(Company Number: 122818)

DIRECTORS' REPORT AND ABBREVIATED ACCOUNTS

**30 NOVEMBER 1998** 

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Anderson Anderson & Brown

Chartered Accountants

### GRAMPIAN TEST & CERTIFICATION LIMITED DIRECTORS' REPORT

 $A^{2}+B$ 

A M Melville

D T Melville

Secretaries:

Directors:

Iain Smith and Company

Registered office:

20 Queens Road, Aberdeen

The directors submit their report and the audited accounts of the company for the year ended 30 November 1998.

#### RESULTS AND DIVIDENDS

The profit for the year, amounting to £210,032 (1997 - £269,536), has been dealt with as shown in the profit and loss account. Dividends of £2,474 have been paid in the year and £36,564 have been proposed (1997 - £1,631 paid; £45,261 proposed).

#### PRINCIPAL ACTIVITY AND REVIEW OF BUSINESS DEVELOPMENTS

The principal activity of the company is the testing, repair and maintenance of containers, lifting equipment, etc, and the manufacture of ancillary equipment.

The directors are pleased with the results for the year and are confident that the level of activity will continue to increase.

#### PURCHASE OF SHARES

During the year the company has redeemed 44,985 Cumulative Convertible Participating Preferred Ordinary Shares of £1 each for a consideration of £500,000. This represents 100% of this class of shares.

#### **DIRECTORS AND DIRECTORS' INTERESTS**

The directors of the company during the year ended 30 November 1998 were as noted above.

According to the register maintained as required under the Companies Act 1985, the directors' interests in the share capital of the company throughout the year were as follows:

Ordinary shares of £1 each

A M Melville

30,000

D T Melville

30,000

 $A^{2}+B$ 

DIRECTORS' REPORT (continued)

### YEAR 2000 PLANNING

The directors have undertaken an assessment of the risk that the company's business and operations will be adversely affected by what is known as the Year 2000 problem.

The directors believe that all of the company's systems and equipment have been updated and do not anticipate problems in connection with customers, suppliers or service providers.

#### **AUDITORS**

Anderson Anderson & Brown have expressed their willingness to continue in office and a resolution proposing their re-appointment will be submitted at the annual general meeting.

By order of the board

Secretaries





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:

- (a) select suitable accounting policies and then apply them consistently;
- (b) make judgements and estimates that are reasonable and prudent;
- (c) state whether or not applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and,
- (d) 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 which 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.



ANDERSON
ANDERSON
& BROWN

CHARTERED ACCOUNTANTS

### AUDITORS' REPORT TO GRAMPIAN TEST & CERTIFICATION LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 5 to 19 together with the full accounts of the company prepared under Section 226 of the Companies Act 1985 for the year ended 30 November 1998.

### 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 the company's entitlement to deliver abbreviated accounts and whether or not the abbreviated accounts have been properly prepared in accordance with those provisions.

#### Basis of opinion

We have carried out the procedures we considered necessary to discharge our responsibilities set out above. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full accounts.

### Opinion on the abbreviated accounts

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Companies Act 1985 in respect of the year ended 30 November 1998 and the abbreviated accounts on pages 5 to 19 have been properly prepared in accordance therewith.

Anderson Anderson - Brown

Registered Auditors Aberdeen

28 mas 1999



# GRAMPIAN TEST & CERTIFICATION LIMITED ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 NOVEMBER 1998

	Note	1998 £	1997 £
GROSS PROFIT		3,292,481	2,467,682
Operating costs	2	2,885,678	2,042,138
OPERATING PROFIT	3	406,803	425,544
Other income	6	4,766	29,230
Interest payable	7	(135,421)	(108,827)
PROFIT BEFORE TAXATION		276,148	345,947
Taxation	8	66,116	76,411
PROFIT FOR FINANCIAL YEAR		210,032	269,536
Dividends on non-equity shares	9	39,038	46,892
RETAINED PROFIT FOR YEAR		£ 170,994	£ 222,644

The company has made no gains or losses other than as reported above.

Movements on reserves are as set out in Note 18.

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### **GRAMPIAN TEST & CERTIFICATION LIMITED**ABBREVIATED BALANCE SHEET – 30 NOVEMBER 1998

	Note	1998 £	1997 £
FIXED ASSETS Tangible assets	10	1,452,204	1,356,301
CURRENT ASSETS Stocks and work in progress Debtors Cash at bank and in hand	11 12	715,743 1,354,725 17,598 2,088,066	478,755 1,413,341 26,726 1,918,822
CREDITORS: amounts falling due within one year	13	2,987,626	2,242,864
NET CURRENT LIABILITIES		(899,560)	(324,042)
TOTAL ASSETS LESS CURRENT LIABILITIES		552,644	1,032,259
CREDITORS: amounts falling due after more than one year	14	145,526	307,934
PROVISION FOR LIABILITIES AND CHARGES	16	£ 342,843	£ 671,849
CAPITAL AND RESERVES Equity share capital Non-equity share capital		105,000	105,000 44,985
Called up share capital Capital redemption reserve Profit and loss account	17 18 18	105,000 104,285 133,558	149,985 59,300 462,564
SHAREHOLDERS' FUNDS	18	£ 342,843	£ 671,849
Equity Non-equity		342,843	626,864 44,985
	18	£ 342,843	£ 671,849

The accounts have been prepared in accordance with the special provision of Part VII of the Companies Act 1985 applicable to medium sized companies.

Director - A M Melville

Director - D T Melville

18 - 5 - 99, Date



ABBREVIATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 NOVEMBER 1998

	Note	1998 £	1997 £
Cash from operating activities Returns on investments and servicing of finance Taxation	21 22	812,348 (184,074) (87,004)	683,020 (167,222) (14,773)
Capital expenditure	22	(283,876)	(454,518)
		257,394	46,507
Financing – (Decrease)/increase in debt	22	(681,340)	54,524
(Decrease)/increase in cash in the year		£ (423,946)	£ 101,031

### RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	NI	1998	1997
	Note	£	£
(Decrease)/increase in cash in the year		(423,946)	101,031
Cash outflow from decrease in debt		81,619	87,358
Cash outflow from decrease in lease financing		110,945	79,412
Change in net debt resulting from cash flows		(231,382)	267,801
New finance lease		(11,224)	(250,944)
Movement in net debt in year		(242,606)	16,857
Net debt at 30 November 1997		(583,239)	(600,096)
Net debt at 30 November 1998	23	£ (825,845)	£ (583,239)





#### 1. ACCOUNTING POLICIES

### (a) Basis of accounts preparation

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

### (b) Depreciation

The cost of fixed assets is written off by equal monthly instalments over their expected useful lives as follows:

5-20 years
8-10 years
5-10 years
4-6 years

### (c) Stocks and work in progress

Stocks are valued at the lower of cost and net realisable value with due allowance for any obsolete or slow-moving items. In the case of work in progress, cost comprises direct materials and labour.

#### (d) Deferred taxation

Provision is made for deferred taxation, using the liability method, on all timing differences to the extent that it is probable that the liability will crystallise.

#### (e) Hire purchase and lease commitments

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives. The interest element of the rental obligations is charged to the profit and loss account over the period of the lease on a straight line basis.

Rentals paid under operating leases are charged to income over the term of the lease.

#### (f) Pensions

The company operates and contributes towards defined contribution pension schemes. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.



### 2. OPERATING COSTS

	1998	1997
	£	£
Staff costs - salaries	1,531,031	1,265,031
- social security costs	148,251	94,659
- other pension costs	177,394	20,674
Depreciation - owned assets - assets held under hire purchase	138,828	59,459
and finance leases	50,406	35,162
Other operating charges	839,768	567,153
	£ 2,885,678	£ 2,042,138

### 3. OPERATING PROFIT is stated after charging:

	1998 £	1997 £
Auditors' remuneration - audit services - non-audit services Operating lease - equipment - land and buildings	7,900 17,840 22,508 76,781	7,425 16,075 23,814 71,000

### 4. STAFF NUMBERS

The average number of persons employed by the company during the year, including the directors, was as follows:

	1998	1997
	No	No
Management, administration and sales	25	20
Workshop	59	51
	84	71



### 5. DIRECTORS' REMUNERATION

6.

The remuneration paid to the directors of the company was:

	1998	1997
Emoluments (including pension contributions and benefits in kind)	£ 359,816	£ 118,978
Company contributions paid to defined contribution pension schemes	£ 146,900	£ 9,300
	1998 No	1997 No
Members of defined contribution pension schemes	2	2
The amounts in respect of the highest paid director are as follows:		
Emoluments	£ 124,231	£ 70,195
Company contributions paid to defined contribution pension schemes	£ 103,000	£ 6,000
OTHER INCOME		
	1998 £	1997 £
Rent receivable Interest receivable	4,053 713	29,167 63
	£ 4,766	£ 29,230



### 7. INTEREST PAYABLE

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9.

	1998 £	1997 £
Bank overdraft and factoring Bank loan Other loan	96,077 14,686	69,502 20,500 (36)
Hire purchase and finance leases Late payment of tax	21,833 2,825	17,688 1,173
	£ 135,421	£ 108,827
TAXATION charge for the year comprises:		
	1998 £	1997 £
UK corporation tax Transfer to deferred tax	48,130 17,647	53,608 22,531
	65,777	76,139
Prior year adjustment: Corporation tax Deferred tax	(2,182) 2,521	272
	£ 66,116	£ 76,411
DIVIDENDS ON NON-EQUITY SHARES		
	1998 £	1997 £
11% Cumulative redeemable preference shares - paid - proposed	2,474 574	1,631
11% Cumulative convertible participating preferred shares  – proposed	35,990	45,261
	£ 39,038	£ 46,892



### 10. TANGIBLE FIXED ASSETS

		Computers,		
Freehold	Plant &	furniture	Motor	
Buildings	machinery	& fittings	Vehicles	Total
£	£	£	£	£
445,635	910,883	110,843	228,257	1,695,618
36,270	179,066	31,142	49,405	295,883
-		<del>-</del>	(30,739)	(30,739)
481,905	1,089,949	141,985	246,923	1,960,762
66,856	161,849	43,420	67,192	339,317
13,357	120,976	19,408	35,493	189,234
	-	-	(19,993)	(19,993)
80,213	282,825	62,828	82,692	508,558
£ 401,692	£ 807,124	£ 79,157	£ 164,231	£ 1,452,204
£ 378,779	£ 749,034	£ 67,423	£ 161,065	£ 1,356,301
	Buildings £ 445,635 36,270 - 481,905 - 66,856 13,357 - 80,213	Buildings £ £  445,635 910,883 36,270 179,066	Freehold Buildings machinery £ furniture & fittings £ £ 445,635 910,883 110,843 36,270 179,066 31,142	Freehold Buildings         Plant & furniture & fittings         Motor Vehicles & fittings           445,635         910,883         110,843         228,257           36,270         179,066         31,142         49,405           -         -         (30,739)           481,905         1,089,949         141,985         246,923           66,856         161,849         43,420         67,192           13,357         120,976         19,408         35,493           -         -         (19,993)           80,213         282,825         62,828         82,692           £ 401,692         £ 807,124         £ 79,157         £ 164,231

The net book value of tangible fixed assets includes an amount of £310,383 (1997 - £379,137) in respect of assets held under hire purchase and lease contracts.

### 11. STOCKS AND WORK IN PROGRESS

	1998 £	1997 £
Raw materials and consumables Work in progress	714,253 1,490	469,909 8,846
	£ 715,743	£ 478,755



#### 12. DEBTORS

13.

	1998 £	1997 £
Trade debtors Prepayments and accrued income Other debtors Directors loan	1,331,040 13,283 10,402	1,345,017 25,489 23,040 19,795
	£ 1,354,725	£ 1,413,341
CREDITORS: amounts falling due within one year		
	1998 £	1997 £
Bank overdraft Bank loan (Note 14) Trade creditors Factoring creditor Hire purchase and finance lease creditor (Note 15) Advance corporation tax Corporation tax Other taxes and social security Accruals and deferred income Dividends payable Other creditors	561,649 46,000 1,082,511 596,507 90,268 81,908 2,292 242,596 247,331 36,564	146,831 46,000 794,593 665,752 109,200 37,728 79,159 142,535 160,128 46,892 14,046
	£ 2,987,626	£ 2,242,864

The bank borrowings are secured by a standard security over the company's property and by a bond and floating charge over the assets of the company.

There is also a letter of waiver releasing book debts from the amount of the bond and floating charge granted in favour of Royal Bank Invoice Finance Limited.



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

	1998	1997
	£	£
Bank loan	60,411	142,030
Hire purchase and finance lease creditor (Note 15)	85,115	165,904
	£ 145,526	£ 307,934
The bank loan is repayable as follows:		
	1998	1997
	£	£
In one year or less	46,000	46,000
Between one and two years	46,000	46,000
Between two and five years	14,411	96,030
	£ 106,411	£ 188,030

### 15. OBLIGATIONS UNDER HIRE PURCHASE AND FINANCE LEASE CONTRACTS

	1998 £	1997 £
Amounts repayable: Within one year (Note 13) Between two and five years (Note 14)	90,268 85,115	109,200 165,904
	£ 175,383	£ 275,104



17.

## 16. PROVISION FOR LIABILITIES AND CHARGES comprises deferred taxation as follows:

	1998 £	1997 £
Accelerated capital allowances Less: advance corporation tax recoverable	84,367 (20,092)	64,199 (11,723)
	£ 64,275	£ 52,476
Deferred taxation has been provided in full.		
CALLED UP SHARE CAPITAL		
	1998	1997
	£	£
Authorised: 105,000 Ordinary shares of £1 each 44,985 Cumulative Convertible Participating	105,000	105,000
Preferred Ordinary shares of £1 each	44,985	44,985
59,300 11% Cumulative Redeemable Preference shares of £1 each	59,300	59,300
	£ 209,285	£ 209,285
	1998 £	1997 £
Allotted, called up and fully paid:	<b>↓</b>	~
105,000 Ordinary shares of £1 each	105,000	105,000
44,985 Cumulative Convertible Participating Preferred Ordinary shares of £1 each		44,985
	£ 105,000	£ 149,985



NOTES ON THE ABBREVIATED ACCOUNTS - 30 NOVEMBER 1998

### 17. CALLED UP SHARE CAPITAL (continued)

shares.

(a) Profits are applied, as available, in the following order:

Cumulative redeemable preference shares – 11 pence per share.

Cumulative convertible participating preferred ordinary shares (CCPPO) – fixed dividend of 11 pence per share followed by a participating dividend which together with the fixed dividend equals 11% of net profit divided by 44,985.

Ordinary shares – dividend per share equal to total dividend per share payable on CCPPO

The balance is distributed to the holders of the CCPPO and ordinary shares according to the amounts paid up on each category.

(b) On liquidation assets are applied, as available, in the following order:

Cumulative redeemable preference shares - £1.25 per share plus arrears of dividends. CCPPO shares - an amount equal to subscription price plus arrears of dividends. Ordinary shares - £1 per share.

The balance is payable to the holders of the CCPPO and ordinary shares according to the amounts paid up on each category.

(c) Any holder of the cumulative convertible participating preferred ordinary shares can at any time or times convert all or part of the shares into the same number of ordinary shares.

The cumulative redeemable preference shares were redeemed at a price of £1.25 per share in equal tranches on 30 April 1996 and 30 November 1996.

(d) All CCPPO and ordinary shares hold one vote.



## 18. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

Share capital £	Capital redemption reserve	Profit and loss account £	Total £
179,635	29,650	269,570	478,855
-	-	269,536	269,536
-	-	(46,892)	(46,892)
(29,650)	-	-	(29,650)
-	29,650	(29,650)	<del>-</del>
149,985	59,300	462,564	671,849
· -	-	210,032	210,032
-	_	(39,038)	(39,038)
(44,985)	-	(455,015)	(500,000)
	44,985	(44,985)	<u>-</u>
£ 105,000	£ 104,285	£ 133,558	£ 342,843
	capital £ 179,635 - (29,650) - 149,985 - (44,985)	Share capital redemption reserve £  179,635 29,650	Share redemption reserve £ £  179,635 29,650 269,570 - 269,536 - (46,892) (29,650)  29,650 (29,650)  - 29,650 (29,650)  149,985 59,300 462,564 - 210,032 - (39,038) (44,985) - (455,015) - 44,985 (44,985)

### 19. CAPITAL COMMITMENTS

	1998	1997
Amounts contracted for but not provided in the accounts at 30 November 1998	£ -	£ 5,154

### 20. OTHER FINANCIAL COMMITMENTS

At 30 November 1998 the company had annual commitments under non-cancellable operating leases as follows:

Equipment		Land & buildings	
1998	1997	1998	1997
£	£	£	£
6,529	469	4,083	-
21,782	21,688	-	7,000
-	-	70,000	70,000
£ 28,311	£ 22,157	£ 74,083	£ 77,000
	1998 £ 6,529 21,782	1998 1997 £ £ 6,529 469 21,782 21,688	1998



### 21. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

22.

	1998 £	1997 £
Operating profit Depreciation charge Profit on sale of tangible fixed assets Decrease/(increase) in debtors Increase in creditors Increase in stock	410,856 189,234 (1,261) 58,616 391,891 (236,988)	454,711 94,621 (4,381) (317,804) 512,991 (57,118)
Net cash inflow	£ 812,348	£ 683,020
ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT		
	1998 £	1997 £
Returns on investments and servicing of finance Interest received Interest paid Non equity dividend paid	713 (135,421) (49,366)	63 (108,827) (58,458)
Net cash outflow from returns on investments and servicing of finance	(184,074)	(167,222)
Capital expenditure Purchase of tangible fixed assets Sale of plant and machinery Net cash outflow from capital expenditure	(295,883) 12,007 (283,876)	(472,948) 18,430 (454,518)
Financing Repayment of loan Redemption of shares Capital element of finance lease rental payments	(81,619) (500,000) (99,721) £ (681,340)	(87,358) (29,650) 171,532 £ 54,524



#### 23. ANALYSIS OF NET DEBT

	At 30 November 1997 £	Cash flow £	At 30 November 1998 £
Cash at bank and in hand Loan Finance leases	(120,105) (188,030) (275,104)	(423,946) 81,619 99,721	(544,051) (106,411) (175,383)
Total	£ (583,239)	£ (242,606)	£ (825,845)
	At 30 November 1996 £	Cash flow £	At 30 November 1997 £
Cash at bank and in hand Loan Finance leases	(221,136) (275,388) (103,572)	101,031 87,358 (171,532)	(120,105) (188,030) (275,104)
Total	£ (600,096)	£ 16,857	£ (583,239)

### 24. RELATED PARTIES

#### **Control**

During the year the company was controlled by Mr and Mrs Melville, both of whom are directors of the company. The directors' interests in the share capital throughout the year are as stated in the directors' report.

#### **Transactions**

During the year the company had the following transactions with a related party:

Related party	Transaction	year end		
* *		£	£	
A M Melville, director D T Melville, director	Loan repayments Loan repayments	(10,810) (8,985)	-	