# DIRECTORS' REPORT AND ACCOUNTS

For the year ended 31 March 2005

Company number 1774813

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COMPANIES HOUSE 7505

# **DIRECTORS**

B S Bedson, Chairman
P Cannon
B Fitzpatrick
P S Hollebone
G C Holmes
G R Irving

SECRETARY P S Hollebone

COMPANY NUMBER 1774813

# REGISTERED OFFICE

Audley House Hove Street Hove East Sussex BN3 2DE

# **AUDITORS**

Baker Tilly
International House
Queens Road
Brighton
East Sussex BN1 3XE

#### REPORT OF THE DIRECTORS

The directors present their report on the audited accounts for the year ended 31 March 2005.

#### **ACTIVITIES**

The principal activity of the company continues to be the supply of pre-press services to lithographic colour printers of magazines, journals and brochures.

The business and assets of Marlin Imaging Limited were transferred to Wyndeham Graphics Limited on 1 April 2004.

On 31 March 2005 the business and assets of the company were transferred to a fellow subsidiary, Wyndeham Argent Limited.

#### **CHANGE OF NAME**

On 26 July 2004 the name of the company was changed from Graphic Facilities Limited to Wyndeham Graphics Limited.

#### CHANGE OF ACCOUNTING DATE

Following the acquisition of the Company by Wyndeham Press Group Plc, the accounting reference date has been changed to 31 March to bring it into line with that of Wyndeham Press Group Plc. The comparative figures are for the nine months ended 31 March 2004.

#### ACCOUNTS

The profit before taxation of the Company for the year was £1,972,886 (nine months ended 31 March 2004 £632,761). The profit after taxation was £871,705 (nine months ended 31 March 2004 £532,942). A total dividend of £828,294 (nine months ended 31 March 2004 £nil) was received in the year. A total dividend of £2,992,813 (nine months ended 31 March 2004 £217,000) was paid in the year. The retained loss for the year attributable to shareholders of £1,292,814 (nine months ended 31 March 2004 £315,942 profit) has been deducted from/added to reserves.

#### REVIEW OF OPERATIONS AND FUTURE DEVELOPMENTS

The Company had a reasonable year and on the transfer of the business and the assets to another group company at 31 March 2005, the company has become dormant.

#### DIRECTORS

The directors who served during the year and their interests in the ordinary shares of the company are:

B S Bedson – Chairman

P Cannon

B Fitzpatrick

P S Hollebone

G C Holmes

G R Irving

HS Sadheura (resigned 29 April 2005)

# REPORT OF THE DIRECTORS (continued)

# **DIRECTORS** (continued)

Mr B S Bedson and Mr P S Hollebone had an interest in the shares of Wyndeham Press Group PLC, the company's ultimate holding company, and they are disclosed in that company's financial statements.

The other directors' interests in the shares of Wyndeham Press Group PLC are as follows:

Ordinary 20p shares 31 March 2005 31 March 2004

G C Holmes 2,975,661

Between 31 March 2005 and 31 May 2005 Mr G C Holmes sold 225,000 ordinary 20p shares resulting in a holding at 31 May 2005 of 2,750,661 shares.

There have been no other changes in the above interests between 31 March 2005 and 31 May 2005.

The market price of the shares at 31 March 2005 was 152.5p, during the year the highest price was 157.5p and the lowest was 102.5p.

No director had any other disclosable interest in the shares of Group companies and no rights to subscribe for shares in or debentures of the Company or Group companies were granted to or exercised by any director during the period.

The directors retiring by rotation are Mr G C Holmes and Mr B Fitzpatrick, who, being eligible, offer themselves for re-election. Mr. B S Bedson will retire at the annual general meeting and will not seek re-election.

## **AUDITORS**

Baker Tilly have expressed their willingness to continue to act as auditors and a resolution proposing their re-appointment will be proposed at the forthcoming annual general meeting.

By order of the Board

PS Hollebone

15 June 2005

Secretary Audley House Hove Street

Hove

East Sussex BN3 2DE

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are required by UK company law to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the company for that year. In preparing the financial statements, the directors are required to select suitable accounting policies and apply them consistently, to make reasonable and prudent judgements and estimates and to follow applicable accounting standards. The directors are also responsible for maintaining adequate accounting records, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and for preparing the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for ensuring that the directors' report and other information in the Financial Statements are prepared in accordance with company law in the United Kingdom.

#### INDEPENDENT AUDITORS' REPORT

#### To the shareholders of WYNDEHAM GRAPHICS LIMITED

We have audited the financial statements on pages 5 to 17.

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 auditor's 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 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.

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 with the company is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

#### Basis of opinion

We conducted our audit in accordance with United Kingdom 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 error or other irregularity. 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 as at 31 March 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

**Baker Tilly** 

Registered Auditor Chartered Accountants Brighton 15 June 2005

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 March 2005

	Note	2005 £	9 months to 31 March 2004 £
Turnover Cost of sales	2	10,377,409 (5,371,914)	5,112,852 (3,438,426)
Gross profit		5,005,495	1,674,426
Administrative expenses Other operating income		153,271	(1,072,774) 95,510
Operating profit Other interest receivable Amount written off investments	4	2,265,261	697,162 325
Interest payable	6	` ' /	(64,726)
Profit on ordinary activities before tax  Tax on profit on ordinary activities	7		632,761 (99,819)
Profit for the financial year/period Dividends receivable		871,705 828,294	-
Dividends payable	8	(2,992,813)	(217,000)
Retained (loss)/profit for the year/period	18	(1,292,814)	315,942

The profit and loss account includes all recognised gains and losses during the year.

On 31 March 2005 the business and assets of the company were transferred to a fellow subsidiary, Wyndcham Argent Limited.

# **BALANCE SHEET at 31 March 2005**

	Note		2005	2004
FIXED ASSETS Tangible assets	9		_	1,474,476
Investments in subsidiary undertakings	10		-	301,400
			-	1,775,876
CVID DAVE LOGDEG				
CURRENT ASSETS				
Stocks	11	262.220		198,057
Debtors Cash at hards	12	263,230		2,001,752
Cash at bank				89,586
		263,230		2,289,395
CREDITORS: amounts falling due within				
one year	13	-		(2,096,154)
NET CURRENT ASSETS			263,230	193,241
TOTAL ASSETS LESS CURRENT LIABILITIES			263,230	1,969,117
CREDITORS: amounts falling due after				
more than one year	14	-		(413,073)
PROVISIONS FOR LIABILITIES AND CHARGES				
Deferred taxation	15			_
			-	(413,073)
			263,230	1,556,044
CAPITAL AND RESERVES			======================================	
Called up share capital	16		200,000	200,000
Share premium account	17		72	72
Capital redemption reserve	17		63,158	63,158
Profit and loss account	17		, <u>-</u>	1,292,814
Equity Sharcholders' Funds	18		263,230	1,556,044
			=======================================	

The accounts were approved by the board on 15 June 2005 and signed on its behalf by:

B S Bedson

Director

#### NOTES TO THE ACCOUNTS

For the year ended 31 March 2005

#### 1. ACCOUNTING POLICIES

## Accounting convention

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

# Fixed assets and depreciation

Fixed assets are stated at cost. The provision for depreciation of fixed assets is on a straight line basis at rates estimated to be sufficient to write off the assets, less any residual value, over the terms of their working lives under normal conditions from the date the asset is brought into use. The significant rates of depreciation are as follows:

Freehold land Nil Freehold buildings 2%

Plant, machinery and equipment 10% - 50%

Motor vehicles 25%

#### Leases

Assets held under finance leases (including hire purchase contracts) are treated as tangible fixed assets, depreciation is provided accordingly and the capital element of future payments is included in creditors. Interest payable under finance leases and rental costs arising from operating leases are charged to the profit and loss account as they arise.

#### Stocks

Stocks and work in progress are stated at the lower of cost and net realisable value. Cost is computed on a first in first out basis and comprises labour, materials and overheads related to production. Net realisable value is based on estimated selling price less the estimated cost of disposal.

#### **Deferred** taxation

Deferred taxation is provided in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in a liability for tax in the future. Deferred taxation is provided on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse.

#### Pensions contributions

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged in the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

## Foreign currencies

Transactions in foreign currencies are translated into sterling at the rates of exchange current at the dates of the transactions. Foreign currency monetary assets and liabilities in the balance sheet are translated into sterling at the rates of exchange ruling at the end of the year except where the rate has been fixed by agreement.

## NOTES TO THE ACCOUNTS

For the year ended 31 March 2005

## 2. TURNOVER

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.

# 3. GROUP ACCOUNTS

The Company is a wholly owned subsidiary undertaking of Wyndeham Press Group PLC and, accordingly, it is exempt from the requirement to prepare Group accounts. These accounts, therefore, present information about Wyndeham Graphics Limited as an individual company and the results of its subsidiary undertakings are contained in the Group accounts of Wyndeham Press Group PLC.

4. OPERATING PROFIT		
	2005	2004
	£	$\mathfrak{L}$
Is stated after charging:		
Depreciation - Owned assets	361,544	180,465
- Leased assets	55,604	122,933
Operating lease rentals – Plant	70,794	20,602
– Land & Buildings	111,250	37,000
Amount payable to Baker Tilly		
for audit services statutory audit	23,125	7,870
5. DIRECTORS AND EMPLOYEES	2005 £	2004 £
Staff costs for all employees including executive directors, consist of:		
Wages and salaries	4,373,197	2,420,142
Social security costs	493,915	191,760
Pension scheme contributions and other costs	25,638	17,353
	4,892,750	2,629,255

# NOTES TO THE ACCOUNTS

For the year ended 31 March 2005

5.	<b>DIRECTORS</b>	AND EMPL	OYEES	(continued)
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	o Elifi do Tabas (commuca)	2005	2004
Average number employ	ed including executive directors:	N.T. Y	<b>N</b> 1
		Number	Number
Production		128	84
Sales		4	5
Administration		18	7
		150	96
Dime dama		£	£
<b>Directors</b> Aggregate emoluments o	f directors including pension contributions		
As executives		477,445	245,527
Pension scheme contribu	tions in respect of 3 (2004: 3) directors		10,200
		491,116	255,727
Highest paid director:	emoluments	133,006	62,585
ragilest pare different.	pension scheme contributions	600	6,000
6. INTEREST PAYA	DI E		
W. INTERESTRATA	BLP	2005	2004
		£	£
On bank loans, overdrafts	s and other loans wholly		
repayable within five yea		54,583	25,476
On bank loans repayable		-	12,747
Finance charges payable	on finance leases	33,721	26,503
		88,304	64,726

# NOTES TO THE ACCOUNTS

For the year ended 31 March 2005

# 7. TAXATION

	2005 £	2004 £
Current Tax UK Corporation tax on profit for the year/period Underprovision in previous years	810,000	231,000 90,000
Total current tax charge (see below) (effective rate 37.6% (2004 50.7%))	810,000	321,000
Deferred Tax Origination and reversal of timing differences	291,181	(221,181)
Tax on profit on ordinary activities	1,101,181	99,819

The tax assessed for the year/period is different compared to the standard rate of corporation tax 30% (2004 30%). The differences are explained below:

Profit on ordinary activities before tax	2005 £ 1,972,886	2004 £ 632,761
Standard rate of corporation tax Expenses not deductible for tax purposes Adjustment to tax charge in respect of previous years Capital allowances for the year in excess of depreciation	% 30.0 1.9 0.0 5.7	% 30.0 6.5 14.2
Effective rate	37.6	50.7
8. DIVIDENDS	2005 £	2004 £
A total dividend of £14.964 (2004 £1.085) per ordinary B share was paid in the period.	2,992,813	217,000

# NOTES TO THE ACCOUNTS

For the year ended 31 March 2005

# 9. TANGIBLE FIXED ASSETS

		Short	Plant,	
	Freehold	leasehold	machinery	
	property	property	and vehicles	Total
Cost	£	£	£	£
At 1 April 2004	1,022,309	369,126	4,775,020	6,166,455
Additions - external	-,,	-	140,275	140,275
Additions – inter company	-	-	1,578,970	1,578,970
Disposals - inter company	(1,022,309)	(369,126)		(7,885,700)
			~	
At 31 March 2005	-	-	-	**
Depreciation			W	
At 1 April 2004	80,432	179,474	4,432,073	4,691,979
Transfers – inter company	-	*	1,371,698	1,371,698
Disposals – inter company	(94,181)		(6,195,170)	(6,480,825)
Charge for year	13,749	12,000	391,399	417,148
·	*****			***************************************
At 31 March 2005	-	-	-	
Net book value at 31 March 2005	-	-	-	-
Net book value at 31 March 2004	941,877	189,652	342,947	1,474,476
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The net book value of fixed assets under plant, machinery and equipment includes £nil (2004 £212,432) in respect of assets held under finance lease contracts, the depreciation of which is shown in note 4.

Freehold - The Company has legal title to freehold premises which are used by Wyndeham Kestrel Ltd another member of the Wyndeham Press Group.

# 10. INVESTMENT IN SUBSIDIARY UNDERTAKINGS

	2005	2004
Shares in subsidiary undertakings	£	£
Cost		
At 1 April 2004	650,750	650,750
Transfer – inter company	(97,329)	-
At 31 March 2005	553,421	650,750
Provision	**************************************	
At 1 April 2004	(349,350)	(349,350)
Provision in year	(204,071)	-
At 31March 2005	(553,421)	(349,350)
Net book value of shares in subsidiary undertakings	-	301,400

# NOTES TO THE ACCOUNTS

For the year ended 31 March 2005

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2005 €	2004 £
-	8,080 189,977
	198,057
2005	2004
263,230	£ 1,412,867 14,164 68,428 285,112 221,181
263,230	2,001,752
2005 £	2004 £
-	882,802 127,928 377,453 219,327 246,735 54,306 1,032 108,258 78,313
	2005 £  263,230  263,230

The bank overdraft has been secured by unlimited cross guarantees between Wyndeham Graphics Limited, Kestrel Digital Colour Limited and Marlin Imaging Limited. There is a first legal charge over leasehold of units 3-4 Mayerton Road Industrial Estate, Mayerton Road, London, E3 2JE.

#### NOTES TO THE ACCOUNTS

For the year ended 31 March 2005

## 13. CREDITORS: amounts falling due within one year (continued)

The bank loans of £nil (2004 £127,928) are made up as follows. £Nil (2004 £40,428) relates to a secured loan payable by monthly instalments: the lender has a first legal charge over the freehold property of Unit 1, Europa Business Park, Witham, Essex, CM4 2FN; interest of 6% is chargeable on the loan. £Nil (2004 £87,500) relates to a secured loan repayable by equal monthly instalments; the lender has a second legal charge over the freehold property of Unit 1, Europa Business Park, Witham, Essex, CM4 2FN; interest of 5% is chargeable on the loan.

14. CREDITORS: amounts falling due after more than one year		
	2005	2004
	£	£
Bank loans (see below)	_	385,174
Finance lease obligations (see below)	-	27,899
		413,073
Bank Loan		
Bank loan is repayable:		
Within one year	-	127,928
Between one and two years	**	127,928
Between two and five years	-	128,561
Repayable in five years or more	-	128,685
		513,102
		313,102
Shown as:		
Current obligations (see note 13)	_	127,928
Non-current obligations		385,174
		513,102
	<del></del>	,

The bank loan £nil (2004 £385,174) is made up as follows. £Nil (2004 £290,397) relates to a secured loan payable by monthly instalments: the lender has a first legal charge over the freehold property of Unit 1, Europa Business Park, Witham, Essex, CM4 2FN; interest of 6% is chargeable on the loan. £Nil (2004 £94,777) relates to a secured loan repayable by equal monthly instalments; the lender has a second legal charge over the freehold property of Unit 1, Europa Business Park, Witham, Essex, CM4 2FN; interest of 5% is chargeable on the loan.

# NOTES TO THE ACCOUNTS

For the year ended 31 March 2005

# 14. CREDITORS: amounts falling due after more than one year (continued)

	2005	2004
Obligations under finance lease contracts	£	£
Amounts payable:		
Within one year	-	116,563
Between one and two years		28,813
	· _	145,376
Less finance charges allocated to future periods	-	(9,219)
	<u>-</u>	136,157
	2005	2004
Finance lease contract obligations are shown as:	£	£
Current obligations (see note 13) Non-current obligations (see above)	-	108,258
	<del>-</del>	27,899
	_	136,157
	<del>===========</del> =========================	
15. DEFERRED TAXATION		
	2005	2004
	£	£
Corporation tax deferred by:		
Accelerated capital allowances	-	(221,181)

The full potential liability has been provided and is based on a corporation tax rate of 30% (2004 30%), being the long term rate at which differences are expected to reverse.

Deferred taxation movements		
At 1 April 2004	(221,181)	-
Transfer from Marlin Imaging Limited	(70,000)	
Transfer from/(to) profit and loss account	291,181	(221,181)
	****	
At 31 March 2005	-	(221,181)

# NOTES TO THE ACCOUNTS

For the year ended 31 March 2005

16.	SHARE	CAPITAL
LU.	SHAIL	CALITAL

iv. Silving Charling	Number		2005 £	2004 £
Authorised				
Ordinary A shares of £1 each	50,000		50,000	50,000
Ordinary B shares of £1 each	213,158		213,158	213,158
	263,158		263,158	263,158
Allotted called up and fully paid				<b></b>
Ordinary B shares of £1 each	200,000		200,000	200,000
17. RESERVES				
		Share	Capital	
		premium	redemption	Profit and
		account	reserve	loss account
		£	£	£
At 1 April 2004		72	63,158	1,292,814
Profit for the year		-	-	(1,292,814)
At 31 March 2005		72		
ANT ST TYPAT CH ZUUS		12	63,158	<del>-</del>

# 18. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2005	2004
	£	£
Profit for the financial year/period Dividends received	871,705 828,294	532,942
Dividends paid	(2,992,813)	(217,000)
Net addition to shareholders' funds	(1,292,814)	315,942
Equity shareholders' funds at beginning of year	1,556,044	1,240,102
Equity shareholders' funds at end of year	263,230 ======	1,556,044

#### NOTES TO THE ACCOUNTS

For the year ended 31 March 2005

#### 19. OPERATING LEASE OBLIGATIONS

Total outstanding financial commitments under non-cancellable operating leases are as follows:

	2005 Land &	2005	2004 Land &	2004
	Buildings	Other	Buildings	Other
	£	£	$^{-}$ £	£
Remaining term of operating leases:				
Within one year	64,000	16,916	64,000	27,470
Within two to five years	256,000	33,832	256,000	23,550
After five years	320,000	-	384,000	-
	640,000	50,748	704,000	51,020

Following the transfer of the business and assets to Wyndeham Argent Limited the above obligations will be satisfied by other companies in the Wyndeham Press Group.

## 20. ULTIMATE HOLDING COMPANY

The ultimate holding company is Wyndeham Press Group PLC registered in England. The statutory accounts of Wyndeham Press Group PLC are available from the registered office of the company at Audley House, Hove Street, Hove, East Sussex, BN3 2DE.

#### 21. CASH FLOW STATEMENT

Under Financial Reporting Standard 1, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking.

#### 22. CAPITAL COMMITMENTS

At 31 March 2005 capital expenditure contracted for but not provided in the financial statements amounted to £nil (2004 £nil).

#### 23. CONTINGENT LIABILITY

The Company has guaranteed the bank overdrafts of group undertakings. At 31 March 2005 this amounted to £4,194,195 (2004 £953,814).

# NOTES TO THE ACCOUNTS

For the year ended 31 March 2005

# 24. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption offered by Financial Reporting Standard No. 8 (Related Party Disclosures) whereby transactions with other companies in which Wyndeham Press Group PLC had more than 90% of the voting rights are not disclosed in the accounts.