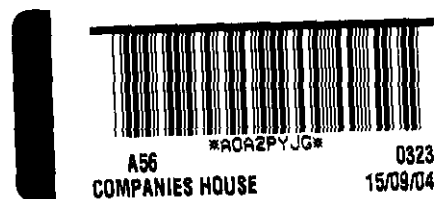


**Report of the Directors and  
Financial Statements  
for the Year Ended 31 March 2004  
for  
GAH (REFRIGERATION) Limited.**





# **GAH (REFRIGERATION) Limited.**

## **Contents of the Financial Statements for the Year Ended 31 March 2004**

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**GAH (REFRIGERATION) Limited.**

**Company Information  
for the Year Ended 31 March 2004**

**DIRECTORS:**

Mr R L Ramsey  
Mr J E H Reader  
Mrs J Reader  
Mr G C Allen  
Mr D J Buckles

**SECRETARY:**

Mr R L Ramsey

**REGISTERED OFFICE:**

The Guildhall  
Market Hill  
Framlingham  
Woodbridge  
Suffolk  
IP13 9AZ

**REGISTERED NUMBER:**

02778816 (England and Wales)

**AUDITORS:**

Turner & Ellerby  
Chartered Accountants  
& Registered Auditors  
The Guildhall  
Market Hill  
Framlingham  
Woodbridge  
Suffolk, IP13 9AZ



# **GAH (REFRIGERATION) Limited.**

## **Report of the Directors for the Year Ended 31 March 2004**

The directors present their report with the financial statements of the company for the year ended 31 March 2004.

### **PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of the service and maintenance of transport refrigeration units.

### **REVIEW OF BUSINESS**

The results for the year and financial position of the company are as shown in the annexed financial statements.

### **DIVIDENDS**

No dividends will be distributed for the year ended 31 March 2004.

### **DIRECTORS**

The directors during the year under review were:

Mr R L Ramsey  
Mr J E H Reader  
Mrs J Reader  
Mr G C Allen  
Mr D J Buckles

The directors holding office at 31 March 2004 did not hold any beneficial interest in the issued share capital of the company at 1 April 2003 or 31 March 2004.

The directors in office and their beneficial interests in the issued ordinary share capital of the ultimate holding company RBR Associates Ltd are shown in those accounts.

### **EURO**

The directors consider that the introduction of the Euro will not have any major impact on the company's trading activities.

### **ULTIMATE HOLDING COMPANY**

RBR Associates Ltd (registered in England & Wales) is the ultimate parent undertaking, owning 100% of the ordinary share capital.

### **COMPANY REORGANISATION**

Following a group reorganisation the company has disposed of its manufacturing activities to a group company GAH (Refrigeration Products) Ltd.

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements 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 financial statements, 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 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 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 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.






**GAH (REFRIGERATION) Limited.**

**Report of the Directors  
for the Year Ended 31 March 2004**

**AUDITORS**

The auditors, Turner & Ellerby, will be proposed for re-appointment in accordance with Section 385A of the Companies Act 1985.

**ON BEHALF OF THE BOARD:**

A handwritten signature in black ink, appearing to read 'R L Ramsey', is written over the printed name.

Mr R L Ramsey - Secretary

10 September 2004



## **Report of the Independent Auditors to the Shareholders of GAH (REFRIGERATION) Limited.**

We have audited the financial statements of GAH (REFRIGERATION) Limited. for the year ended 31 March 2004 on pages six to sixteen. These financial statements have been prepared under the historical cost convention and 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**

As described on page two the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 Report of the Directors 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 the Report of the Directors 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 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 other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

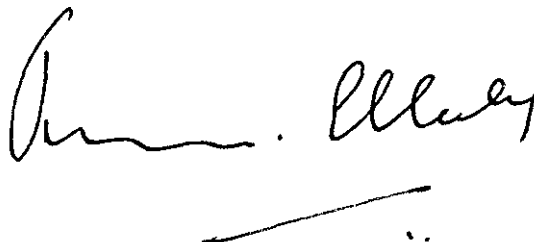


**Report of the Independent Auditors to the Shareholders of  
GAH (REFRIGERATION) Limited.**

**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 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Turner & Ellerby  
Chartered Accountants  
& Registered Auditors  
The Guildhall  
Market Hill  
Framlingham  
Woodbridge  
Suffolk, IP13 9AZ



13 September 2004



# GAH (REFRIGERATION) Limited.

## Profit and Loss Account for the Year Ended 31 March 2004

	Notes	2004 £	2003 £
<b>TURNOVER</b>		3,026,399	4,370,181
Cost of sales		2,551,964	3,655,461
<b>GROSS PROFIT</b>		474,435	714,720
Administrative expenses		381,945	694,130
		92,490	20,590
Other operating income	2	-	117,083
<b>OPERATING PROFIT</b>	4	92,490	137,673
Profit/loss on sale of invest		-	750
		92,490	138,423
Interest payable and similar charges	5	8,228	105,175
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		84,262	33,248
Tax on profit on ordinary activities	6	18,551	27,764
<b>PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION</b>		65,711	5,484
<b>RETAINED PROFIT FOR THE YEAR</b>		65,711	5,484

### CONTINUING OPERATIONS

Following a group re-organisation the companies manufacturing activities have been transferred to GAH (Refrigeration Products) Ltd

### TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

The notes form part of these financial statements





# GAH (REFRIGERATION) Limited.

## Balance Sheet 31 March 2004

	Notes	2004 £	2003 £
<b>FIXED ASSETS</b>			
Tangible assets	7	61,696	752,295
Investments	8	-	-
		<u>61,696</u>	<u>752,295</u>
<b>CURRENT ASSETS</b>			
Stocks	9	315,838	1,028,097
Debtors	10	1,063,418	1,218,931
Cash in hand		6,300	6,200
		<u>1,385,556</u>	<u>2,253,228</u>
<b>CREDITORS</b>			
Amounts falling due within one year	11	<u>1,102,974</u>	<u>2,341,557</u>
<b>NET CURRENT ASSETS/(LIABILITIES)</b>		<u>282,582</u>	<u>(88,329)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>344,278</u>	<u>663,966</u>
<b>CREDITORS</b>			
Amounts falling due after more than one year	12	<u>263,530</u>	<u>648,929</u>
		<u>80,748</u>	<u>15,037</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	16	1,122	1,122
Capital redemption reserve	17	180	180
Profit and loss account	17	79,446	13,735
<b>SHAREHOLDERS' FUNDS</b>	22	<u>80,748</u>	<u>15,037</u>

### ON BEHALF OF THE BOARD:



Mr D J Buckles - Director



Mr J E H Reader - Director

Approved by the Board on 10 September 2004

The notes form part of these financial statements



# **GAH (REFRIGERATION) Limited.**

## **Notes to the Financial Statements for the Year Ended 31 March 2004**

### **1. ACCOUNTING POLICIES**

#### **Basis of preparing the financial statements**

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

The company has taken advantage of the exemption from the requirement to prepare a cash flow statement as permitted by FRS1, on the basis that the full consolidated financial statements have been prepared by its ultimate parent undertaking RBR Associates Group Ltd.

As permitted by FRS8, transactions between group companies have not been disclosed.

#### **Accounting convention**

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

#### **Turnover**

Turnover represents net invoiced sales of goods, excluding value added tax.

#### **Tangible fixed assets**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Freehold property	- not provided
Improvements to property	- 20% on cost
Plant and machinery	- 20% on cost
Office equipment	- 20% on cost
Motor vehicles	- 25% on cost

The directors consider that freehold properties are maintained in such a state of repair that their residual value is at least equal to their net book value. As a result, the corresponding depreciation would not be material and therefore is not charged in the profit and loss account.

The directors perform annual impairment reviews in accordance with the requirements of FRS15 and FRS11 to ensure that the recoverable amount is not lower than the carrying value.

Assets transferred from group companies following the group reorganisation are depreciated at 20% using the straight line method, based on the original cost and 25% for motor vehicles.

#### **Stocks**

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

#### **Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

#### **Research and development**

Expenditure on research and development is written off in the year in which it is incurred.

#### **Hire purchase and leasing commitments**

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.



# GAH (REFRIGERATION) Limited.

## Notes to the Financial Statements - continued for the Year Ended 31 March 2004

### 1. ACCOUNTING POLICIES - continued

#### Pensions

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. Contributions payable for the year are charged in the profit and loss account.

### 2. OTHER OPERATING INCOME

	2004 £	2003 £
Management charges	-	117,083

(2002 other operating income consists of management charges invoiced to GAH(Heating Products)Ltd).

### 3. STAFF COSTS

	2004 £	2003 £
Wages and salaries	996,878	1,568,272
Social security costs	102,239	119,129
Other pension costs	13,519	50,882
	<u>1,112,636</u>	<u>1,738,283</u>

The average monthly number of employees during the year was as follows:

	2004	2003
All departments	<u>56</u>	<u>104</u>

### 4. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	2004 £	2003 £
Depreciation - owned assets	33,201	154,968
Depreciation - assets on hire purchase contracts	4,816	29,137
Profit on disposal of fixed assets	(5,528)	(4,158)
Auditors remuneration	4,380	5,620
	<u>45,709</u>	<u>118,591</u>
Directors' emoluments	45,709	118,591
Directors' pension contributions to money purchase schemes	<u>3,812</u>	<u>50,882</u>

The number of directors to whom retirement benefits were accruing was as follows:

	1	3
Money purchase schemes	<u>1</u>	<u>3</u>



# GAH (REFRIGERATION) Limited.

## Notes to the Financial Statements - continued for the Year Ended 31 March 2004

### 5. INTEREST PAYABLE AND SIMILAR CHARGES

	2004	2003
	£	£
Bank Interest	6,320	92,092
Hire purchase	1,908	13,083
	<u>8,228</u>	<u>105,175</u>

### 6. TAXATION

#### Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	2004	2003
	£	£
Current tax:		
UK corporation tax	18,551	30,774
Prior year adjustment	-	(10)
Total current tax	<u>18,551</u>	<u>30,764</u>
Deferred tax	-	(3,000)
Tax on profit on ordinary activities	<u>18,551</u>	<u>27,764</u>

#### Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2004	2003
	£	£
Profit on ordinary activities before tax	<u>84,262</u>	<u>33,248</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2003 - 30%)	25,279	9,974
Effects of:		
Expenses not deductible for tax purposes	274	11,822
Depreciation for period in excess of capital allowances	913	25,283
Small company rate relief	(7,887)	(16,305)
Prior year adjustment	(28)	(10)
Current tax charge	<u>18,551</u>	<u>30,764</u>





# GAH (REFRIGERATION) Limited.

## Notes to the Financial Statements - continued for the Year Ended 31 March 2004

### 7. TANGIBLE FIXED ASSETS

	Freehold property £	Improvements to property £	Plant and machinery £
<b>COST</b>			
At 1 April 2003	522,024	70,360	418,707
Disposals	(522,024)	(70,360)	(418,707)
At 31 March 2004	-	-	-
<b>DEPRECIATION</b>			
At 1 April 2003	-	65,370	333,843
Eliminated on disposal	-	(65,370)	(333,843)
At 31 March 2004	-	-	-
<b>NET BOOK VALUE</b>			
At 31 March 2004	-	-	-
At 31 March 2003	522,024	4,990	84,864
	Office equipment £	Motor vehicles £	Totals £
<b>COST</b>			
At 1 April 2003	255,260	266,199	1,532,550
Additions	33,441	18,412	51,853
Disposals	(236,725)	(187,184)	(1,435,000)
At 31 March 2004	51,976	97,427	149,403
<b>DEPRECIATION</b>			
At 1 April 2003	180,300	200,745	780,258
Charge for year	3,784	34,233	38,017
Eliminated on disposal	(168,404)	(162,951)	(730,568)
At 31 March 2004	15,680	72,027	87,707
<b>NET BOOK VALUE</b>			
At 31 March 2004	36,296	25,400	61,696
At 31 March 2003	74,960	65,454	752,292



# GAH (REFRIGERATION) Limited.

## Notes to the Financial Statements - continued for the Year Ended 31 March 2004

### 7. TANGIBLE FIXED ASSETS - continued

Fixed assets, included in the above, which are held under hire purchase contracts are as follows:

	Plant and machinery £	Motor vehicles £	Totals £
<b>COST</b>			
At 1 April 2003	14,950	105,572	120,522
Disposals	(14,950)	(86,008)	(100,958)
At 31 March 2004	-	19,564	19,564
<b>DEPRECIATION</b>			
At 1 April 2003	9,967	61,785	71,752
Charge for year	-	4,816	4,816
Eliminated on disposal	(9,967)	(52,554)	(62,521)
At 31 March 2004	-	14,047	14,047
<b>NET BOOK VALUE</b>			
At 31 March 2004	-	5,517	5,517
At 31 March 2003	4,983	43,787	48,770

### 8. FIXED ASSET INVESTMENTS

The company's investments at the balance sheet date in the share capital of companies include the following:

#### **GAH(Heating Products)Ltd. (Formerly HEB(Boilers)Ltd.)**

Nature of business: Assembly & Distribution of Boilers etc.

	%
Class of shares:	holding
Ordinary Shares	75.00

The company disposed of it's interest in GAH (Heating Products) Ltd to RBR Associates Ltd, the ultimate holding company, following a group reorganisation.

At the balance sheet date the company did not hold any investments.

### 9. STOCKS

	2004 £	2003 £
Raw materials	315,838	314,060
Finished goods	-	709,230
Work-in-progress	-	4,807
	<u>315,838</u>	<u>1,028,097</u>



**GAH (REFRIGERATION) Limited.**

**Notes to the Financial Statements - continued**  
for the Year Ended 31 March 2004

**10. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2004	2003
	£	£
Trade debtors	388,920	918,171
Amounts owed by group undertakings	648,323	190,699
Other debtors	2,604	8,851
Prepayments	23,571	101,210
	<u>1,063,418</u>	<u>1,218,931</u>

**11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2004	2003
	£	£
Bank loans and overdrafts (see note 13)	792,427	1,262,567
Hire purchase contracts (see note 14)	971	20,357
Trade creditors	63,706	719,737
Tax	18,570	30,774
Social security and other taxes	29,583	50,941
VAT	41,962	178,610
Other creditors	87	1,820
Accrued expenses	155,668	76,751
	<u>1,102,974</u>	<u>2,341,557</u>

**12. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	2004	2003
	£	£
Bank loans (see note 13)	263,530	603,384
Hire purchase contracts (see note 14)	-	6,849
Trade creditors	-	38,696
	<u>263,530</u>	<u>648,929</u>



# GAH (REFRIGERATION) Limited.

## Notes to the Financial Statements - continued for the Year Ended 31 March 2004

### 13. LOANS

An analysis of the maturity of loans is given below:

	2004 £	2003 £
Amounts falling due within one year or on demand:		
Bank overdrafts	738,967	1,142,272
Bank loans - less than 1 yr	53,460	120,295
	<u>792,427</u>	<u>1,262,567</u>
Amounts falling due between one and two years:		
Bank loans - 1-2 years	<u>54,460</u>	<u>95,156</u>
Amounts falling due between two and five years:		
Bank loans - 2-5 years	<u>169,380</u>	<u>282,686</u>
Amounts falling due in more than five years:		
Repayable by instalments		
Bank loans	<u>39,690</u>	<u>225,542</u>

### 14. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS

	2004 £	2003 £
Gross obligations repayable:		
Within one year	1,117	23,504
Between one and five years	-	7,803
	<u>1,117</u>	<u>31,307</u>
Finance charges repayable:		
Within one year	146	3,147
Between one and five years	-	954
	<u>146</u>	<u>4,101</u>
Net obligations repayable:		
Within one year	971	20,357
Between one and five years	-	6,849
	<u>971</u>	<u>27,206</u>





# GAH (REFRIGERATION) Limited.

## Notes to the Financial Statements - continued for the Year Ended 31 March 2004

### 15. SECURED DEBTS

The following secured debts are included within creditors:

	2004 £	2003 £
Bank overdraft	738,967	1,142,272
Bank loans	316,990	723,679
Hire purchase contracts	971	27,206
	<u>1,056,928</u>	<u>1,893,157</u>

Bank borrowing are secured by a charge over the assets of the Company. Amounts owing under hire purchase contracts are secured on the assets concerned.

A cross guarantee has been given by the company for the bank borrowings of it's parent company RBR Associates Ltd and members of the group.

Obligations under hire purchase agreements are secured on the assets to which they relate.

### 16. CALLED UP SHARE CAPITAL

Authorised: Number:	Class:	Nominal value:	2004 £	2003 £
2,500	Ordinary Shares	£1	<u>2,500</u>	<u>2,500</u>

Allotted, issued and fully paid: Number:	Class:	Nominal value:	2004 £	2003 £
1,122	Ordinary Shares	£1	<u>1,122</u>	<u>1,122</u>

### 17. RESERVES

	Profit and loss account £	Capital redemption reserve £	Totals £
At 1 April 2003	13,735	180	13,915
Retained profit for the year	65,711	-	65,711
At 31 March 2004	<u>79,446</u>	<u>180</u>	<u>79,626</u>

### 18. PENSION COMMITMENTS

The company operates a grouped personal pension scheme, The GAH (Refrigeration) Pension Scheme, covering employees and directors of both GAH (Heating Products) Ltd and GAH (Refrigeration) Ltd. The assets of the scheme are held separately from those of the company in an independently administered fund. At the year end there were no outstanding contributions payable.



# GAH (REFRIGERATION) Limited.

## Notes to the Financial Statements - continued for the Year Ended 31 March 2004

### 19. ULTIMATE PARENT COMPANY

RBR Associates Ltd is the company's immediate and ultimate parent undertaking.

### 20. CONTINGENT LIABILITIES

A cross guarantee has been given to the company's bankers in respect of this company, GAH (Heating Products)Ltd and Hubbard Investment Holdings Ltd (the companies former parent company) for the indebtedness with the bank.

### 21. CAPITAL COMMITMENTS

	2004 £	2003 £
Contracted but not provided for in the financial statements	-	-

There were no items contracted for or authorised by the directors but not provided for at 2003 (2002: nil).

### 22. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2004 £	2003 £
Profit for the financial year	65,711	5,484
Purchase of own shares	-	(18,000)
<b>Net addition/(reduction) to shareholders' funds</b>	<b>65,711</b>	<b>(12,516)</b>
Opening shareholders' funds	15,037	27,553
<b>Closing shareholders' funds</b>	<b>80,748</b>	<b>15,037</b>
Equity interests	80,748	15,037

### 23. PURCHASE OF OWN SHARES

During the year the company repurchased 180, £1 ordinary shares at a rate of £100 per share.

