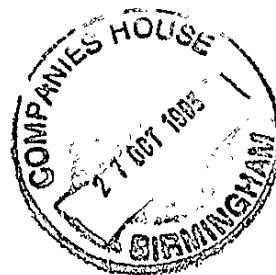


BRITAX WEATHERSHIELDS LIMITED  
REPORT AND FINANCIAL STATEMENTS

31 December 1992

Registered number 326911



BRITAZ WEARE JRSFIELDS LIMITED

DIRECTORS' REPORT

31 December 1992

The directors present their annual report and the audited financial statements of the company for the year ended 31 December 1992.

Results and dividends

The loss for the year after taxation amounted to £345,198. It is recommended that no dividend be paid and that the loss of £345,198 be set against reserves.

Review of business

The principal activity of the company continues to be the manufacture and distribution of accessories to the motor trade.

The turnover for the year at £13,020,603 was comparable to the previous year. The loss on ordinary activities before taxation amounted to £616,718 compared with a loss of £906,797 in the previous year.

The directors consider the state of affairs of the company to be satisfactory given the support by the parent undertaking.

Fixed assets

The movements in tangible fixed assets during the year are set out in the notes to the financial statements.

Revaluations of freehold and leasehold properties are carried out periodically with the last revaluation being at the end of 1989. Although property values may fall in recessionary periods no adjustment is made to the valuations where the fall is not considered to be of a permanent nature.

Research and development

Total expenditure on research and development in the year was £991,164 (1991 £859,418).

Directors

The following were directors of the company at 31 December 1992

Mr. T.C. Cannon	)	Directors of B.S.G.
Mr. A.R. Starkey	)	International plc
Mr. E.S. Ainsworth		
Mr. A. Parsonage		
Mr. H.J. McTernan		
Mr. P.V. Smith		

Mr. J.A.D. Everard resigned as a director of the company on 3 January 1992. Mr. I.K. Showan resigned as a director of the company on 30 September 1992.

Mr. P.V. Smith was appointed as a director of the company on 1 July 1992.

In accordance with the Articles of Association none of the directors retire.

# BRITAX WEATHERSHIELDS LIMITED

## DIRECTORS' REPORT

31 December 1992  
(continued)

### Directors' shareholdings

None of the directors have any beneficial interest in the share capital of the company.

The directors of the parent undertaking disclose their interests in the share capital of B.S.G. International plc in the financial statements of that company.

The interests of the remaining directors in the share capital of B.S.G. International plc are as follows:

	31 December 1992 Ordinary shares of 10p each	31 December 1991 Ordinary shares of 10p each
Beneficial interests		
Mr. A. Parsonage	6,441	25,125
Options held under the B.S.G. International plc Executive Share Option Scheme 1985		
Mr. A. Parsonage	75,000	75,000
Options held under the B.S.G. International plc Savings Related Share Option Scheme 1988		
Mr. E.S. Ainsworth	13,081	13,081
Mr. A. Parsonage	13,953	13,953

### Charitable donations

Payments of a charitable nature made during the year amounted to £600 (1991 £500).

### Officers' insurance

The company has purchased and maintained insurance to cover its officers against liabilities in relation to their duties to the company.

BRITAX WEATHERSHIELDS LIMITED

DIRECTORS' REPORT

31 December 1992  
(continued)

Auditors

The company has elected to dispense with the annual re-appointment of auditors and in the absence of a specific resolution to the contrary Kidsons Impey will continue in office.

Registered office  
180 Sherlock Street  
Birmingham  
B5 7EH

By order of the board

R. Thorne

for B.S.G. Secretarial Services Limited

Secretary

23 March 1993

BRITAX WEATHERSHIELDS LIMITED

AUDITORS' REPORT

Auditors' report to the members of Britax Weathershields Limited

We have audited the financial statements on pages 5 to 13 in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the affairs of the company at 31 December 1992 and of the result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Kidsons Impey*

Kidsons Impey

Registered Auditors

Chartered Accountants

Birmingham

23 March 1993

**BRITAX WEATHERSHIELDS LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
for the year ended 31 December 1992

	Note	1992 £	1991 £
Turnover	2	13,020,603	13,022,251
Cost of sales		(11,529,233)	(12,278,296)
Gross profit		1,491,370	743,955
Distribution costs		(657,878)	(348,536)
Administrative expenses		(936,204)	(817,118)
Trading loss	3	(152,712)	(421,699)
Interest payable	4	(464,006)	(485,098)
Loss on ordinary activities before taxation		(616,718)	(906,797)
Taxation	6	271,520	309,571
Retained loss for the year	13	(345,198)	(597,219)

**BRITAX WEATHERSHIELDS LIMITED**

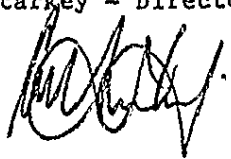
**BALANCE SHEET**

at 31 December 1992

	Note	1992		1991	
		£	£	£	£
<b>Fixed assets</b>					
Tangible assets	7		2,497,962		1,703,756
<b>Current assets</b>					
Stocks	8	1,369,730		1,582,135	
Debtors	9	2,112,049		3,064,915	
Cash in hand		<u>3,609</u>		<u>4,108</u>	
		3,485,388		4,651,158	
Creditors: amounts falling due within one year	10	<u>(5,314,843)</u>		<u>(5,323,002)</u>	
<b>Net current liabilities</b>			<u>(1,829,455)</u>		<u>(671,844)</u>
<b>Total assets less current liabilities</b>			668,507		1,031,912
Creditors: amounts falling due after more than one year	11		<u>(20,389)</u>		<u>(38,596)</u>
			<u>648,118</u>		<u>993,316</u>
<b>Capital and reserves</b>					
Called up share capital	12		1,050,000		1,050,000
Revaluation reserve	13		182,726		184,274
Profit and loss account	13		<u>(584,608)</u>		<u>(240,958)</u>
			<u>648,118</u>		<u>993,316</u>

The financial statements on pages 5 to 13  
were approved by the board of directors  
on 23 March 1993

A.R. Starkey - Director



# BRITAX WEATHERSHIELDS LIMITED

## NOTES ON FINANCIAL STATEMENTS

31 December 1992

### 1 Principal accounting policies

#### Basis of accounting

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention as modified by the revaluation of freehold and leasehold properties.

#### Depreciation

Depreciation is calculated on cost or revalued amounts on a straight line basis to write off the relevant assets over their expected useful lives. The principal annual rates used are as follows

	%
Plant and machinery	10-33.33
Vehicles	25
Office equipment	10-20
Computer equipment	20-33.33
Freehold buildings	1

Leasehold properties are amortised over the shorter of 100 years or the unexpired portion of the lease

Freehold land is not depreciated.

#### Stocks

The basis of valuation is the lower of cost and estimated realisable value. Cost includes materials, direct labour and production overheads where appropriate.

#### Leases

Assets held under finance leases are capitalised as tangible fixed assets and depreciated over the shorter of the term of the lease, including any secondary period, and the useful economic life based upon the depreciation policies above. The obligation to pay future rentals is included in creditors net of finance charges allocated to future periods. The finance charge element of rentals is calculated on the reducing balance of capital outstanding and charged to the appropriate accounting period through the profit and loss account.

Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the term of the lease.

#### Deferred taxation

Deferred taxation is calculated on the liability method in respect of timing differences between profits as stated in the financial statements and as computed for tax purposes. Where such timing differences are anticipated to continue for the foreseeable future no provision is made.

#### Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the end of the financial year and differences are taken to the profit and loss account.

#### Research and development

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

# BRITAX WEATHERSHIELDS LIMITED

## NOTES ON FINANCIAL STATEMENTS

31 December 1992  
(continued)

### 1 Principal accounting policies (continued)

#### Pensions

The group operates a number of defined benefit pension schemes for its employees. All the schemes are funded; liabilities are provided on a systematic basis over the period of employment of scheme members. Variations disclosed by actuarial valuations are spread over the average remaining service lives of current scheme members.

#### Cash flow statement

The company has taken advantage of the exemption from preparing a cash flow statement in accordance with Financial Reporting Standard No.1 as it is a wholly owned subsidiary undertaking and the parent undertaking publishes consolidated financial statements which include a consolidated cash flow statement.

### 2 Turnover

Turnover represents the invoiced value excluding value added tax of goods sold and services provided to customers.

The turnover and loss before taxation are attributable to the principal activity of the company, being the manufacture and distribution of accessories to the motor trade, and analysis of turnover by geographical area is as follows

	1992 £	1991 £
United Kingdom	2,592,046	1,897,141
Other European countries	9,269,205	10,151,339
Rest of the World	<u>1,159,352</u>	<u>973,771</u>
	<u>13,020,603</u>	<u>13,022,251</u>

### 3 Trading loss

Trading loss is stated after charging

Depreciation of tangible fixed assets

- Owned assets	386,050	330,925
- Assets held under finance leases	<u>15,968</u>	<u>25,978</u>
	<u>402,018</u>	<u>356,903</u>

Auditors' remuneration

- Audit fees	12,875	12,875
- Other services	725	725

Operating lease rentals

- Hire of plant and machinery	-	4,396
- Motor vehicles	<u>80,756</u>	<u>87,002</u>

BRITAX WEATHERSHIELDS LIMITED

NOTES ON FINANCIAL STATEMENTS

31 December 1992  
(continued)

4	Interest payable	1992 £	1991 £
	Interest payable on loans repayable within 5 years		
	Bank overdraft	458,190	477,041
	Finance leases	<u>5,816</u>	<u>8,057</u>
		<u>464,006</u>	<u>485,098</u>
5	Directors and employees		
	Staff costs including directors' emoluments		
	Wages and salaries	2,556,691	2,916,749
	Social security costs	256,404	246,562
	Pension costs	<u>32,716</u>	<u>30,402</u>
		<u>2,845,811</u>	<u>3,193,713</u>
	Average number of persons employed including executive directors	Number	Number
	Production	165	179
	Sales and distribution	12	13
	Administration	<u>12</u>	<u>14</u>
		<u>189</u>	<u>206</u>
	Directors emoluments	£	£
	For management	<u>158,628</u>	<u>165,602</u>
	Emoluments, excluding pension contributions are analysed as follows		
	Chairman	<u>Nil</u>	<u>Nil</u>
	Highest paid director	<u>52,772</u>	<u>45,013</u>
	Number of other directors whose emoluments were within the ranges	Number	Number
	£0 - £5,000	2	1
	£15,001 - £20,000	2	1
	£25,001 - £30,000	-	1
	£30,001 - £35,000	1	2
	£35,001 - £40,000	1	-

BRITAX WEATHERSHIELDS LIMITED

NOTES ON FINANCIAL STATEMENTS

31 December 1992  
(continued)

6	Taxation			1992	1991
	The taxation credit comprises			£	£
	Group taxation relief			278,000	306,000
	Prior year's adjustment - corporation tax			<u>(6,480)</u>	<u>3,578</u>
				<u>271,520</u>	<u>309,578</u>
7	Tangible fixed assets				
		Freehold property £	Short leasehold property £	Plant and vehicles £	Total £
	Cost or valuation				
	1 January 1992	390,000	310,000	4,271,760	4,971,760
	Additions	-	-	1,201,724	1,201,724
	Disposals	-	-	<u>(5,500)</u>	<u>(5,500)</u>
	31 December 1992	<u>390,000</u>	<u>310,000</u>	<u>5,467,984</u>	<u>6,167,984</u>
	Depreciation				
	1 January 1992	1,800	12,216	3,253,988	3,268,004
	Charge for the year	<u>900</u>	<u>6,108</u>	<u>395,010</u>	<u>402,018</u>
	31 December 1992	<u>2,700</u>	<u>18,324</u>	<u>3,648,998</u>	<u>3,670,022</u>
	Net book amount				
	31 December 1992	<u>387,300</u>	<u>291,676</u>	<u>1,818,986</u>	<u>2,497,962</u>
	31 December 1991	<u>388,200</u>	<u>297,784</u>	<u>1,017,772</u>	<u>1,703,756</u>

The net book amount of plant and vehicles includes £5,956 (1991 £21,924) in respect of assets held under finance leases.

All tangible fixed assets are shown at cost with the exception of freehold property which comprises £390,000 at valuation in 1989 and short leasehold property which comprises £310,000 at valuation in 1989.

BRYTAX WEATHERSHIELDS LIMITED

NOTES ON FINANCIAL STATEMENTS

31. December 1992  
(continued)

7 Tangible fixed assets (continued)

Historical cost information	1992 £	1991 £
Historical cost of freehold and leasehold properties	541,917	339,829
Accumulated depreciation based on cost	<u>45,667</u>	<u>37,370</u>
Net book amount	<u>496,250</u>	<u>302,459</u>
Depreciation for the year based on cost	<u>5,460</u>	<u>5,460</u>

8 Stocks

Raw materials	55,564	504,980
Work in progress	144,000	218,973
Finished products	<u>470,166</u>	<u>858,182</u>
	<u>1,369,730</u>	<u>1,582,135</u>

9 Debtors

Amounts falling due within one year

Trade debtors	584,614	507,257
Amounts owed by fellow subsidiaries	583,584	1,578,961
Group taxation relief	583,762	591,000
Taxes recoverable	127,736	297,856
Prepayments and accrued income	<u>232,353</u>	<u>89,841</u>
	<u>2,112,049</u>	<u>3,064,915</u>

10 Creditors: amounts falling due within one year

Trade creditors	1,351,603	1,431,089
Amount owed to parent undertaking	3,615,281	3,553,341
Amounts owed to fellow subsidiaries	29,645	13,942
Finance lease obligations	18,207	15,969
Other taxes and social security	81,365	73,998
Accruals	<u>218,742</u>	<u>234,663</u>
	<u>5,314,843</u>	<u>5,323,002</u>

11 Creditors: amounts falling due after more than one year

Finance lease obligations payable between one and five years	<u>20,389</u>	<u>38,596</u>
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## BRITAX WEATHERSHIELDS LIMITED

## NOTES ON FINANCIAL STATEMENTS

31 December 1992  
(continued)

12	Called up share capital (1992 and 1991)	Authorised £	Issued and fully paid £
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Ordinary shares of £1 each	1,250,000	1,050,000
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13	Reserves	Revaluation reserve £	Profit and loss account £	Total £
	Balance 1 January 1992	184,274	(240,958)	(56,684)
	Retained loss for the year	-	(345,198)	(345,198)
	Transfer	<u>(1,548)</u>	<u>1,548</u>	<u>-</u>
	Balance 31 December 1992	<u>182,726</u>	<u>(584,608)</u>	<u>(401,882)</u>

## 14 Deferred tax

The potential deferred tax liability not provided at 31 December 1992 arising on timing differences, calculated on the liability method at 33% (1991 33%) is as follows

	1992 £	1991 £
Accelerated capital allowances	68,000	(10,000)
Industrial buildings allowances	41,000	42,000
Other timing differences	<u>-</u>	<u>(5,000)</u>
	<u>109,000</u>	<u>27,000</u>

The potential liability which might arise on properties being sold at their revalued amounts has not been quantified as the directors have no present intention of disposing of the properties.

## 15 Transactions involving directors

Directors' interest in contracts

No director has had any beneficial interest in any material contract to which the company was a party.

## 16 Capital commitments

Capital expenditure authorised up to 31 December 1992 but not provided in these financial statements amounted to £1,065,773 (1991 £693,499) in respect of which contracts for £545,748 (1991 £493,417) had been placed.

BRITAX WEATHERSHIELDS LIMITED

NOTES ON FINANCIAL STATEMENTS

31 December 1992  
(continued)

17 Leasing obligations

Financial commitments under operating leases will result in the following payments falling due in the year to 31 December 1993.

Date of lease expiry	Plant and vehicles £
1993	4,866
1994	19,473
1995 to 1997	<u>54,483</u>
Total payable in 1993	<u>78,822</u>

18 Contingent liabilities

The company has given a joint and several guarantee in respect of the parent undertaking's indebtedness to Barclays Bank PLC.

The company has given a guarantee to Barclays Bank PLC in respect of deferred duty payable to H.M. Customs & Excise for an amount not to exceed £60,000.

19 Pensions

Pension costs have been assessed in accordance with advice received from the actuary to the schemes on the basis of reviews carried out for the purpose of Statement of Standard Accounting Practice No. 24. Pension costs were assessed using the projected unit actuarial costing method based on assumptions including a long term rate of investment return on assets of 9% per annum, a general rate of increase in members' earnings 2% less than this figure, pension increases in accordance with the scheme rules and appropriate allowances for mortality, members leaving service and early retirements.

Actuarial valuations of all schemes are carried out triennially and full details of the valuation at 31 March 1992 appear in the published financial statements of the parent undertaking.

20 Ultimate parent undertaking

The company is a direct subsidiary of B.S.G. International plc, a company incorporated in England.

The parent undertaking is a publicly quoted company and as such copies of its published accounts are available from Burgess House, 1270 Coventry Road, Birmingham B25 8BB.