C&D Technologies (NCL) Limited Annual report and accounts for the year ended 31 January 2002

Registered Number 1621112



# C&D Technologies (NCL) Limited Annual report and accounts for the year ended 31 January 2002

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### Directors and advisors for the year ended 31 January 2002

#### **Directors**

J P Cummings

(resigned 28 June 2002)

Dr J R Baxter

M P Butterwick

R D Hill

G O Neophitou

S E Markert

J D Johnson

(appointed 13 September 2001)

J R Thomas

(resigned 3 April 2001)

J K Laurie

(resigned 31 July 2002)

P T Plummer

(resigned 31 August 2002)

Dr J C Rich

(resigned 6 September 2001)

#### Secretary

K L Ellam

(resigned 11 April 2002)

J B Hatcher

(appointed 11 April 2002)

#### **Auditors**

Pricewaterhouse Coopers

Central Business Exchange

Midsummer Boulevard

Central Milton Keynes

MK9 2DF

#### **Solicitors**

Ashurst Morris Crisp

Broadwalk House

5 Appold Street

London

EC2A 2HA

### **Registered Office**

1 Tanners Drive

Blakelands North

Milton Keynes

Bucks

MK14 5BU

#### Registered Number

1621112

### Directors' report for the year ended 31 January 2002

The directors present their report and the audited financial statements of the company for the year ended 31 January 2002.

#### Principal activities

The principal activity of the company during the period was the design, manufacture and sale of electronic components.

#### Review of business and future developments

The directors are satisfied with the performance of the company for the period.

#### Results and dividends

The company's profit for the 12 month period ended 31 January 2002 is £1,553,290 (13 month period ended 31 January 2001 as restated: £2,097,268).

A dividend of £13.6028 (13 month period ended 31 January 2001: £28.3976) per ordinary share amounting to £1,676,543 (13 month period ended 31 January 2001: £3,500,000) was paid during the period.

#### Directors and their interests

The directors who held office during the year are shown on page 1.

None of the directors holding office at 31 January 2002 had any interest in the shares of the company at any time during the period.

The directors' interests in shares and share options in the parent company C&D Technologies Inc. \$0.01 shares (including family interest) were as follows:

|                | Ordina     | ry shares  |            | Share opt | ions      |           |
|----------------|------------|------------|------------|-----------|-----------|-----------|
|                | 1 February | 31 January | 1 February |           | 31        | l January |
|                | 2001       | 2002       | 2001       | Granted   | Exercised | 2002      |
| J P Cummings   | -          | -          | 5,000      | 2,100     | -         | 7,100     |
| Dr J R Baxter  | -          | -          | 3,500      | 1,800     | -         | 5,300     |
| M P Butterwick | -          | -          | 2,500      | 1,500     | -         | 4,000     |
| R D Hill       | -          | -          | 2,500      | 1,500     | -         | 4,000     |
| J K Laurie     | -          | -          | 7,500      | 2,400     | -         | 9,900     |
| G O Neophitou  | -          | -          | 2,500      | 1,500     | -         | 4,000     |
| P T Plummer    | -          | -          | -          | 1,800     | -         | 1,800     |
| S E Markert    | 16,136     | 16,136     | 124,000    | 15,780    | (3,500)   | 136,280   |
| J D Johnson    | -          | 640        | 24,600     | 9,420     | -         | 34,020    |
| J R Thomas     | -          | -          | -          | -         | -         | -         |
| Dr J C Rich    | 1,919      | 1,919      | 15,000     | 12,780    | -         | 27,780    |

#### Research and development

Research and development activities in the period have been carried out in order to improve existing products and to develop new products.

#### Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently and that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 January 2002 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Auditors**

The auditors, PricewaterhouseCoopers, have indicated their willingness to continue in office, and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the Board

J B Hatcher Secretary

2 3 October 2002

# Independent auditors' report to the members of C&D Technologies (NCL) Limited

We have audited the financial statements which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses and the related notes.

#### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards issued by the Auditing Practices Board.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

#### Basis of audit opinion

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

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

#### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 January 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers

Chartered Accountants and Registered Auditors

mbeilulooper

Milton Keynes

23 October 2002

# Profit and loss account for the year ended 31 January 2002

|  | Note | 12 month<br>period<br>ended<br>31 January<br>2002<br>£ | As restated<br>13 month<br>period<br>ended<br>31 January<br>2001<br>£ |
|--|------|--|---|
| Turnover – continuing operations               | 3    | 12,663,449   | 15,453,703  |
| Cost of sales                                  |      | (6,003,946)  | (7,203,753)   |
| Gross profit                                   |      | 6,659,503  | 8,249,950   |
| Distribution costs                             |      | (618,899)  | (707,877)   |
| Administrative expenses                        |      | (3,568,576)  | (4,551,596)   |
| Other operating income                         |      | 218,388  | 72,801  |
| Operating profit - continuing operations       | 4    | 2,690,416  | 3,063,278   |
| Costs arising from a fundamental restructuring | 5    | (525,273)  | -   |
| Interest receivable and similar income         |      | 7,772  | 13,380  |
| Interest payable and similar charges           | 8    | (22,004)   | (13,096)  |
| Profit on ordinary activities before taxation  |      | 2,150,911  | 3,063,562   |
| Tax on profit on ordinary activities           | 9    | (597,621)  | (966,294)   |
| Profit for the financial period                |      | 1,553,290  | 2,097,268   |
| Dividends                                      | 10   | (1,676,543)  | (3,500,000)   |
| Retained loss for the financial period         | 20   | (123,253)  | (1,402,732)   |

There is no difference between the profit on ordinary activities before taxation and the retained losses for the period stated above and their historical cost equivalent.

# Statement of total recognised losses for the year ended 31 January 2002

|  | 12 month<br>period<br>ended<br>31<br>January | As restated<br>13 month<br>period<br>ended<br>31 January |
|--|--|--|
| Loss for the financial year  | 2002<br>£<br>(123,253)                       | 2001<br>£<br>(1,402,732)                                 |
| Total recognised losses relating to the period                                   | (123,253)                                    | (1,402,732)  |
| Prior year adjustment (note 9)  Total losses recognised since last annual report | (27,886)<br>(151,139)                        | (1,402,732)  |

# Balance sheet as at 31 January 2002

|  |      |            |             |            | As restated |
|--|------|------------|-------------|------------|-------------|
|  |      | 31 January | 31 January  | 31 January | 31 January  |
|  | Note | 2002       | 2002        | 2001       | 2001        |
|  |      | £_         | £           | £          | £           |
| Fixed assets                                   |      |            |             |            |             |
| Tangible assets                                | 11   | 1,208,634  |             | 1,642,767  |             |
| Investments                                    | 12   | 4          |             | 4          |             |
|  |      |            | 1,208,638   |            | 1,642,771   |
| Current assets                                 |      |            |             |            |             |
| Stock  | 14   | 1,123,705  |             | 1,471,532  |             |
| Debtors  | 15   | 3,508,618  |             | 3,221,054  |             |
| Cash at bank and in hand                       |      | 204,035    |             | 352,665    |             |
|  |      | -          | 4,836,358   |            | 5,045,251   |
| Creditors: amounts falling due within one year | 16   |            | (3,628,220) |            | (4,342,386) |
| Net current assets                             |      |            | 1,208,138   | _          | 702,865     |
| Total assets less current liabilities          |      |            | 2,416,776   |            | 2,345,636   |
| Provision for liabilities and charges          | 18   |            | (222,279)   |            | (27,886)    |
| Net assets                                     |      |            | 2,194,497   |            | 2,317,750   |
| Capital and reserves                           |      |            |             |            |             |
| Called up share capital                        | 19   |            | 12,325      |            | 12,325      |
| Share premium account                          | 20   |            | 211,675     |            | 211,675     |
| Profit and loss account                        | 20   |            | 1,970,497   |            | 2,093,750   |
| Total shareholders' funds - equity             | 21   |            | 2,194,497   |            | 2,317,750   |

The financial statements on pages 5 to 19 were approved by the board of directors on 23:1 October 2002 and were signed on its behalf by:

G O Neophitou

Director

# Notes to the financial statements for the year ended 31 January 2002

### 1 Accounting policies

These financial statements are prepared under the historical cost convention, the accounting policies set out below and in accordance with applicable accounting standards.

#### Turnover

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts. Revenue is recognised on despatch of goods and delivery of services.

#### **Deferred taxation**

Deferred taxation has been recognised as a liability or asset if transactions have occurred at the balance sheet date that give rise to an obligation to pay more taxation in future, or a right to pay less taxation in future. An asset is not recognised to the extent that the transfer of economic benefits in future is uncertain. Deferred tax assets and liabilities recognised have not been discounted.

#### Fixed assets, depreciation and amortisation

Depreciation is calculated to write down the cost less estimated residual value of all tangible assets other than freehold land by equal annual instalments over their expected useful lives. The rates generally applicable are:

| Plant and machinery   | 15 - 25% |
|-----------------------|----------|
| Fixtures and fittings | 15%      |
| Office equipment      | 25%      |
| Motor Vehicles        | 25%      |

#### Foreign currencies

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. All other exchange differences are dealt with through the profit and loss account.

#### Leases

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

#### Pensions

The pension costs charged against profits in relation to the defined contribution schemes represent the amount of the contributions payable to the scheme in respect of the accounting period.

#### Research and development

Research expenditure is written off in the year of expenditure. Development costs incurred on specific projects are capitalised when recoverability can be assessed with reasonable certainty and amortised in line with the expected sales arising from the projects. All other development costs are written off in the year of expenditure.

#### Stocks

Stocks are stated at the lower of cost and net realisable value.

#### Accounting policies continued

#### Consolidation

The financial statements contain information about C&D Technologies (NCL) Limited as an individual company. The company is exempt under Section 228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as it, and its subsidiary undertakings, are included in the consolidated financial statements of C&D Holdings Limited, a company registered in England and Wales.

#### Change in accounting policy

In December 2000, the Accounting Standards Board issued FRS 19, 'Deferred tax'.

The company has adopted FRS 19, 'Deferred tax', in the financial statements. The adoption of the new standard represents a change in accounting policy and the comparative figures have been restated accordingly.

### 2 Cash flow statement and related party disclosures

The company is a wholly-owned subsidiary of C&D Technologies Inc and is included in the consolidated financial statements of that company which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (revised 1996).

The company has also taken advantage of the exemption under the terms of FRS8 from disclosing related party transactions with entities that are part of the C&D Technologies Inc group.

### 3 Segmental reporting

An analysis of turnover by geographical market is given below:

|                      | 12 month<br>period ended<br>31 January | 13 month<br>period ended<br>31 January |
|----------------------|--|--|
|                      | 2002<br>£                              | 2001<br>£                              |
| United Kingdom       | 4,169,691                              | 4,929,110                              |
| Other Western Europe | 4,693,657                              | 5,878,599                              |
| North America        | 2,574,289                              | 3,492,185                              |
| Rest of the World    | 1,225,812                              | 1,153,809                              |
|                      | 12,663,449                             | 15,453,703                             |

Turnover all derives from the company's principal activity of design, manufacture and sale of electronic components.

# 4 Operating profit

|  | 12 month     | 13 month     |
|--|--------------|--------------|
|  | period ended | period ended |
|  | 31 January   | 31 January   |
|  | 2002         | 2001         |
|  | £            | £            |
| Operating profit is stated after charging / (crediting): |              |              |
| Wages and salaries                                       | 2,767,678    | 3,717,723    |
| Social security costs                                    | 236,467      | 310,266      |
| Other pension costs                                      | 159,080      | 172,648      |
| Staff costs  | 3,163,225    | 4,200,637    |
| Depreciation of tangible fixed assets                    | 468,886      | 515,913      |
| Research and development                                 |              |              |
| - current expenditure                                    | 750,390      | 944,817      |
| - amounts amortised from deferred expenditure            | -            | 23,559       |
| (Profit) / loss on disposal of fixed assets              | (11,910)     | 4,345        |
| Operating lease charges                                  |              |              |
| - machinery and equipment                                | 24,025       | 31,316       |
| - other  | 245,691      | 266,671      |
| Auditors' remuneration                                   |              |              |
| - audit services   | 16,500       | 16,000       |
| - non-audit services                                     | 5,000        | 13,000       |

## 5 Costs arising from a fundamental restructuring

During the period, C&D Technologies (NCL) Limited closed its sites at Oxford and Workington and restructured its operations at Milton Keynes. This resulted in an exceptional cost of £525,273 in the period, of which £222,279 is unutilised at the year end, see note 18.

### 6 Directors' emoluments

|   | 12 month period ended | 13 month<br>period ended |
|---|-----------------------|--------------------------|
|   | 31 January            | 31 January               |
|   | 2002                  | 2001                     |
|   | £                     | £                        |
| Aggregate emoluments  | 417,859               | 555,786                  |
| Company contributions to defined contribution pension schemes | 54,324                | 92,024                   |

Retirement benefits are accruing to 7 (2001: 8) directors under defined contribution schemes. During the period one director (2001: nil) exercised options over \$0.01 shares of C&D Technologies Inc.

| Highest paid director  | 12 month     | 13 month     |
|--|--------------|--------------|
| riighest paid director   | period ended | period ended |
|  | 31 January   | 31 January   |
|  | 2002         | 2001         |
|  | £            | £            |
| Total amount of emoluments and amounts (excluding shares) receivable under long-term incentive schemes | 89,444       | 95,912       |
| Company contribution to defined contribution pension schemes   | 11,700       | 30,539       |

During the period the highest paid director exercised nil (2001: 2,000) options over \$0.01 shares of C&D Technologies Inc.

# 7 Employee information

The average monthly number of persons (including executive directors) employed by the company during the period was:

| By activity              | 12 month     | 13 month     |
|--------------------------|--------------|--------------|
| Dy activity              | period ended | period ended |
|                          | 31 January   | 31 January   |
|                          | 2002         | 2001         |
|                          | Number       | Number       |
| Production               | 129          | 152          |
| Selling and distribution | 15           | 16           |
| Administration           | 11           | 9            |
|                          | 155          | 177          |

# 8 Interest payable and similar charges

|  | period ended<br>31 January                          | period ended<br>31 January   |
|--|---|--|
|  | 2002<br>£   | 2001<br>£  |
| Interest payable on bank loans and overdrafts  | 22,004  | 13,096   |
| 9 Taxation on the profit for the period  |   |  |
|  | 12 month<br>period ended<br>31 January<br>2002<br>£ | As restated<br>13 month<br>period ended<br>31 January<br>2001<br>£ |
| Current tax:   |   |  |
| UK corporation tax at 30% (2001: 30%)  | 703,902   | 942,794  |
| Adjustment in respect of previous periods  | (22,353)  | (4,386)  |
| Total current tax  | 681,549   | 938,408  |
| Deferred tax:  |   |  |
| UK corporation tax at 30% (2001: 30%)  | (46,263)  | 27,886   |
| Adjustment in respect of previous periods  | (37,665)  |  |
| Total deferred tax   | (83,928)  | -  |
| Tax on profit on ordinary activities   | 597,621   | 966,294  |
| The tax assessed for the period is higher than the standard rate of corpora differences are explained below: | ntion tax in the UI                                 | K (30%). The   |
| Profit on ordinary activities before tax   | 2,150,911   | 3,063,562  |
| Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2001: 30%)    | 645,273   | 919,069  |
| Effects of:  |   |  |
| Expenses not deductible for tax purposes   | 12,366  | 15,758   |
| Current year deferred tax movement   | (37,665)  | 35,853   |
| Adjustment in respect of previous periods  | (22,353)  | (4,386)  |
| Current year tax charge for the period   | 597,621   | 966,294  |

12 month

13 month

The effect of the change in accounting policy to adopt FRS 19 was to decrease the tax on loss on ordinary activities of the company by £83,928 (2000: increase the tax on loss on ordinary activities by £27,886) and to decrease the loss for the financial year by £83,928 (2000: increase loss by £27,886).

# 10 Dividends

|   | 12 month<br>period ended<br>31 January<br>2002<br>£ | 13 month<br>period ended<br>31 January<br>2001<br>£ |
|---|---|---|
| Equity – Ordinary shares  | <u> </u>  |   |
| Interim paid: £13.6028 per ordinary 10 pence share (2001: £28.3976 per ordinary 10 pence share) | 1,676,543   | 3,500,000   |

# 11 Tangible assets

|                    |                     | Fixtures  |   |  |   |
|--------------------|---------------------|---|---|--|---|
| Land and buildings | Plant and machinery | and<br>fittings   | Office equipment  | Motor<br>vehicles  | Total   |
| £                  | £                   | £   | £   | £  | £   |
|                    |                     |   |   |  |   |
| 150,066            | 2,355,198           | 481,199   | 750,064   | 67,888   | 3,804,415   |
| -                  | 29,029              | 1,199   | 17,438  | 23,596   | 71,262  |
|                    | (151,424)           | (49,437)  | (45,516)  | (4,002)  | (250,379)   |
| 150,066            | 2,232,803           | 432,961   | 721,986   | 87,482   | 3,625,298   |
|                    |                     |   |   |  |   |
| -                  | 1,402,549           | 215,362   | 540,668   | 3,069  | 2,161,648   |
| -                  | 291,054             | 57,680  | 92,961  | 27,191   | 468,886   |
|                    | (128,586)           | (40,827)  | (40,455)  | (4,002)  | (213,870)   |
| _                  | 1,565,017           | 232,215   | 593,174   | 26,258   | 2,416,664   |
| -                  |                     |   |   |  |   |
| 150,066            | 667,784             | 200,746   | 128,812   | 61,224   | 1,208,634   |
| 150,066            | 952,649             | 265,837   | 209,396   | 64,819   | 1,642,767   |
|                    | 150,066  150,066    | buildings machinery £ £  150,066 2,355,198 - 29,029 - (151,424)  150,066 2,232,803  - 1,402,549 - 291,054 - (128,586) - 1,565,017 | Land and buildings       Plant and machinery       and fittings         £       £       £         150,066       2,355,198       481,199         -       29,029       1,199         -       (151,424)       (49,437)         150,066       2,232,803       432,961         -       1,402,549       215,362         -       291,054       57,680         -       (128,586)       (40,827)         -       1,565,017       232,215 | Land and buildings         Plant and machinery         and fittings         Office equipment           £         £         £         £           150,066         2,355,198         481,199         750,064           -         29,029         1,199         17,438           -         (151,424)         (49,437)         (45,516)           150,066         2,232,803         432,961         721,986           -         1,402,549         215,362         540,668           -         291,054         57,680         92,961           -         (128,586)         (40,827)         (40,455)           -         1,565,017         232,215         593,174           150,066         667,784         200,746         128,812 | Land and buildings         Plant and machinery         and fittings         Office equipment         Motor vehicles           £         23,596         23,596         2 |

Included within the charge for the year is an amount of £31,254 relating to the reorganisation in the period (see note 5).

### 12 Investments

|                         | Shares in    |
|-------------------------|--------------|
|                         | subsidiary   |
|                         | undertakings |
| Fixed asset investments | £            |
| Cost                    |              |
| At 1 February 2001      | 4            |
| Additions               |              |
| At 31 January 2002      | 4            |

# 13 Interests in subsidiary undertakings

The following are subsidiary undertakings of C&D Technologies (NCL) Limited:

| Name of subsidiary undertaking        | Description of principal activities | Country of incorporation or registration | Description of shares held | Proportion of<br>nominal value of<br>issued shares held |
|---------------------------------------|-------------------------------------|--|----------------------------|---|
|                                       |                                     |  |                            | %   |
| C&D Instruments                       | Dormant                             | England & Wales                          | Ordinary 10p shares        | 100%  |
| Limited                               |                                     |  | Deferred 10p shares        | 100%  |
| C&D Technology<br>Limited             | Dormant                             | England & Wales                          | Ordinary 10p shares        | 100%  |
| C&D Microtek Limited                  | Dormant                             | England & Wales                          | Ordinary 10p shares        | 100% (indirect)   |
| C&D Components<br>(Hong Kong) Limited | Dormant                             | Hong Kong                                | Ordinary HK\$1<br>shares   | 100%  |

### 14 Stock

|                                     | 31 January | 31 January |
|-------------------------------------|------------|------------|
|                                     | 2002       | 2001       |
|                                     | £          | £          |
| Raw materials and consumables       | 488,929    | 650,759    |
| Work in progress                    | 80,655     | 218,503    |
| Finished goods and goods for resale | 554,121    | 602,270    |
|                                     | 1,123,705  | 1,471,532  |

# 15 Debtors

|                                    | 31 January<br>2002<br>£ | 31 January<br>2001<br>£ |
|------------------------------------|-------------------------|-------------------------|
| Trade debtors                      | 1,485,398               | 1,658,104               |
| Amounts owed by group undertakings | 1,513,857               | 1,392,423               |
| Other debtors                      | 376,551                 | 105,198                 |
| Prepayments and accrued income     | 76,770                  | 65,329                  |
| Deferred taxation (note 18)        | 56,042                  | _                       |
|                                    | 3,508,618               | 3,221,054               |

# 16 Creditors – Amounts falling due within one year

| Trade creditors       301,997       62         Amounts owed to group undertakings       2,722,291       1,28         Corporation tax       213,851       49         Other taxation and social security       62,397       12         Other creditors       83,219       4         Accruals and deferred income       244,465       43 |                                    | 31 January | 31 January<br>2001<br>£ |
|---|------------------------------------|------------|-------------------------|
| Bank loans and overdrafts - 1,33 Trade creditors 301,997 62 Amounts owed to group undertakings 2,722,291 1,28 Corporation tax 213,851 49 Other taxation and social security 62,397 12 Other creditors 83,219 4 Accruals and deferred income 244,465 43  |                                    | 2002       |                         |
| Trade creditors 301,997 62 Amounts owed to group undertakings 2,722,291 1,28 Corporation tax 213,851 49 Other taxation and social security 62,397 12 Other creditors 83,219 4 Accruals and deferred income 244,465 43   |                                    | £          |                         |
| Amounts owed to group undertakings 2,722,291 1,28  Corporation tax 213,851 49  Other taxation and social security 62,397 12  Other creditors 83,219 4  Accruals and deferred income 244,465 43  | Bank loans and overdrafts          | -          | 1,337,077               |
| Corporation tax  213,851 49  Other taxation and social security  Other creditors  83,219 4  Accruals and deferred income  244,465 43  | Trade creditors                    | 301,997    | 623,438                 |
| Other taxation and social security  Other creditors  83,219  Accruals and deferred income  244,465  43  | Amounts owed to group undertakings | 2,722,291  | 1,282,885               |
| Other creditors 83,219 4 Accruals and deferred income 244,465 43  | Corporation tax                    | 213,851    | 493,406                 |
| Accruals and deferred income 244,465 43   | Other taxation and social security | 62,397     | 120,283                 |
| ,   | Other creditors                    | 83,219     | 48,866                  |
| <b>3,628,220</b> 4,34   | Accruals and deferred income       | 244,465    | 436,431                 |
|   |                                    | 3,628,220  | 4,342,386               |

### 17 Deferred taxation

|   |            | As restated |
|---|------------|-------------|
|   | 31 January | 31 January  |
|   | 2002       | 2001        |
|   | £          | £           |
| Deferred taxation recognised in the accounts comprises      |            |             |
| Accelerated capital allowances                              | 64         | 50,474      |
| Other timing differences                                    | (56,106)   | (22,588)    |
| Deferred tax (asset) / liability                            | (56,042)   | 27,886      |
| 1 February as previously recognised                         | -          |             |
| Prior year adjustment – FRS 19                              | 27,886     |             |
| 1 February as restated                                      | 27,886     |             |
| Deferred tax credit in the profit and loss account (note 9) | (83,928)   |             |
| 31 January 2002   | (56,042)   |             |

### 18 Provisions for liabilities and charges

The provision for liabilities and charges comprise a reorganisation provision of £222,279 (2001 as restated: deferred taxation provision of £27,886) as set out below:

|   | Deferred taxation | Reorganisation provision |
|---|-------------------|--------------------------|
| At 1 February 2001 as previously stated             | -                 | -                        |
| Adjustment in respect of prior year - FRS19         | 27,886            | -                        |
| At 1 February 2001 restated                         | 27,886            | -                        |
| (Credited) / charged to the profit and loss account | (83,928)          | 525,273                  |
| Utilised during the year                            | _                 | (302,994)                |
| 31 January 2002                                     | (56,042)          | 222,279                  |

A re-organisation of the company's Workington, Oxford and Milton Keynes facilities was completed during the period. A provision for future expected costs arising from the reorganisation has been made at the balance sheet date. This provision is expected to be fully utilised by 31 January 2003.

The deferred tax asset at 31 January 2002 is disclosed within debtors, see note 15.

# 19 Called up share capital

|                                     | 31 January<br>2002 | 31 January<br>2001 |
|-------------------------------------|--------------------|--------------------|
|                                     | £                  | £                  |
| Authorised                          |                    |                    |
| 200,000 ordinary shares of 10p each | 20,000             | 20,000             |
| Allotted and fully paid             |                    |                    |
| 123,250 ordinary shares of 10p each | 12,325             | 12,325             |

### 20 Reserves

|  | Share<br>premium<br>account | Profit and loss account |
|--|-----------------------------|-------------------------|
|  | £                           | £                       |
| At 1 February 2001 as previously stated          | 211,675                     | 2,121,636               |
| Prior period adjustment - FRS19 (note 9)         | -                           | (27,886)                |
| At 1 February 2001 restated                      | -                           | 2,093,750               |
| Retained loss for the year ended 31 January 2002 | -                           | (123,253)               |
| At 31 January 2002                               | 211,675                     | 1,970,497               |

# 21 Reconciliation of movements in shareholders' funds

|              | As restated   |
|--------------|---|
| 12 month     | 13 month  |
| period ended | period ended  |
| 31 January   | 31 January  |
| 2002         | 2001  |
| £            | £   |
| 1,553,290    | 2,097,268   |
| (1,676,543)  | (3,500,000)   |
| (123,253)    | (1,402,732)   |
| 2,345,636    | 3,720,482   |
| (27,886)     | -   |
| 2,317,750    | 3,720,482   |
| 2,194,497    | 2,317,750   |
|              | period ended 31 January 2002 £ 1,553,290 (1,676,543) (123,253) 2,345,636 (27,886) 2,317,750 |

### 22 Contingent liabilities

The company has given a counter indemnity to HM Customs and Excise to the value of £80,000 (2001: £80,000). A fixed and floating charge has been given over the company's assets securing the bank overdraft.

### 23 Capital and other commitments

|   | 31 January | 31 January |
|---|------------|------------|
|   | 2002       | 2001       |
|   | £          | £          |
| Contracted for but not provided in these statements | -          | 15,182     |

### 24 Financial commitments

At 31 January 2002 the company had annual commitments under non-cancellable operating leases expiring as follows:

|                            | 31 January | 31 January | 31 January | 31 January |
|----------------------------|------------|------------|------------|------------|
|                            | 2002       | 2002       | 2001       | 2001       |
|                            | Land and   |            | Land and   |            |
|                            | buildings  | Other      | Buildings  | Other      |
|                            | £          | £_         | £          | £          |
| In one year or less        | 49,900     | 24,026     | -          | 7,972      |
| Between one and five years | -          | -          | 55,500     | 20,935     |
| In five years or more      | 190,658    | <u> </u>   | 190,658    | -          |
|                            | 240,558    | 24,026     | 246,158    | 28,907     |

### 25 Ultimate parent undertaking

The immediate parent undertaking and controlling party is NCL Holdings Limited. The smallest group for which consolidated accounts are prepared and for which C&D Technologies (NCL) Limited is included is C&D Holdings Limited, a company registered in England and Wales. Copies of C&D Holdings Limited consolidated accounts are available from 1 Tanners Drive, Blakelands North, Milton Keynes, Bucks, MK14 5BU.

The directors consider that the ultimate parent undertaking and controlling party is C&D Technologies Inc., a company incorporated in the United States of America. Copies of C&D Technologies Inc consolidated accounts are available from its registered office at 1400 Union Meeting Road, PO Box 3053, Bluebell, Pennsylvania 19422-0858.

### 26 Other related party transactions

The Company has a commitment under a non-cancellable operating lease in respect of buildings, the freehold of which is owned by the Newport Technology Group Directors Pension Scheme. The members of the pension scheme include Mr. J.K.Laurie, Dr. J R Baxter and Mr. J R Thomas. The amount payable and paid in the year ended 31 January 2002 was £75,000 (2001: £81,250) being a market rent.

#### 27 Pension commitments

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The company operates defined contribution pension schemes for directors and staff. The contributions paid to these schemes are charged to the profit and loss account as incurred.

The pension cost for the period was £159,080 (2001: £172,648).

An amount of £20,719 (2001: £23,809) is included in creditors, which represents the excess of the accumulated pension cost over the payment of contributions to the group defined contribution scheme.