest of the world		129,000	150,000
		3,184,798	6,653,119
Operating profit/(loss)			
Operating profit/(loss) is stated after charging:			
Depreciation of tangible fixed assets			
- Owned assets		51,783	112,498
- Assets held under finance leases and hire purch	nase contracts	50,192	23,848
Operating lease rentals - equipment		41,658	25,624
- land and buildings		16,500	11,000
Auditors' remuneration		5,000	4,750
(Profit)/loss on disposal of tangible fixed assets		(1,399)	10,894
Analysis of results		199	9
	Continuing £	Discontinued	Total £
	£		ı
Turnover	3,184,798	-	3,184,798
Royalties receivable	3,880	-	3,880
Cost of sales	(2,168,715)	· <u></u>	(2,168,715)
a	1 010 060		1 010 060

1,019,963

1,019,963

NOTES TO THE ACCOUNTS

30 SEPTEMBER 1999

(continued)

3	Operating profit/(loss) (continued) Analysis of results (continued)	Continuing L	1998 Discontinued £	Total £
	Turnover Cost of sales	2,806,627 (2,036,042)	3,846,492 (3,314,618)	6,653,119 (5,350,660)
	Gross profit	770,585	531,874	1,302,459
	Net operating expenses		1999	
	Distribution and administrative expenses	(1,032,954)		(1,032,954)
	Operating loss	(12,991)		(12,991)
	Net operating expenses		1998	
	Distribution costs Administration costs	(140,980) (687,764)	(80,270) (298,984)	(221,250) (986,748)
		(828,744)	(379,254)	(1,207,998)
	Operating (loss)/profit	(58,159)	152,620	94,461
	The discontinued activities were in the airbag of	utting sector.		
4	Interest payable and similar charges		1999 £	1998 £
	On bank loans and overdraft Hire purchase interest		23,433 9,631	25,572 14,056
			33,064	39,628

NOTES TO THE ACCOUNTS

30 SEPTEMBER 1999

(continued)

5 Employees

Number of employees

The average monthly number of employees (including directors) during the year were:	1999 Number	1998 Number
Administration and sales Production	25 48	21 56
	73	77
Employment costs	£	£
Wages and salaries Social security costs Other pension costs – defined contribution scheme	980,827 83,024 16,776	1,132,650 93,194 11,138
Directors' emoluments	1,080,627	1,236,982
The aggregate emoluments all for services as a director were as follows:		
Directors' emoluments	175,747	124,144
Directors' emoluments disclosed above (excluding pension contributions) include amounts paid to:		
The highest paid director	64,699	67,771
Directors' pension contributions to defined contribution pension schemes were as follows:		
3 Directors (1998: 3 directors)	16,776	11,198
Directors' pension contributions disclosed above include amounts paid to:		
The highest paid director	12,150	11,138

NOTES TO THE ACCOUNTS

30 SEPTEMBER 1999 (continued)

6	Taxation	1999 £	1998 £
	UK current year taxation		
	UK corporation tax at 21% (1998: 21%) Overprovision in previous years	(3,000) 19,481	(39,920)
	Tax credit/(charge)	16,481	(39,920)
	The potential corporation tax at 21% deferred due to tallowances amounted to £38,516 (1998: 21% £35,914).	he availability of accelera	ted capital
7	Dividends		
	Dividends on equity shares:		
	Ordinary shares – paid		80,000

NOTES TO THE ACCOUNTS

30 SEPTEMBER 1999

(continued)

8 Tangible assets

	Freehold land and buildings	Plant and machinery	Fixtures and fittings	Motor vehicles	Yachts	Total
Cost	£	£	£	£	£	£
At 1 October 1998 Additions Revaluation Disposals	460,000 - 30,000 -	556,387 13,975 (2,472)	27,871 5,621	53,603 - - (4,571)	54,855 - (3,362)	1,152,716 19,596 30,000 (10,405)
At 30 September 1999	490,000	567,890	33,492	49,032	51,493	1,191,907
Depreciation						
At 1 October 1998 Disposals Charge for the year	- - -	301,894 (2,472) 78,603	18,955 2,500	12,074 (4,571) 12,389	22,214 (2,632) 8,483	355,137 (9,675) 101,975
At 30 September 1999	=	378,025	21,455	19,892	28,065	447,437
Net book values						
At 30 September 1999	490,000	189,865	12,037	29,140	23,428	744,470
At 1 October 1998	460,000	254,493	8,916	41,529	32,641	797,579

The net book value of plant and machinery and motor vehicles includes £119,729 (1998: £192,200) in respect of assets held under finance leases and hire purchase contracts, the depreciation of which is shown in note 3.

The freehold land and buildings at 263 Church Road, Benfleet, Essex were revalued on an open market, existing use basis in May 1999 by Messrs Taylor and Company, Chartered Surveyors. The excess of £30,000 over previous valuations, has been transferred to the revaluation reserve.

NOTES TO THE ACCOUNTS

30 SEPTEMBER 1999

(continued)

9	Investments	1999 £	1998 £
	Unlisted investment	-	
	At cost	2,045	2,045
10	Stocks		
	Raw materials and consumables Work in progress	209,448 22,003	155,604 37,184
	Finished goods and goods for resale	231,451 123,129	192,788 128,727
		354,580	321,515
11	Debtors		
·	Trade debtors Other debtors Prepayments	259,942 496 21,741 282,179	573,044 20,496 23,887 617,427
12	Creditors: amounts falling due within one year		, , , , , , , , , , , , , , , , , , ,
	Bank overdraft (secured) Bank loan (secured) Net obligations under finance leases and hire purchase	217,137 25,383	24,694
	contracts (secured) Trade creditors Corporation tax Other taxes and social security costs	47,326 239,811 1,743 41,213	8,635 498,863 40,000 68,827
	Accruals and deferred income Other creditors	45,687	68,913 58,617
		618,919	768,549

NOTES TO THE ACCOUNTS

30 SEPTEMBER 1999

(continued)

13	Creditors: amounts falling due after more than one year	1999 £	1998 £
	Bank loan (secured) Net obligations under finance leases and hire purchase	2,250	30,922
	contracts (secured)	3,070	104,349
		5,320	135,271
	Loans		
	Repayable within one year	25,383	24,694
	Repayable between two and five years	2,250	30,922
		27,633	55,616
	Net obligations under finance leases and hire purchase contracts		
	Repayable within one year (Note 12)	47,326	8,635
	Repayable within two to five years	3,070	104,349
		50,396	112,984

The bank loan and overdraft facility are secured by fixed and floating charges over the assets of the company. The bank loans are due for review June 2000. Interest is fixed at 9% on the Commercial Fixed Rate loan and 21/4% above base rate on the remaining loan.

The total secured creditors amounted to £295,166 (1998: £159,965).

14 Share capital

Equity

Authorised

239,000 Ordinary shares of £1 each	239,000	239,000
Allotted, called up and fully paid		
226,000 Ordinary shares of £1 each	226,000	226,000

NOTES TO THE ACCOUNTS

30 SEPTEMBER 1999

(continued)

15	Reserves	Share premium account	Revaluation reserve	Profit and loss account	Capital redemption reserve	Total
		£	£	£	£	£
	At 1 October 1998 Retained profit for the year	27,000 	210,170 30,000	449,492 (28,968)	40,000	726,662 1,032
	At 30 September 1999	27,000	240,170	420,524	40,000	727,694

The company's freehold land and buildings were valued at £490,000 by Taylor and Company, Chartered Surveyors, on 5 May 1999. The surplus of £30,000 over the 1997 valuation is incorporated in the accounts and added to revaluation reserve at 30 September 1999. No provision has been made for corporation tax on the capital gain were the property to be sold at its revalued amount. The estimated potential liability is £17,046.

16	Reconciliation of movements in shareholders' funds	1999 £	1998 £
	(Loss)/profit for the year after taxation	(28,968)	132,696
	Dividends	-	(80,000)
	Revaluation of freehold property	30,000	
	Net addition to shareholders' funds	1,032	52,696
	Opening shareholders' funds at 1 October 1998	952,662	899,966
	Closing shareholders' funds at 30 September 1999	953,694	952,662
17	Reconciliation of operating (loss)/profit to net cash inflow from operating activities		
	Operating (loss)/profit	(12,991)	94,461
	Depreciation	101,975	136,346
	(Profit)/loss on sale of fixed assets	(1,399)	10,894
	(Increase)/decrease in stocks	(33,065)	101,601
	Decrease in debtors	315,248	403,615
	Decrease in creditors	(367,890)	(273,622)
	Net cash inflow from operating activities	1,878	473,295

NOTES TO THE ACCOUNTS

30 SEPTEMBER 1999

(continued)

18	Gross cash flows			1999 £	1998 £
	Returns on investments and servicing of Interest paid Interest element of finance lease rental pay. Interest received			(23,433) (9,631) 606	(25,572) (14,056) 100
				(32,458)	(39,528)
	Taxation Corporation tax paid			(1,776)	(64,061)
	Capital expenditure Payments to acquire tangible assets Receipts from sales of tangible assets			(19,596) 2,129	(93,940) 28,322
	Acquisitions and disposals			(17,467)	(65,618)
	Sale of business			<u>-</u>	320,000
	Financing				
	Repayment of long term bank loans Capital element of hire purchase and finance	ce lease contra	acts	(27,983) (62,588)	(51,957) (257,574)
				(90,571)	(309,531)
19	Analysis of changes in net debt	Opening balance £	Cash flows £	Other changes £	Closing balance £
	Cash at bank and in hand Overdrafts Debt due within one year Debt due after one year Finance lease and hire purchase contracts	117,916 (24,694) (30,922) (112,984)	76,743 (217,137) (689) 28,672 62,588	- - - -	194,659 (217,137) (25,383) (2,250) (50,396)
	Net debt	(50,684)	(49,823)		(100,507)

NOTES TO THE ACCOUNTS

30 SEPTEMBER 1999

(continued)

20 Financial commitments

21

At 30 September 1999 the company had annual commitments under non-cancellable

operating leases as follows: Land and build		buildings	Equipment	
	1999	1998	1999	1998
Expiry date:	£	£	£	£
Within one year	-	-	6,020	8,596
Between two and five years	16,500	16,500	23,214	27,209
	16,500	16,500	29,234	35,805
Capital commitments			1999 £	1998 £
Details of capital commitments at the acco	ounting date are	as follows:		*

Authorised but not contracted for and not provided in the accounts 16,000