**ABBREVIATED ACCOUNTS** YEAR ENDED 31 DECEMBER 2005

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COMPANIES HOUSE

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Company Number: 1770442

ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2005

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#### DIRECTORS' REPORT YEAR ENDED 31 DECEMBER 2005

The directors submit their report and the financial statements for the year ended 31 December 2005.

#### Results and dividends

The profit for the year, after taxation, amounted to £92,600 (2004 - £56,104).

#### Principal activity and review of the business

The principle activity of the company continues to be the manufacture of plastic blow moulded components predominantly for the automotive industry.

The company has grown its market position during the year, increasing its sales over the previous year by the introduction of new automotive models, introduced from the start of 2005. Close control of costs, and investment in automated robotic cell's have increased the sites manufacturing performance and efficiency, during the year.

The challenges we face going into 2006 will revolve around European competition and the possibility of further adverse cost movements, on both our raw material and utility costs. The company will continue to invest in automated robotic cells to counter these price movements; however, it is also likely some component prices will have to be increased, to counter any excessive, utility price movements we may face.

The company has produced a highly credible performance for the year ending December 2005, aligned to the top end of our industry sector.

#### **Directors**

The directors who served during the year were:

E Holt D G Butler R L Holt J Middlehurst

None of the directors have any interest in the share capital of the company, its fellow subsidiaries or the parent company.

#### Financial risk management

The company makes sales on normal credit terms and manages related risks through its credit control procedures. The company does not hedge interest payments on any of its borrowings.

By order of the board

M M Secretariat Limited Secretary

14 September 2006

#### INDEPENDENT AUDITORS' REPORT TO BOLTON PLASTIC COMPONENTS LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts, which comprise the Abbreviated Profit and Loss Account, the Balance Sheet and the related notes, together with the financial statements of the company for the ended 31 December 2005 prepared under section 226 of the Companies Act 1985.

This report is made solely to the company, as a body, in accordance with Section 247B of the Companies Act 1985. Our work has been undertaken so that we might state to the company those matters we are required to state in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company as a body, for our work, for this report, or for the opinions we have formed.

#### Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

#### Basis of opinion

We have carried out the procedures we considered necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

#### Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Companies Act 1985 and the abbreviated accounts are properly prepared in accordance with that provision.

#### Other information

On it some 2006 we reported as auditors to the members of the company on the financial statements prepared under section 226 of the Companies Act 1985 for the year ended 31 December 2005 and our report was as follows:

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BOLTON PLASTIC COMPONENTS LIMITED (continued)

We have audited the financial statements of Bolton Plastic Components Limited for the year ended 31 December 2005 which comprise the profit and loss account, the balance sheet, the cash flow statement, and the related notes. The financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom accounting standards ('United Kingdom Generally Accepted Accounting Practice') 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 International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and have been 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 other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

#### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board, except that the scope of our work was limited as explained below.

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 judgments 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 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. However, and as reported in note 23 to the financial statements, the evidence required for us to quantify the potential liability in respect of meeting pension fund obligations to the company's deferred members of the former pension scheme is not available. There were no other satisfactory audit procedures that we could adopt to confirm this potential liability.

In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### Qualified opinion arising from limitation in audit scope

Except for any adjustments that might have been found to be necessary had we been able to obtain sufficient evidence concerning the quantification of the potential liability in respect of meeting fund obligations to the company's deferred members of the former pension scheme, in our opinion the financial statements:

- give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its profit for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

in respect solely of the limitation on our work relating to the potential pension liability:

. we have not obtained all the information and explanations that we considered necessary for the purpose of our audit.

PKF (UK) LLP Registered Auditors

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Nottingham, UK

14 Soptember 2006

## ABBREVIATED PROFIT AND LOSS ACCOUNT YEAR ENDED 31 DECEMBER 2005

	Notes	2005 £	2004 £
GROSS PROFIT Distribution costs Administrative expenses Other operating income		1,041,571 (528,167) (289,973) 159,984	771,982 (478,125) (240,488) 180,066
OPERATING PROFIT Interest receivable and similar income Interest payable and similar charges	2 5	383,415 6,588 (123,403)	233,435 1,327 (121,035)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		266,600	113,727
TAXATION	6	(174,000)	(57,623)
PROFIT FOR THE FINANCIAL YEAR		92,600	56,104

All amounts relate to continuing operations.

There were no recognised gains or losses for the year other than those included in the profit and loss account.

BALANCE SHEET 31 DECEMBER 2005

	Notes		2005 £		2004 £
FIXED ASSETS Tangible	7		2,372,520		2,351,547
CURRENT ASSETS Stocks Debtors	8 9	768,655 2,705,857		571,400 2,593,093	
Cash at bank and in hand		131,774 3,606,286		266,511 3,431,004	
CREDITORS: amounts falling due within one year	10	(3,573,145)	ı	(3,219,374)	
NET CURRENT ASSETS			33,141		211,630
TOTAL ASSETS LESS CURRENT LIABI	LITIES		2,405,661		2,563,177
CREDITORS: amounts falling due after more than one year	11		(215,484)		(465,600)
NET ASSETS			2,190,177	•	2,097,577
CAPITAL AND RESERVES				:	
Called up share capital Other reserves	14		500,000 23,735		500,000 23,735
Profit and loss account	15		1,666,442		1,573,842
SHAREHOLDERS' FUNDS	16		2,190,177	,	2,097,577

The abbreviated accounts have been prepared in accordance with the special provisons of Part VII of the Companies Act 1985 relating to medium-sized companies.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 14 September 2006

D G Butler

Director

## CASH FLOW STATEMENT YEAR ENDED 31 DECEMBER 2005

	2005 £	2004 £
Reconciliation of operating profit to net cash inflow from operating activities	<del></del>	~
Operating profit Depreciation of tangible fixed assets Profit on sale of fixed assets	383,415 304,076 (5,375)	233,435 357,183
(Increase)/decrease in debtors Increase/(decrease) in creditors Decrease/(increase) in stock	(247,764) 115,571 (197,255)	24,201 (250,818) (109,945)
Net cash inflow from operating activities	352,668	254,056
CASH FLOW STATEMENT (note 17) Net cash inflow from operating activities Returns on investments and servicing of finance Capital expenditure	352,668 (116,815) (319,674)	254,056 (111,708) (74,861)
Financing	(83,821) (50,916)	67,487 57,717
(Decrease)/increase in cash	(134,737)	125,204
Reconciliation of net cash flow to movement in net debt (note 18) (Decrease)/increase in cash in the year Cash outflow from decrease in debt and lease financing	(134,737) 50,916	125,204 (57,717)
Change in net debt Net debt at 1 January 2005	(83,821) (1,677,765)	67,487 (1,745,252)
Net debt at 31 December 2005	(1,761,586)	(1,677,765)

#### NOTES TO THE ABBREVIATED ACCOUNTS YEAR ENDED 31 DECEMBER 2005

#### 1 ACCOUNTING POLICIES

#### (a) Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention.

## (b) Turnover

Turnover comprises the invoiced value of goods and services supplied by the company, net of value added tax and trade discounts.

Income is recognised when the goods are despatched or service performed.

Tooling income is recognised over the expected production life of the associated tools.

#### (c) Tangible fixed assets

Non current assets are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation of non current assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold buildings
Leasehold land & buildings
Plant, machinery, fixtures, fittings and office equipment
Motor vehicles

2.5 % Straight line
10 % to 33 % Straight line
10 % to 20 % Straight line
25 % Straight line

#### (d) Finance leases and hire purchase

Assets acquired under finance leases or hire purchase are treated as tangible fixed assets and depreciation is provided accordingly. The present value of future rentals is shown as a liability and the interest element of rental obligations is charged to the profit and loss account over the period of the lease in proportion to the capital balance outstanding.

#### (e) Operating leases

Operating lease rentals are charged in the profit and loss account on a straight line basis over the lease term.

#### (f) Stocks and work in progress

Stocks and work in progress are stated at the lower of cost and net realisable value. Cost is determined on a first in first out basis, and includes all direct costs incurred and attributable production overheads. Net realisable value is based on estimated selling price allowing for all further costs of completion and disposal.

#### (g) Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

#### (h) 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 the future or a right to pay less taxation in the future. An asset is recognised where there is no uncertainty as to the transfer of future economic benefits. Deferred tax assets and liabilities have not been discounted.

#### (i) Pensions

The company operates a defined contribution stakeholder pension scheme and the pension charge in the profit and loss account represents the amounts payable by the company to the fund in respect of the year.

## NOTES TO THE ABBREVIATED ACCOUNTS YEAR ENDED 31 DECEMBER 2005

## 2 OPERATING PROFIT

_			
	The operating profit is stated after charging:		
		2005 £	2004 £
	Depreciation of tangible fixed assets:	<del>-</del>	~
	- owned by the company	304,076	357,183
	Audit fees	4,885	4,650
	Operating lease rentals:	22.222	22.422
	- plant & machinery - other	30,682 186,211	30,463 143,660
	- Ottlei	=====	
3	DIRECTORS' EMOLUMENTS AND BENEFITS		
•	DIRECTORO EMOLOMENTO AND DERELTIO		0004
		2005 £	2004 £
	Directors' emoluments	302,866	294,358
	Contributions to money purchase pension schemes	16,319	24,503
	The number of directors accruing benefits under pension	<del></del>	
	schemes were:		
	Stakeholder schemes	No 4	No 3
	Stational Continues		
	No directors (2004 - none) were members of company pension sch	nemes.	
	The highest paid director received emoluments and benefits as fol		
		2005 £	2004 £
	Emoluments and benefits under long term incentive schemes	126,040	120,997
	Contributions to stakeholder schemes	11,437	19,036
4	STAFF COSTS		
	Staff costs, including directors' emoluments, were as follows:		
		2005	2004
	Wages and salaries	£ 2,853,069	£ 2,736,463
	Social security costs	262,769	241,365
	Other pension costs	57,713	67,570
		3,173,551	3,045,398
	The average monthly number of employees, including executive di	rectors, during the t	year was: No
	Manufacturing and production	139	138
	Sales and distribution	9	9
	Administration and management	13	13
		161	160

## NOTES TO THE ABBREVIATED ACCOUNTS YEAR ENDED 31 DECEMBER 2005

#### 5 INTEREST PAYABLE AND SIMILAR CHARGES

Bank loans and overdrafts Other loans Interest payable to group companies Finance charges under finance lease and hire purchase contracts	2005 £ 11,366 65,140 11,422 35,475 123,403	2004 £ 13,977 62,996 - 44,062 121,035
6 TAXATION		
(a) Analysis of charge in year	2005 £	2004 £
UK corporation tax  Current tax on income for the year  Adjustments in respect of prior periods	174,000 -	135,000 (47,377)
Total UK taxation	174,000	87,623
Deferred tax Changes in deferred tax balances arising from: Origination or reversal of timing differences	-	(30,000)
Tax on profit on ordinary activities	174,000	57,623

#### (b) Factors affecting the tax charge for the year

The tax assessed for the year is greater than would be expected by multiplying profit on ordinary activities by the standard rate of corporation tax in the UK of 30%. The differences are explained below:

Profit on ordinary activities before tax	2005 £ 266,600	2004 £ 113,727
Profit on ordinary activities multiplied by the standard rate of corporation tax of 30% (2004: 30%)  Effects of:	79,980	34,118
Depreciation in excess of capital allowances	85,614	107,048
Expenditure not deductible	8,149	2,442
Other timing differences	257	(8,608)
Group relief not payable	•	(47,377)
Current tax charge for the year	174,000	87,623

#### (c) Factors that may affect future tax charges

The company has not claimed capital allowances in the current year. These allowances will be available in future years. The directors have not recognised the corresponding deferred tax asset since they do not anticipate claiming these allowances in the foreseeable future.

### NOTES TO THE ABBREVIATED ACCOUNTS YEAR ENDED 31 DECEMBER 2005

## 7 TANGIBLE FIXED ASSETS

	Freehold land and buildings £	Plant and machinery £	Total £
Cost			
At 1 January 2005	1,267,541	4,959,516	6,227,057
Additions	-	335,774	335,774
Disposals		(43,315)	(43,315)
At 31 December 2005	1,267,541	5,251,975	6,519,516
Depreciation			
At 1 January 2005	238,217	3,637,293	3,875,510
Charge for year	31,688	272,388	304,076
On disposals	-	(32,590)	(32,590)
At 31 December 2005	269,905	3,877,091	4,146,996
Net book amount			
At 31 December 2005	997,636	1,374,884	2,372,520
At 31 December 2004	1,029,324	1,322,223	2,351,547

The net book amounts of plant and equipment above include £818,355 (2004 - £920,650) in respect of assets held under finance leases or hire purchase contracts.

#### 8 STOCKS

		2005 £	2004 £
	Raw materials	452,543	367,574
	Finished goods	316,112	203,826
		768,655	571,400
		<del></del>	
9	DEBTORS		
		2005	2004
		£	£
	Due within one year		
	Trade debtors	2,279,572	2,359,527
	Amounts due from group undertakings	325,050	186,894
	Other debtors	45,174	4,955
	Prepayments & accrued income	56,061 	41,717
		2,705,857	2,593,093

### NOTES TO THE ABBREVIATED ACCOUNTS YEAR ENDED 31 DECEMBER 2005

#### 10 CREDITORS

	2005	2004
Amounts falling due within one year	£	£
Bank loans and overdrafts (note 12)	61,081	57,713
Trade creditors	1,205,708	933,576
Amounts owed to group undertakings	320,721	301,417
Corporation tax	174,000	135,000
Other tax and social security	243,814	328,702
Net obligations under finance lease and hire		
purchase contracts(note 13)	204,034	176,878
Other creditors	1,286,026	1,204,409
Accruals and deferred income	77,761	81,679
	3,573,145	3,219,374
		<del></del>

Included in other creditors is £1,111,344 (2004 - £942,668) relating to debt factoring finance secured by a floating charge over the trade debtors of the company.

#### 11 CREDITORS

		2005 £	2004 £
Aı	mounts falling due after more than one year	-	<b>-</b>
	ank loans (note 12)	79,835	140,036
	et obligations under finance lease and hire urchase contracts(note 13)	135,649	325,564
		215,484	465,600
		war ar man wall and the could be could be at the could be at t	****
12 L	OANS		
Lo	oans fall due for payment as follows:		
		2005	2004
		£	£
	ank loans		
W	/ithin one year	61,081	57,713
В	etween one and two years	79,835	61,208
Be	etween two and five years		78,828
		140,916	197,749

The bank loan is secured by a first legal charge over the freehold property. It is repayable in instalments over a term of seven years. Interest is charged at 1.75% above Bank Base Rate.

## NOTES TO THE ABBREVIATED ACCOUNTS YEAR ENDED 31 DECEMBER 2005

## 13 FINANCE LEASES

Net obligations under finance lease and hire purchase agreement	2005	2004 £
Within one year	204,034	176,878
Between one and five years	135,649	325,564
	339,683	502,442

Finance lease and hire purchase creditors are secured on the assets concerned.

### 14 SHARE CAPITAL

14	SHARE CAPITAL			
		Authorised	Allotted, called up and fully paid	
	4.4.1	£	No	£
	At 1 January 2005 and 31 December 2005			
	Ordinary shares of£1 each	500,000	500,000	500,000
				<del></del>
15	RESERVES			
	Profit and loss account			£
	At 1 January 2005			1,573,842
	Profit for the year			92,600
	At 31 December 2005			1,666,442
16	SHAREHOLDERS' FUNDS			
			2005	2004
	Charabaldarat frieds at 4 taxing 2005		£	£
	Shareholders' funds at 1 January 2005 Profit for the year		2,097,577 92,600	2,041,473 56,104
	•		- · · · · · · · · · · · · · · · · · · ·	<del></del>
	Shareholders' funds at 31 December 2005		2,190,177	2,097,577

## NOTES TO THE ABBREVIATED ACCOUNTS YEAR ENDED 31 DECEMBER 2005

## 17 GROSS CASH FLOWS

	2005 £	2004 £
Returns on investments and servicing of finance Interest received Interest paid Interest element of finance lease rentals Interest on debt factoring finance	6,588 (27,554) (35,475) (60,374)	1,327 (19,765) (44,062) (49,208)
<b></b>	(116,815)	(111,708)
Capital expenditure		
Payments to acquire tangible fixed assets Receipts from sales of tangible fixed assets	(335,774) 16,100	(74,861) -
	(319,674)	(74,861)
Financing		
Group loan	172,044	301,417
Loans repaid	•	(53,947)
Capital element of finance lease rentals	(162,759)	(164,237)
Repayment of debt factoring finance	(60,201)	(25,516)
	(50,916)	57,717

#### 18 ANALYSIS OF CHANGES IN NET DEBT

	At 1 January	Cash	Other At 31 December	
	2005	flows	changes	2005
	£	£	£	£
Cash at bank and in hand	266,511	(134,737)	-	131,774
Debt due within 1 year	(57,713)	(3,368)	-	(61,081)
Debt due after 1 year	(140,036)	60,201	-	(79,835)
Finance leases	(502,442)	162,759	-	(339,683)
Debt factoring	(942,668)	(168,676)	-	(1,111,344)
Group Loan	(301,417)	-	-	(301,417)
Total	(1,677,765)	(83,821)	-	(1,761,586)

## 19 OTHER COMMITMENTS

At 31 December 2005 the company had annual commitments under operating leases as follows:

	Land and buildings		Other	
	2005	2004	2005	2004
	£	£	£	£
Expiry date:				
Between one and five years	-	-	35,596	35,856
After more than five years	152,000	114,000	-	-
		<del></del>	<del>=====================================</del>	<del></del>

#### NOTES TO THE ABBREVIATED ACCOUNTS YEAR ENDED 31 DECEMBER 2005

#### 20 CONTINGENT LIABILITIES

A contingent liability of £nil (2004: £80,000) relating to HM Customs and Excise Duty Deferment Guarantee existed at the balance sheet date.

## 21 TRANSACTIONS WITH RELATED PARTIES

The company has taken advantage of the exemptions available under FRS 8 from the disclosures relating to transaction with other group companies.

The profit and loss account includes for rental charges for the year of £100,000 (2004: £67,000) to Environment Design Consultants, of which Mr N R Puri is a director and £52,000 (2004: £47,000) to Melton Medes Senior Management Pension Scheme, of which Mr N R Puri is a member.

#### NOTES TO THE ABBREVIATED ACCOUNTS YEAR ENDED 31 DECEMBER 2005

#### 22 PENSION COSTS

#### **Current Scheme**

The company operates a defined contribution stakeholder pension scheme.

Contributions made by the company to the scheme during the year amounted to £57,713 (2004 - £67,570).

#### Former Scheme

The company was a participating employer in the Melton Medes Group Pension and Life Assurance Scheme.

The Principal Employer of the Scheme, Jaymor Limited (formerly Melton Medes Limited) was put into administration on 27 September 2001 and subsequently moved into liquidation on 11 March 2002.

Following the administration of the Principal Employer, an independent trustee has been appointed to administer the Scheme. With effect on 28 February 2002 the Scheme has been placed into wind up.

Melton Medes Group Pension Scheme will continue to be run as a closed scheme in the interim period prior to wind up and no further contributions are to be paid by the participating employers. The process of winding up is likely to take a number of years.

The last valuation of Melton Medes Group Pension Scheme was on 30 June 2000 an actuarial report was issued in May 2001. The results of the valuation showed that the Minimum Funding Requirement (MFR) level of cover was 105%. The actuary has calculated a further estimated MFR level of 105% and at that stage it was not anticipated that the employer would be required to make any further contributions to the Scheme.

The directors are aware that a more recent actuarial valuation should have been carried out for the Scheme. However they have been unable to obtain any information from the trustees with regard to this, the funding position of the Scheme, the company's potential liability in respect of any shortfall and the trustees plans for addressing any potential deficit that may be highlighted from a more current valuation.

The directors consider that the company has a potential liability in respect of meeting funding obligations for its deferred members of the Scheme. However, in the absence of any information from the trustees they are unable to quantify this liability.

#### 23 PARENT UNDERTAKINGS

The company is controlled by Blugilt Holdings Limited.

The parent undertaking of the largest and smallest group for which consolidated accounts are prepared is Blugilt Holdings Limited. Consolidated accounts are available from Environment House, 6 Union Road, Nottingham, NG3 1FH.

Blugilt Holdings Limited is ultimately controlled by Clary Limited, the ultimate parent company, a company incorporated in the Isle of Man.

In prior years, Mr N R Puri was disclosed as being the controlling party of Clary Limited. This statement is incorrect. Although Mr N R Puri holds a majority shareholding, he is not in a position to exercise control over the company.