

# **ST BERNARD COMPOSITES LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 4 APRIL 2004**

**COMPANY REGISTRATION NUMBER 706645**



# **ST BERNARD COMPOSITES LIMITED**

## **COMPANY INFORMATION**

---

**Directors**

JRG Wood  
TJC Webborn  
SCR Wood  
JJ Bennett  
HM Cameron

**Secretary**

HM Cameron

**Company number**

706645

**Registered office**

Saberhouse  
Lynchford Road  
Farnborough  
Hampshire  
GU14 6JE

**Auditors**

Baker Tilly  
The Clock House  
140 London Road  
Guildford  
Surrey  
GU1 1UW

---

# **ST BERNARD COMPOSITES LIMITED**

## **CONTENTS**

---

	<b>Page</b>
Directors' report	1-2
Auditors' report	3
Profit and loss account	4
Statement of total recognised gains and losses	5
Balance sheet	6
Cash flow statement	7
Notes to the cash flow statement	8
Notes to the financial statements	9-19

---

# **ST BERNARD COMPOSITES LIMITED**

## **DIRECTORS' REPORT FOR THE PERIOD ENDED 4 APRIL 2004**

---

The Directors present their report and financial statements for the period ended 4 April 2004.

### **Principal activities and review of the business**

The Company is principally engaged in advanced composites engineering.

In the light of the current trading environment, the results for the period and the financial position at the end of the period were considered satisfactory by the Directors, in line with current and future expectations.

### **Results and dividends**

The results for the period are set out on page 4.

The Directors do not recommend payment of an ordinary dividend.

### **Directors**

The Directors who held office during the period to 4 April 2004 were as follows:

JRG Wood  
TJC Webborn  
SCR Wood  
DA Owen (resigned 17 November 2003)  
JJ Bennett (appointed 18 November 2003)  
HM Cameron

### **Directors' interests**

JRG Wood and SCR Wood each held a beneficial interest in 5,005 'A' non-voting shares of £1 each at the balance sheet date (2003 - 5,005 'A' non-voting shares of £1 each).

The interests of the Directors in the share capital of the Holding Company, SBP Holdings Limited, are disclosed in that Company's Directors' report.

According to the register of Directors' interests, no rights to subscribe for shares in the Company were granted to any of the Directors or their immediate families, or exercised by them, during the financial period.

### **Taxation status**

The Company is a close company within the provisions of the Income and Corporation Taxes Act 1988.

## **ST BERNARD COMPOSITES LIMITED**

### **DIRECTORS' REPORT FOR THE PERIOD ENDED 4 APRIL 2004**

---

#### **Auditors**

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Baker Tilly be reappointed as Auditors of the Company will be put to the Annual General Meeting.

#### **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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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.

By order of the Board



HM Cameron  
**Secretary**  
8 October 2004

## **ST BERNARD COMPOSITES LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ST BERNARD COMPOSITES LIMITED**

---

We have audited the financial statements on pages 4 to 19.

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 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 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.

#### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the Company's affairs at 4 April 2004 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

  
**Baker Tilly**

Registered Auditor  
Chartered Accountants  
The Clock House  
140 London Road  
Guildford  
Surrey, GU1 1UW

8 October 2004

# ST BERNARD COMPOSITES LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 4 APRIL 2004

		Period ended 4 April 2004 £	Period ended 6 April 2003 £
	Notes		
Turnover	2	11,698,598	8,862,770
Cost of sales		(7,847,799)	(5,607,123)
<b>Gross profit</b>		<u>3,850,799</u>	<u>3,255,647</u>
Distribution costs		(146,874)	(118,874)
Administrative expenses		(3,153,771)	(3,072,607)
Other operating income		7,299	182,057
<b>Operating profit</b>	3	<u>557,453</u>	<u>246,223</u>
Interest payable and similar charges	4	(214,482)	(160,187)
<b>Profit on activities before taxation</b>		<u>342,971</u>	<u>86,036</u>
Tax on profit on ordinary activities	5	89,467	(5,521)
<b>Profit on ordinary activities after taxation</b>	15	<u><u>253,504</u></u>	<u><u>91,557</u></u>

The profit for the period all derives from continuing activities.

# ST BERNARD COMPOSITES LIMITED

## STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE PERIOD ENDED 4 APRIL 2004

	Period ended 4 April 2004 £	Period ended 6 April 2003 £
Profit on ordinary activities before taxation	342,971	86,036
Unrealised surplus on revaluation of fixed assets	-	434,926
Total recognised gains and losses relating to the period	<u>342,971</u>	<u>520,962</u>

## NOTE OF HISTORICAL COST PROFITS AND LOSSES

Reported profit on ordinary activities before taxation	342,971	86,036
Difference between the historical cost depreciation charge and the actual depreciation charge of the year calculated on the revalued amount	15,772	8,010
Historical cost profit on ordinary activities before taxation	<u>358,743</u>	<u>94,046</u>
Historical cost profit for the period retained after taxation, extraordinary items and dividends	<u>269,276</u>	<u>99,567</u>



# ST BERNARD COMPOSITES LIMITED

## BALANCE SHEET AS AT 4 APRIL 2004

	Notes	2004 £	£	2003 £	£
<b>Fixed assets</b>					
Tangible assets	6	5,602,982		5,467,538	
Investments	7	-		-	
		<u>5,602,982</u>		<u>5,467,538</u>	
<b>Current assets</b>					
Stocks	8	1,987,479		2,024,208	
Debtors	9	2,170,046		2,460,337	
Cash at bank and in hand		2,062		1,670	
		<u>4,159,587</u>		<u>4,486,215</u>	
<b>Creditors: amounts falling due within one year</b>	10	(2,502,259)		(3,830,142)	
<b>Net current assets</b>		<u>1,657,328</u>		<u>656,073</u>	
<b>Total assets less current liabilities</b>		<u>7,260,310</u>		<u>6,123,611</u>	
<b>Creditors: amounts falling due after more than one year</b>	11	(1,662,860)		(789,132)	
<b>Provisions for liabilities and charges</b>	12	(94,883)		(85,416)	
		<u>5,502,567</u>		<u>5,249,063</u>	
<b>Capital and reserves</b>					
Called up share capital	14	95,095		95,095	
Capital redemption reserve	15	5,005		5,005	
Revaluation reserve	15	1,196,374		1,212,146	
Profit and loss account	15	4,206,093		3,936,817	
<b>Shareholders' funds - equity interests</b>	16	<u>5,502,567</u>		<u>5,249,063</u>	

The financial statements were approved by the Board on 8 October 2004.

  
JRG Wood

Director



HM Cameron

Director

**ST BERNARD COMPOSITES LIMITED**

**CASH FLOW STATEMENT**

**FOR THE PERIOD ENDED 4 APRIL 2004**

	Period ended 4 April 2004 £	Period ended 6 April 2003 £
<b>Net cash inflow from operating activities</b>	1,102,804	696,962
<b>Returns on investments and servicing of finance</b>		
Interest paid	(207,718)	(160,187)
<b>Net cash outflow for returns on investments and servicing of finance</b>	(207,718)	(160,187)
<b>Taxation</b>	(39,145)	(126,082)
<b>Capital expenditure</b>		
Payments to acquire tangible assets	(684,234)	(1,069,985)
Receipts from sales of tangible assets	6,800	37,816
<b>Net cash outflow for capital expenditure</b>	(677,434)	(1,032,169)
<b>Net cash inflow/(outflow) before management of liquid resources and financing</b>	178,507	(621,476)
<b>Financing</b>		
Buy-back of company shares	-	(100,100)
Increase/(repayment) of long term bank loan	847,829	(137,217)
(Decrease)/increase in short term loan	(774,104)	813,822
Capital element of hire purchase contracts	76,722	(209,988)
	150,447	366,517
<b>Increase/(decrease) in cash in the period</b>	<u>328,954</u>	<u>(254,959)</u>

# ST BERNARD COMPOSITES LIMITED

## NOTES TO THE CASH FLOW STATEMENT FOR THE PERIOD ENDED 4 APRIL 2004

<b>1 Reconciliation of operating profit to net cash inflow/(outflow) from operating activities</b>		<b>2004</b>	<b>2003</b>		
		<b>£</b>	<b>£</b>		
Operating profit		557,453	246,223		
Depreciation of tangible assets		541,066	482,741		
Loss/(profit) on disposal of tangible assets		924	(4,196)		
Decrease/(increase) in stocks		36,729	(693,865)		
Decrease in debtors		290,291	389,010		
(Decrease)/increase in creditors within one year		(323,659)	277,049		
<b>Net cash inflow from operating activities</b>		<b>1,102,804</b>	<b>696,962</b>		
<b>2 Analysis of net debt</b>		<b>6 April 2003</b>	<b>Cash flow</b>	<b>Other non-cash changes</b>	<b>4 April 2004</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>	
Net cash:					
Cash at bank and in hand	1,670	392	-		2,062
Bank overdrafts	(641,061)	328,562	-		(312,499)
	<u>(639,391)</u>	<u>328,954</u>	<u>-</u>		<u>(310,437)</u>
Debt:					
Finance leases	(430,967)	(76,722)	-		(507,689)
Debts falling due within one year	(935,000)	774,104	-		(160,896)
Debts falling due after one year	(498,750)	(847,829)	-		(1,346,579)
	<u>(1,864,717)</u>	<u>(150,447)</u>	<u>-</u>		<u>(2,015,164)</u>
Net debt	<u>(2,504,108)</u>	<u>178,507</u>	<u>-</u>		<u>(2,325,601)</u>
<b>3 Reconciliation of net cash flow to movement in net debt</b>		<b>2004</b>	<b>2003</b>		
		<b>£</b>	<b>£</b>		
Increase/(decrease) in cash in the period		328,954	(254,959)		
Cash (inflow)/outflow from (increase)/decrease in debt and lease financing		(150,447)	(466,618)		
Change in net debt resulting from cash flows		<u>178,507</u>	<u>(721,577)</u>		
New finance leases		-	-		
<b>Movement in net debt in the period</b>		<b>178,507</b>	<b>(721,577)</b>		
Opening net debt		(2,504,108)	(1,782,531)		
<b>Closing net debt</b>		<b>(2,325,601)</b>	<b>(2,504,108)</b>		

## **ST BERNARD COMPOSITES LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 4 APRIL 2004**

---

#### **1 Accounting policies**

##### **1.1 Accounting convention**

The financial statements are prepared under the historical cost convention modified to include the revaluation of land and buildings.

##### **1.2 Compliance with accounting standards**

The financial statements have been prepared in accordance with applicable accounting standards.

##### **1.3 Turnover**

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

##### **1.4 Tangible fixed assets and depreciation**

Tangible fixed assets other than freehold land are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life, as follows:

Freehold buildings	2.5% straight line
Leasehold land & buildings	2.5% straight line
Plant & machinery	12.5% straight line
Fixtures and fittings	10% - 33% straight line
Motor vehicles	25% straight line

The part of the annual depreciation charge on revalued assets which relates to the revaluation surplus is transferred from the revaluation reserve to the profit and loss account.

No depreciation is provided in respect of freehold land.

##### **1.5 Leasing and hire purchase commitments**

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

##### **1.6 Investments**

Fixed asset investments are stated at cost less provision for diminution in value.

##### **1.7 Stock and work in progress**

Stock and work in progress are valued at the lower of cost and net realisable value.

##### **1.8 Pensions**

The pension costs charged in the financial statements represent the contributions payable by the Company during the period.

## ST BERNARD COMPOSITES LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 4 APRIL 2004

#### 1.9 Deferred taxation

Deferred taxation is provided in full, at appropriate rates, in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes.

#### 1.10 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

#### 1.11 Group accounts

The Company has undertaken the exemption to produce group accounts on the grounds that the subsidiary is immaterial.

<b>2</b>	<b>Turnover</b>	<b>2004</b> £	<b>2003</b> £
	United Kingdom	5,122,275	5,303,550
	Overseas	6,576,323	3,559,220
		<u>11,698,598</u>	<u>8,862,770</u>
<b>3</b>	<b>Operating profit</b>	<b>2004</b> £	<b>2003</b> £
	Operating profit is stated after charging/(crediting):		
	Depreciation of tangible assets	541,066	482,741
	Loss/(Profit) on disposal of fixed assets	924	(4,196)
	Directors' emoluments	408,228	374,945
	Auditors' remuneration	13,000	12,500
	Remuneration of auditors for non-audit work	13,699	16,385
	Operating lease rentals - other operating leases	48,665	48,978
	Exchange (gains)	(153,904)	(154,657)
		<u></u>	<u></u>
<b>4</b>	<b>Interest payable</b>	<b>2004</b> £	<b>2003</b> £
	On bank loans and overdrafts	63,989	16,022
	On loans repayable after 5 years	67,083	62,882
	Hire purchase interest	83,410	81,283
		<u>214,482</u>	<u>160,187</u>

# ST BERNARD COMPOSITES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 4 APRIL 2004

### 5 Taxation

	2004 £	2003 £
<b>Domestic current year tax</b>		
UK corporation tax on profits of year	80,000	39,143
Adjustment for prior years	-	(9,310)
<b>Current tax charge</b>	<u>80,000</u>	<u>29,833</u>
<b>Deferred tax</b>		
Current year	4,437	(6,369)
Deferred taxation - change in tax rate	5,030	(28,985)
<b>Tax charge for the year</b>	<u>89,467</u>	<u>(5,521)</u>
<b>Factors affecting the tax charge for the year</b>		
The tax assessed for the year varies from the standard rate of corporation tax (19%) as follows:		
<b>Profit on ordinary activities before taxation</b>	<u>342,972</u>	<u>86,036</u>
<b>Profit on ordinary activities before taxation multiplied by the standard applicable rate of UK corporation tax of 19% (2003: 19%)</b>	65,164	16,346
<b>Effects of:</b>		
Non deductible expenses	1,661	6,804
Depreciation in excess of capital allowances	9,086	17,831
Other tax adjustments	(5,700)	(1,838)
Adjustments to previous periods	-	(9,310)
Marginal tax rate charge	9,789	-
<b>Current tax charge</b>	<u>80,000</u>	<u>29,833</u>

# ST BERNARD COMPOSITES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 4 APRIL 2004

### 6 Tangible fixed assets

	Freehold land & buildings £	Long Leasehold land & buildings £	Plant & machinery £	Fixtures & fittings £	Motor vehicles £	Total £
<b>Cost or valuation</b>						
At 6 April 2003	1,088,277	2,700,000	2,972,100	1,079,975	139,418	7,979,770
Additions	-	41,267	404,439	197,199	41,329	684,234
Disposals	-	-	(20,148)	-	(45,389)	(65,537)
At 4 April 2004	<u>1,088,277</u>	<u>2,741,267</u>	<u>3,356,391</u>	<u>1,277,174</u>	<u>135,358</u>	<u>8,598,467</u>
<b>Depreciation</b>						
At 6 April 2003	63,870	-	1,807,112	536,661	104,589	2,512,232
On disposals	-	-	(20,148)	-	(37,665)	(57,813)
Charge for the period	26,748	47,550	320,040	125,475	21,253	541,066
At 4 April 2004	<u>90,618</u>	<u>47,550</u>	<u>2,107,004</u>	<u>662,136</u>	<u>88,177</u>	<u>2,995,485</u>
<b>Net book value</b>						
At 4 April 2004	<u>997,659</u>	<u>2,693,717</u>	<u>1,249,387</u>	<u>615,038</u>	<u>47,181</u>	<u>5,602,982</u>
At 6 April 2003	<u>1,024,407</u>	<u>2,700,000</u>	<u>1,164,988</u>	<u>543,314</u>	<u>34,829</u>	<u>5,467,538</u>

The freehold land and buildings were valued on an open market basis with existing use by independent Chartered Surveyors in February 1998 at £1,075,000.

The leasehold land and buildings were valued on an open market basis with existing use by independent Chartered Surveyors as at 6 April 2003 at £2,700,000.

The gross amount of depreciable assets included within freehold land and buildings is £523,277, (2003 - £523,277).

## ST BERNARD COMPOSITES LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 4 APRIL 2004

---

<b>Comparable historical cost for the land and buildings included at valuation:</b>	<b>£</b>
Historical cost at 6 April 2003	2,896,940
Additions to cost in the period	41,267
Historical cost at 4 April 2004	<u>2,938,207</u>
Depreciation based on cost at 6 April 2003	384,679
Charge for the period	62,918
Depreciation based on cost at 4 April 2004	<u>447,597</u>
Net book value at 4 April 2004	<u>2,490,610</u>
Net book value at 6 April 2003	<u>2,512,261</u>

Included in plant & machinery are assets held under finance leases or hire purchase contracts as follows:

	<b>£</b>
<b>Net book value</b>	
At 4 April 2004	<u>637,370</u>
At 6 April 2003	<u>632,382</u>
<b>Depreciation charge for the period</b>	
4 April 2004	<u>114,379</u>
6 April 2003	<u>152,277</u>

#### 7 Fixed asset investments - unlisted

During the year the wholly-owned subsidiary, Precision Composite Structures Limited, which had been dormant for a number of years, was removed from the register of companies since it no longer had any value to the Company.



# ST BERNARD COMPOSITES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 4 APRIL 2004

8	Stocks and work in progress	2004	2003
		£	£
	Raw materials and consumables	643,355	765,520
	Work in progress	1,344,124	1,258,688
		<u>1,987,479</u>	<u>2,024,208</u>
9	Debtors	2004	2003
		£	£
	Trade debtors	1,998,811	2,241,191
	Other debtors	10,334	14,408
	Prepayments and accrued income	160,901	204,738
		<u>2,170,046</u>	<u>2,460,337</u>
10	Creditors: amounts falling due within one year	2004	2003
		£	£
	Bank overdraft	312,499	641,061
	Bank loan - debt due within one year	160,896	935,000
	Net obligations under finance leases and hire purchase contracts	191,408	140,585
	Trade creditors	1,006,961	1,178,007
	Corporation tax	79,998	39,143
	Other taxes and social security costs	117,111	95,940
	Other creditors	67,134	58,648
	Accruals and deferred income	566,252	741,758
		<u>2,502,259</u>	<u>3,830,142</u>

The bank overdraft is secured by way of a charge over certain trade debtors.

# ST BERNARD COMPOSITES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 4 APRIL 2004

<b>11 Creditors: amounts falling due after more than one year</b>	<b>2004 £</b>	<b>2003 £</b>
Bank loan	1,346,579	498,750
Net obligations under finance leases and hire purchase agreements	316,281	290,382
	<u>1,662,860</u>	<u>789,132</u>
<b>The bank loan is repayable as follows:</b>		
Between one and two years	160,896	135,000
Between two and five years	482,688	363,750
In five years or more	702,995	-
	<u>1,346,579</u>	<u>498,750</u>
The bank loan is secured by a fixed charge over the company's leasehold property.		
<b>Net obligations under finance leases and hire purchase contracts</b>		
Repayable within one year	191,408	166,251
Repayable between one and five years	343,115	316,142
	<u>534,523</u>	<u>482,393</u>
Finance charges and interest allocated to future accounting periods	(26,834)	(51,426)
	<u>507,689</u>	<u>430,967</u>
Included in liabilities falling due within one year	(191,408)	(140,585)
	<u>316,281</u>	<u>290,382</u>

# ST BERNARD COMPOSITES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 4 APRIL 2004

### 12 Provisions for liabilities and charges

	Deferred taxation £
Balance at 6 April 2003	85,416
Profit and loss account	9,467
	<u>94,883</u>

Deferred tax is provided at 19% (2003 - 19%) analysed over the following timing differences:

	2004 £	2003 £
Accelerated capital allowances	<u>94,883</u>	<u>85,416</u>

### 13 Pension costs

The Company contributes to personal pension plans for certain employees. The pension cost charge represents contributions payable by the Company and amounted to £119,570 (2003 - £98,191).

### 14 Share capital

	2004 £	2003 £
<b>Authorised</b>		
79,079 Ordinary shares of £1 each	79,079	79,079
21,021 'A' Non-voting shares of £1 each	21,021	21,021
	<u>100,100</u>	<u>100,100</u>
<b>Allotted, called up and fully paid</b>		
74,074 Ordinary shares of £1 each	74,074	74,074
21,021 'A' Non-voting shares of £1 each	21,021	21,021
	<u>95,095</u>	<u>95,095</u>

The 'A' non-voting shares rank pari passu in all respects with the ordinary shares except that they do not entitle the holders to receive notice of or attend or vote at any general meeting of the Company or receive a dividend and the holders are only entitled to the repayment of the the nominal value in a winding up or liquidation of the Company.

## ST BERNARD COMPOSITES LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 4 APRIL 2004

#### 15 Statement of movement on reserves

	Capital redemption reserve £	Revaluation reserve £	Profit and loss account £
Balance at 6 April 2003	5,005	1,212,146	3,936,817
Retained profit for the period	-	-	253,504
Transfer from revaluation reserve to profit and loss account	-	(15,772)	15,772
Balance at 4 April 2004	<u>5,005</u>	<u>1,196,374</u>	<u>4,206,093</u>

The freehold and leasehold land and buildings were valued on an open market basis by a firm of independent Chartered Surveyors.

If these properties were sold for their revalued amounts it would be necessary to replace them with similar property, and rollover relief against tax on the gain would be available. Accordingly, no timing differences arise and no provision has been made for deferred tax in respect of the revaluation.

#### 16 Reconciliation of movements in Shareholders' funds

	2004 £	2003 £
Profit for the financial period	253,504	91,557
Other recognised gains relating to the period	-	434,926
Acquisition of own shares	-	(100,100)
Net addition to Shareholders' funds	<u>253,504</u>	<u>426,383</u>
Opening Shareholders' funds	5,249,063	4,822,680
Closing Shareholders' funds	<u>5,502,567</u>	<u>5,249,063</u>

# ST BERNARD COMPOSITES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 4 APRIL 2004

### 17 Commitments

Capital commitments at the end of the period for which no provision has been made are as follows:

	2004 £	2003 £
Contracted	<u>123,775</u>	<u>76,000</u>

At 4 April 2004 the Company had annual commitments under non-cancellable operating leases as follows:

	2004 £	2003 £
Expiry date: Between two and five years	<u>48,491</u>	<u>48,978</u>

### 18 Directors' emoluments

	2004 £	2003 £
Remuneration	357,778	332,135
Pension contributions	50,450	42,810
	<u>408,228</u>	<u>374,945</u>
Emoluments of the highest paid Director	<u>81,467</u>	<u>82,826</u>
Pension contributions for the highest paid Director	<u>12,797</u>	<u>12,424</u>

The number of directors for whom retirement benefits are accruing under money purchase pension schemes is 5 (2003 - 5)

### 19 Employees

The average monthly number of employees (including Directors) during the period was:

	2004	2003
Direct production staff	112	87
Selling and distribution	2	2
Other support staff	56	51
	<u>170</u>	<u>140</u>

	2004 £	2003 £
Employment costs		
Wages and salaries	3,936,467	3,047,980
Social security costs	345,551	275,285
Other pension costs	119,570	98,191
Other employment costs	71,293	56,173
	<u>4,472,881</u>	<u>3,477,629</u>

**ST BERNARD COMPOSITES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 4 APRIL 2004**

---

**20 Ultimate holding company**

The company's immediate and ultimate holding company and controlling party is SBP Holdings Limited, a company incorporated in Great Britain.