

SUMIT plc
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2003



Registration Number: 1462512

SUMIT plc

DIRECTORS' REPORT

The directors present their report together with the financial statements of the Company for the year ended 31 March 2003.

Principal activities and business review

The company was principally engaged in investment business, with its income being derived from interest, together with dividends from the shareholdings in unquoted investments held during the period. However, during the current and preceding period it has not traded.

Dividends

The directors recommend that no dividend be paid (2002 : £nil).

Directors and Directors' interests

The directors who served during the year were:-

C M Humpherson

D L Manson (appointed 2 September 2002)

M Fairbrother (resigned 2 September 2002)

The directors who held office at the end of the financial year, had no beneficial interest in the share capital of the Company but had the following beneficial interests in the share capital of Wagon plc, the Company's ultimate holding company.

Ordinary Shares	31 March 2003	31 March 2002
C M Humpherson	12,140	12,140

According to the register of directors' interest, no rights to subscribe for shares in Wagon plc, the parent company, were granted to any of the directors or their immediate families, or exercised by them, during the financial year, except as indicated below:

Options granted under the Wagon 1994 Executive Share Option Scheme

	31 March 2003	Granted during the year	Lapsed during the year	Exercised during the year	31 March 2002
C M Humpherson	57,503	-	7,000	-	64,503
D L Manson	20,547	20,547	-	-	0

Options granted under the Wagon 2000 Long Term Incentive Plan

	31 March 2003	Granted during the year	Lapsed during the year	Exercised during the year	31 March 2002 or date of appointment if later
C M Humpherson	126,950	56,301	-	-	70,649

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DIRECTORS' REPORT

Options granted under the Wagon 1994 Share Savings Scheme

	31 March 2003	Granted during the year	Lapsed during the year	Exercised during the year	31 March 2002
C M Humpherson	11,666	11,666	9,375	-	9,375

Auditors

Elective resolutions to dispense with holding annual general meetings, the laying of accounts before the Company in general meeting and the appointment of auditors annually are currently in force. The auditors, KPMG Audit Plc, will therefore be deemed to have been appointed at the end of the period of 28 days beginning with the day on which copies of this report and financial statements are sent to members unless a resolution is passed under Section 393 of the Companies Act 1985 to the effect that their appointment be brought to an end.

By Order of the Board



C M Humpherson
Director
29 May 2003

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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 Company's state of affairs and profit or loss for the 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 to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

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**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS
OF SUMIT plc**

We have audited the financial statements on pages 6 to 8.

The 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 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 opinion we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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.

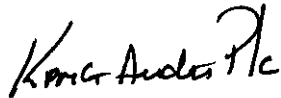
Basis of opinion

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.

SUMIT plc**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS
OF SUMIT plc****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 2003 and have been properly prepared in accordance with the Companies Act 1985.



KPMG Audit plc
Chartered Accountants
Registered Auditor
Birmingham

29 May 2003

SUMIT plc

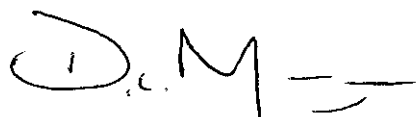
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2003

During the financial year, and the preceding financial year, the Company did not trade, received no income and incurred no expenditure. Consequently, during those years the Company made neither a profit nor a loss.

BALANCE SHEET AS AT 31 MARCH 2003

	Notes	31 March 2003 £'000	31 March 2002 £'000
Current assets			
Debtors	4	21,123	21,123
Creditors: Amounts falling due within one year	5	(746)	(746)
Net assets		<u>20,377</u>	<u>20,377</u>
Capital and reserves:			
Called up share capital	6	9,575	9,575
Share premium account	7	609	609
Profit and loss account	7	<u>10,193</u>	<u>10,193</u>
Equity shareholders' funds		<u>20,377</u>	<u>20,377</u>

The financial statements on pages 6 to 8 were approved by the Board of Directors on 29 May 2003.



D L Manson
Director

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

1. Accounting policies

The financial statements set out on pages 6 to 8 comply with applicable UK Accounting Standards and are prepared under the historical cost convention, modified to include the revaluation of certain investments.

Accounting policies have been applied consistently throughout the year and the preceding year.

Consolidated financial statements

Consolidated Financial Statements have not been prepared for the company and its subsidiary undertakings, as the company itself is a wholly owned subsidiary and is thus not required to do so under Section 228 of the Companies Act 1985.

2. Profit and loss account

The company did not trade during either year, received no income, incurred no expenditure and consequently made neither a profit nor a loss.

3. Directors' emoluments

Ms Humpherson and Mr Manson received emoluments from Wagon Services Limited, and these are disclosed in the financial statements of that company.

4. Debtors

	31 March 2003 £'000	31 March 2002 £'000
Amounts owed by group undertakings	<u>21,123</u>	<u>21,123</u>

5. Creditors: Amounts falling due within one year

	31 March 2003 £'000	31 March 2002 £'000
Amounts owed to group undertakings	<u>746</u>	<u>746</u>

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

6. Called up share capital

	31 March 2003 £	31 March 2002 £
Authorised:		
Ordinary shares of £1 each	<u>14,000,000</u>	<u>14,000,000</u>
Allotted, called up and fully paid:		
Ordinary shares of £1 each	<u>9,574,999</u>	<u>9,574,999</u>

7. Reserves

	Profit and loss account £'000	Share premium account £'000
At beginning and end of year	<u>10,193</u>	<u>609</u>

8. Movement in shareholders' funds

	31 March 2003 £'000	31 March 2002 £'000
Shareholders' funds at beginning and end of year	20,377	20,377

9. Investment in Group undertakings

The company owns the whole of the issued share capital of SUMIT Management Services Limited and SUMI Limited. The cost of the shares in these two companies has been wholly written off in prior periods.

10. Related party disclosures

The company has taken advantage of the exemption given in Financial reporting Standard No. 8 : Related Party Disclosures, with respect to inter-group transactions as the company is a wholly owned subsidiary undertaking of a company producing consolidated financial statements.

11. Ultimate parent undertaking

The company's ultimate parent undertaking is Wagon plc whose registered address is 1 Kingmaker Court, Warwick Technology Park, Warwick, CV34 6WG.