# PROMAR CEAS INTERNATIONAL LIMITED (FORMERLY CEAS CONSULTANTS (WYE) LIMITED)

Report and Accounts 31 March 2001



Registered number 1952298

#### **DIRECTORS**

C Caspari M Hobbs J B Jones D M Kesteven H B Lowe Professor J P G Webster

#### **SECRETARY**

F Hall

#### **AUDITORS**

Ernst & Young LLP 100 Barbirolli Square Manchester M2 3EY

#### **BANKERS**

Barclays Bank PLC 51 Mosley Street Manchester M60 3DQ

#### **SOLICITORS**

DLA 3 Noble Street London EC2V 7EF

#### REGISTERED OFFICE

Westmere Drive Crewe Cheshire CW1 6ZY

#### DIRECTORS' REPORT

The directors present their report together with the audited accounts for the year ended 31 March 2001.

#### PRINCIPAL ACTIVITIES

The group act as consultants and advisers in the field of economic research for the food and agriculture industries. Reference to "Group" includes the combined result of Promar CEAS International Limited ("Promar CEAS") and Bureau European de Recherches SA ("BER"), whilst reference to "Company" refers to Promar CEAS International Limited alone.

#### **BUSINESS REVIEW**

There was a loss for the year after taxation amounting to £59,951 (2000: £47,396). The directors do not recommend the payment of a dividend for the year (2000: £nil). The retained loss has been transferred from reserves.

The Company changed its name to Promar CEAS International Limited on 22 November 2000.

The Group profit and loss account for the year consists of:

	Promar	C	onsolidation	
	CEAS	BER	Adjustment	Group
	£	£	£	£
Turnover	257,434	387,385	(77,090)	567,729
Gross profit	119,059	268,975	-	388,034
Operating loss	(42,178)	(14,053)	(4,056)	(60,287)
Loss after tax	(48,531)	(7,364)	(4,056)	(59,951)

#### **FUTURE DEVELOPMENTS**

During August 2001, Promar International Limited, the major shareholder, announced its decision to withdraw from its investment in the Company. At the date of this report the Company is considering the various options for the future strategy of the business.

#### **DIRECTORS' INTERESTS**

The following were directors during the year:

G J Brookes - resigned 21 May 2000

C Caspari

M Hobbs

J B Jones

H B Lowe

Professor J P G Webster

D M Kesteven was appointed a director on 11 October 2001.

None of the directors had an interest in the shares of the company except:

- i) Professor J P G Webster and H B Lowe are the representatives of Imperial College of Science and Technology (University of London) which holds 2,000 Ordinary shares in the company.
- ii) M Hobbs is the representative of Agra (Europe) London Limited which holds 2,000 Ordinary shares in the company.

#### **DIRECTORS' REPORT**

#### **AUDITORS**

On 28 June 2001, Ernst & Young, the Company's auditor, transferred its entire business to Ernst & Young LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Directors consented to treating the appointment of Ernst & Young as extending to Ernst & Young LLP with effect from 28 June 2001. A resolution to re-appoint Ernst & Young LLP as the Company's auditor will be put to the forthcoming Annual General Meeting.

y order of the board

F Hall Secretary

### STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors 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 those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts 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.

### **■ ERNST&YOUNG**

#### REPORT OF THE AUDITORS

to the shareholders of Promar CEAS International Limited (formerly CEAS Consultants (Wye) Limited)

We have audited the accounts on pages 6 to 17, which have been prepared under the historical cost convention and on the basis of the accounting policies set out on pages 10 and 11.

#### Respective responsibilities of directors and auditors

As described on page 4, the company's directors are responsible for the preparation of accounts in accordance with applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

#### 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 group'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 affairs of the company and of the group as at 31 March 2001 and of the loss of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LD Registered Auditor

Manchester

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#### CONSOLIDATED PROFIT AND LOSS ACCOUNT

for the year ended 31 March 2001

		2001	2000
	Notes	£	£
TURNOVER	2	567,729	1,065,115
Cost of sales		(179,695)	(533,603)
GROSS PROFIT		388,034	531,512
Distribution costs		(373,523)	(452,883)
Administrative expenses		(74,873)	(127,356)
		(60,362)	(48,727)
Other operating income		75	1,579
OPERATING LOSS		(60,287)	(47,148)
Interest receivable		3,533	2,210
Interest receivable	4	(13)	(538)
A OCC ON ORDINA DAY A CONTINUES DEFOND CLAY (CION)	2	(56.767)	(45.476)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2	(56,767)	(45,476)
Tax on loss on ordinary activities	5	(3,184)	(1,920)
LOSS FOR THE FINANCIAL YEAR TRANSFERRED FROM RESERVES	13	(59,951)	(47,396)
		=	

#### **CONTINUING OPERATIONS**

None of the company's activities were acquired or discontinued during the current or previous year.

#### STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

for the year ended 31 March 2001

·	2001 £	2000 £
Loss for the financial year  Exchange difference on retropolation of pet investment	(59,951)	(47,396)
Exchange difference on retranslation of net investment in subsidiary undertaking	1,408	(1,292)
	(58,543)	(48,688)

### CONSOLIDATED BALANCE SHEET as at 31 March 2001

	.,	2001	2000
	Notes	£	£
FIXED ASSETS			
Intangible assets	7		2,648
Tangible assets	8	19,828	22,528
Tangiote assets	o	13,626	22,326
	_	19,828	25,176
CURRENT ASSETS		,	,
Debtors	10	81,416	83,980
Cash at bank and in hand		256,488	397,733
	-		
		337,904	481,713
CREDITORS: amounts falling due within one year	11	(310,301)	(400,915)
NET CURRENT ASSETS		27,603	80,798
		47.421	105.054
TOTAL ASSETS LESS CURRENT LIABILITIES		47,431	105,974
	;		
CAPITAL AND RESERVES			
Called up share capital	12	11,000	11,000
Share premium account	13	30,318	30,318
Profit and loss account	13	6,113	64,656
1 fort and foss account	13	0,115	04,000
Equity shareholders' funds	14	47,431	105,974

Approved by the board of directors on II October 2001

JB Jones D.m Kesteven

Director

### COMPANY BALANCE SHEET as at 31 March 2001

	Notes	2001 £	2000 £
FIXED ASSETS			
Investments	9	61,896	61,896
Tangible assets	8	8,767	7,149
	•	70,663	69,045
CURRENT ASSETS			
Debtors	10	177,600	232,598
Cash at bank and in hand		178,175	233,983
		355,775	466,581
CREDITORS: amounts falling due within one year	11	(289,322)	(349,979)
NET CURRENT ASSETS		66,453	116,602
TOTAL ASSETS LESS CURRENT LIABILITIES		137,116	185,647
CAPITAL AND RESERVES			
Called up share capital	12	11,000	11,000
Share premium account	13	30,318	30,318
Profit and loss account	13	95,798	144,329
EQUITY SHAREHOLDERS' FUNDS		137,116	185,647

Approved by the board of directors on 200 !! Ocrobee 200!

JB Jones Dm Kestevel

Director

CONSOLIDATED STATEMENT OF CASH FLOWS for the year ended 31 March 2001			
		2001	2000
	Notes	£	£
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	17	(128,289)	525,791
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			
Interest received		3,533	2,210
Interest paid		(13)	(538)
NET CASH INFLOW FROM RETURNS ON INVESTMENTS AND		<del></del> _	
SERVICING OF FINANCE		3,520	1,672
TAXATION		<del></del>	
Corporation tax paid		(8,792)	(62,495)
CAPITAL EXPENDITURE			
Payments to acquire tangible fixed assets		(7,684)	(19,657)
NET CASH OUTFLOW ON CAPITAL EXPENDITURE		(7,684)	(19,657)
EQUITY DIVIDENDS PAID		•	(132,000)
(DECREASE)/INCREASE IN CASH	18	(141,245)	313,311
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT			
		2001	2000
		£	£
(Decrease)/increase in cash in the year		(141,245)	313,311
Net funds at 1 April		397,733	84,422
Net funds at 31 March		256,488	397,733

#### NOTES TO THE ACCOUNTS

at 31 March 2001

#### 1. ACCOUNTING POLICIES

#### Basis of preparation

The accounts have been prepared under the historical cost convention.

The principal accounting policies of the company have remained unchanged from the previous year and are set out below.

#### Basis of consolidation

The consolidated accounts incorporate the financial statements of Promar CEAS International Limited (formerly CEAS Consultants (Wye) Limited) and its subsidiary undertaking for the year ended 31 March 2001. The group uses the acquisition method of accounting to consolidate the results of the subsidiary undertaking from the date of acquisition.

#### Goodwill

Goodwill arising on the acquisition of subsidiary undertakings is the difference between the fair value of the consideration paid and the fair value of the assets and liabilities acquired. It is amortised through the profit and loss account over the directors' estimate of its useful economic life, being 10 years.

#### Turnover

Turnover represents sales to external customers at invoiced amounts less value added tax.

#### Depreciation

Depreciation is provided to write off the cost, less estimated value, of all tangible fixed assets, evenly over their expected useful lives. It is calculated at the following rates:

Motor vehicles

25% per annum

Fixtures, fittings and equipment

20-33% per annum

#### Investments

Investments held as fixed assets are stated at cost less any provision for a permanent diminution in value.

#### Work in progress

Work in progress is valued at the lower of cost and net realisable value. Cost is based on the direct cost of labour and other contract costs. The value of incomplete contracts is assessed and the attributable profit is recognised in the profit and loss account.

Costs associated with long term contracts are included in stock to the extent that they cannot be matched with contract work accounted for as turnover. Long term contract balances included in stocks are stated at cost, after provision has been made for any foreseeable losses and the deduction of applicable payments on account.

#### Contract revenue and profit recognition

Amounts recoverable on contracts are recorded in turnover, debtor, profit appropriate to the stage of the contract. Provision is made for the full amount of any foreseeable losses on contracts.

#### Deferred taxation

Deferred tax is provided using the tax rates estimated to arise when the timing differences reverse and is accounted for to the extent that it is probable that a liability or asset will crystallise. Unprovided deferred tax is disclosed as a contingent liability.

Debit balances arising in respect of advance corporation tax on dividends payable or proposed are carried forward to the extent that they are expected to be recovered.

#### NOTES TO THE ACCOUNTS

at 31 March 2001

#### 1. ACCOUNTING POLICIES (continued)

#### Foreign currency

Foreign currency transactions of individual companies are translated at the rates ruling when they occurred. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet dates. Any differences are taken to the profit and loss account.

Profit and loss accounts and assets and liabilities of foreign subsidiary undertakings are translated into sterling at the rates of exchange ruling on the balance sheet date. Exchange differences which arise from translation of the opening net investment in foreign subsidiary undertakings are taken to reserves.

#### Leased assets

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the profit and loss account.

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding. The capital part reduces the amounts payable to the lessor. All other leases are treated as operating leases. Their annual rentals are charged to the profit and loss account on a straight line basis over the term of the lease.

#### Defined contribution pension scheme

Contributions to individual employees personal pension schemes are charged to the profit and loss account in the year in which they become payable.

#### 2. TURNOVER AND OPERATING LOSS

The turnover and operating loss is wholly attributable to one activity, that of consultants and advisers in the field of economic research for the food and agriculture industries.

No disclosure of geographical markets supplied is given in these accounts as the directors consider that it would be prejudicial to the company.

The operating loss is stated after:

	2001	2000
	£	£
Auditors' remuneration - audit	725	3,600
- non audit	1,200	1,250
Depreciation and amortisation		
Tangible fixed assets, owned	11,792	14,192
Goodwill	2,648	3,181
Hire of plant and machinery	2,600	1,920
Other operating lease rentals	19,137	22,077
Foreign exchange loss	2,493	17,206

### NOTES TO THE ACCOUNTS at 31 March 2001

STAFF COSTS		
	2001	2000
	£	£
Wages and salaries	200,082	172,608
Social security costs	28,715	25,458
Other pension costs	11,757	8,844
	240,554	206,910
The average number of employees of the company during the year were	as follows:	2000
	No.	No.
Marketing and selling	6	4
Administration	2	2
	8	6
	(A-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1	
Remuneration in respect of directors were as follows:		
	2001	2000
	£	£
Emoluments	78,215	157,967
Pension contributions to money purchase pension schemes	2,493	10,146

During the year one director (2000: 2) participated in money purchase pension schemes.

#### 4. INTEREST PAYABLE

	2001	2000
	£	£
Bank overdrafts	13	538

#### 5. TAX ON PROFITS ON ORDINARY ACTIVITIES

	2001	2000
	£	£
UK corporation tax at 30% (2000: 30%)		
Current	335	12,000
Tax overprovisions in respect of prior periods	(52)	(9,880)
ACT set-off in prior years	6,057	-
Overseas tax repayable	(3,156)	(200)
	3,184	1,920

#### NOTES TO THE ACCOUNTS

at 31 March 2001

#### 6. PROFIT FOR THE FINANCIAL YEAR

The parent company has taken advantage of the exemption allowed under section 230 of the Companies Act 1985 and has not presented its own profit and loss account in these accounts. The group profit for the year includes a loss after tax and before dividends of £48,531 (2000: profit £32,954) which is dealt with in the accounts of the company.

#### 7. INTANGIBLE FIXED ASSETS

Group	Goodwill on consolidation £
Cost	ž.
At 1 April 2000 and 31 March 2001	31,807
Amortisation	
At 1 April 2000	29,159
Provided during year	2,648
At 31 March 2001	31,807
Net book value	
At 31 March 2001	-
At 1 April 2000	2,648

#### 8. TANGIBLE FIXED ASSETS

Group	Fixtures, fittings
•	& equipment
Cost	£
At 1 April 2000	142,353
Additions	7,684
Exchange adjustment	2,427
At 31 March 2001	152,464
Depreciation	
At 1 April 2000	119,825
Provided for the year	11,792
Exchange adjustment	1,019
At 31 March 2001	132,636
Net book value	<del></del>
At 31 March 2001	19,828
At 31 March 2000	22,528

Cost

At 1 April 2000 and 31 March 2001

# Promar CEAS International Limited (formerly CEAS Consultants (Wye) Limited))

### NOTES TO THE ACCOUNTS at 31 March 2001

#### 8. TANGIBLE FIXED ASSETS (continued)

Company	Fixtures fittings and equipment £
Cost At 1 April 2000 Additions	86,847 7,684
At 31 March 2001	94,531
Depreciation At 1 April 2000 Provided for the year	79,698 6,066
At 31 March 2001	85,764
Net book value At 31 March 2001	8,767
At 31 March 2000	7,149
FIXED ASSET INVESTMENTS	
Company	Shares in group
	undertaking
	£

Name	Country of incorporation or registration	Proportion of voting rights and ordinary share capital held	Nature of business
Bureau Europeen de Recherches SA	Belgium	100%	Business consultancy in Belgium

61,896

### NOTES TO THE ACCOUNTS at 31 March 2001

10.	DEBTORS				
10.	DEDICKS		Group		Company
		2001	2000	2001	2000
		£	£	£	£
	Trade debtors	45,122	55,150	20,395	24,544
	Amounts due from group undertakings	27,794	6,360	153,626	192,590
	ACT Recoverable	27,724	6,057	155,020	6,057
	Other debtors	1,456	5,361	777	4,942
	Prepayments	7,044	11,052	2,802	4,465
	Tepayments				
		81,416	83,980	177,600	232,598
11.	Payments on account Trade creditors Amounts owed to group undertakings Corporation tax Other tax and social security Other creditors Accruals	2001 £ 23,803 43,818 196,002 335 18,472 8,394 19,477 310,301	Group 2000 £ 44,121 25,784 245,766 12,000 38,002 8,670 26,572 400,915	2001 f 23,803 3,730 244,448 335 7,162 5,394 4,450 289,322	Company 2000 £ 44,121 18,179 245,766 12,000 21,434 8,479 349,979
12.	SHARE CAPITAL			2001	0.000
				2001	2000
				£	£
	Authorised				
	Ordinary shares of £1 each			20,000	20,000
		2001 No	2001 £	2000 No	2000 £
	Allates de collection and faller noise				
	Allotted, called up and fully paid Ordinary shares of £1 each	11,000	11,000	11,000	11,000

14.

## Promar CEAS International Limited (formerly CEAS Consultants (Wye) Limited))

### NOTES TO THE ACCOUNTS at 31 March 2001

#### 13. RESERVES

RESERVES		
	Share	Profit and
	premium	loss
	account	account
•	£	£
Group		
At 1 April 2000	30,318	64,656
Loss for the year	-	(59,951)
Exchange difference on retranslation of net investment of subsidiary undertaking		1,408
or subsidiary didectaking	-	1,400
At 31 March 2001	30,318	6,113
	50,510	0,115
	Share	Profit and
	premium	loss
	account	account
	£	£
Company	-	~
At 1 April 2000	30,318	144,329
Loss for the year	-	(48,531)
At 31 March 2001	30,318	95,798
1.02.1.1.4.02001		
DECONCH LATION OF MOVEMENTS IN SUABELIOL BEDS FUNDS		
RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2001	2000
Group	2001	2000
	£	£
Loss for the financial year	(59,951)	(47,396)
Other recognised gains and losses	1,408	(1,292)
Net decrease in shareholders' funds	(58,543)	(48,688)
Shareholders' funds at 1 April	105,974	154,662
·		
Shareholders' funds at 31 March	47,431	105,974

#### 15. PENSIONS

The pension cost charge represents contributions payable by the company to individual employee personal pension funds.

#### NOTES TO THE ACCOUNTS

at 31 March 2001

#### 16. LEASING COMMITMENTS

Operating lease payments amounting to £36,307 (2000: £36,592) are due within one year, analysed as follows:

•	2001	2001	2000	2000
		Land and		Land and
	Other	buildings	Other	buildings
	£	£	£	£
Operating leases which expire:				
Less than one year	3,135	-	-	-
In two to five years	8,750	9,890	12,170	9,890
After five years	-	14,532	-	14,532
	11,885	24,422	12,170	24,422

### 17. RECONCILIATION OF OPERATING LOSS TO NET CASH FLOW FROM OPERATING ACTIVITIES

	2001	2000
	£	£
Operating loss	(60,287)	(47,148)
Depreciation	11,792	14,192
Amortisation of intangible assets	2,648	3,181
(Increase)/decrease in debtors	(3,493)	1,015,472
Decrease in creditors	(78,949)	(459,906)
Net cash (outflow)/inflow from operating activities	(128,289)	525,791

#### 18. ANALYSIS OF CHANGES IN NET FUNDS DURING THE YEAR

Reconciliation of net cash flow to movement in net funds and analysis of change in net funds:

	At 1 April 2000 £	Cash flow £	At 31 March 2001 £
Cash at bank and in hand	397,733	(141,245)	256,488

#### 19. ULTIMATE PARENT UNDERTAKING

The company's ultimate parent undertaking and controlling party is Genus plc, a company registered in England and Wales. Copies of its group accounts, which include the company, are available from Westmere Drive, Crewe, CW1 6ZY.

#### 20. RELATED PARTY TRANSACTIONS

Turnover includes £78,338 which was invoiced to subsidiary undertakings of Genus plc. This income was in respect of work done for those companies in normal course of business. Cost of sales includes £52,103 in respect of amounts invoiced from subsidiary undertakings of Genus plc. These costs were in respect of work done by those companies in the normal course of business. Administrative expenses include £19,458 of costs recharged from subsidiary undertakings of Genus plc.

### DETAILED COMPANY TRADING PROFIT AND LOSS ACCOUNT at 31 March 2001

	2001	2000
	£	£
Fees receivable	257,434	726,726
Cost of sales:		
Opening work in progress	19,119	121,618
Contract fees payable	139,651	357,543
	158,770	479,161
Closing work in progress	(20,395)	(19,119)
	138,375	460,042
Gross profit	119,059	266,684
Other income:		
Interest received	-	1,712
Sundry income	75	1,579
Management fees	140,849	136,984
	140,924	140,275
	259,983	406,959
Distribution and administrative expenses:		
Staff salaries & other staff costs	158,686	213,113
Travel costs	3,558	15,826
Rent, rates and services	13,139	10,953
Repairs and renewals	113	389
Printing and stationery	3,597	1,806
Subscriptions and publications	3,675	3,544
Telephone, telex and postage	7,281	6,605
Bank interest and charges	607	1,238
Lease and rental costs	3,440	1,920
Legal fees	1,200	1,200
Audit fees	725 2,318	3,600 2,440
Computer costs		
Management fees Depreciation	95,376 6,066	89,338 7,209
Profit on disposal of fixed assets	(100)	1,209
Taxation penalties	(100)	181
Exchange loss	2,493	17,206
Bad debts	-,	(4,683)
	(302,174)	(371,885)
Profit on ordinary activities before taxation	(42,191)	35,074
Taxation	(6,340)	(2,120)
Retained profit for the year	(48,531)	32,954