AND ITS SUBSIDIARY COMPANIES

DIRECTORS' REPORT AND ACCOUNTS

30TH NOVEMBER 1989

COMPANIES HOUSE RECEIVED

LONDON GARDIFF - 1 OCT 1990 - 2 OCT 1990

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#### AND ITS SUBSIDIARIES

#### REPORT OF THE DIRECTORS

The directors have pleasure in presenting their report together with the accounts of the company and its subsidiaries for the year ended 30th November 1989. The Group has expanded with the acquisition of shares in an associated company, Hass Data Systems Limited.

#### Business Review

The principal activities of the group are those of designing, manufacturing, marketing and supporting digital electronic equipment for use both on aircraft and in ground applications.

During the current year the Company has gone through a period of consolidation. The Company has invested significantly into key projects to ensure growth in future years and remains well positioned to take new opportunities which will materially broaden both its technology base and product range.

#### Research and Development

The group has continued to invest significant resources into the design and development of new technologies and products. This approach has contributed to the award of several contracts to translate concepts into fully developed products.

#### Results for the Year

The group's results for the year were as follows:	
	£'000
Profit after taxation	1819
Dividends to 'A' ordinary shareholders - Interim paid on 31st July 1989	(900)
Retained profit	919

#### Land and Buildings

The directors are of the opinion that the market value of leased land and buildings is approximately £4.5 million compared with a book value of £1.9 million.

Freehold land and buildings, which have a book value of £3.6 million are estimated by the directors to have a market value of £3.6 million.

#### Directors

The directors who served during the year were:

B.T. Jones (Chairman resigned 27.6.89.)

W.J. Uttley-Hoore (Hanaging Director and Chairman from 19.9.89)

H.A. Rowland

D.J. Dolan

B.P. Larcombe

R.G. Hooker

R.E. Handberg (Appointed 19.9.89.)

Beneficial shareholdings of directors were as follows:

30th November 1989 and 1987 Ordinary Shares of 50p ea.

W.J. Uttley-Moore

102,000

M.A. Rowland

40,000

Other than as listed above no directors had any interest in the share capital of the group.

#### **Employees**

The recruitment and retention of a highly skilled workforce is key to the future business growth. The directors ensure that health and safety are given special attention within the group. The group has a general policy to encourage employment of disabled people and would, if at all possible, encourage the retention of any employee who became disabled during their employment. The Company has a particular interest in disabled people to the extent that the Hanaging Director is also a director of a Company whose purpose is to provide employment for severely disabled people and the Company's purchasing policies are directed to giving preference wherever possible to such entities.

#### Employee Involvement

It is the group's policy to inform the staff as fully as possible through regular communication meetings. The subjects that are covered include market status, product developments and the financial position.

The group has maintained its policy of involving all employees in its equity by issuing further share options under the Option Scheme. It is gratifying that over 90% of those invited to apply took up their option under the Scheme.

#### Taxation

The directors are advised that the company is not one to which the close company provisions of the Income and Corporation Taxes Act 1988 apply.

#### <u>Auditors</u>

On 1st January 1990 our Auditors changed the name under which they practise to KPMG Peat Marwick McLintock and accordingly have signed their new name. In accordance with Section 384 Companies Act 1985 a resolution for the re-appointment of KPMG Peat Marwick McLintock as auditors of the Company is to be proposed at the forthcoming Annual General Keeting.

21 Holborn Viaduct London. EC1A 2DY By Order of the Board SISEC LIMITED

A. De Lama.

15th Harch 1990

Secretary

# REPORT OF THE AUDITORS TO THE MEMBERS OF COMPUTING DEVICES COMPANY LIMITED

We have audited the accounts on pages 5 to 22 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of affairs of the company and of the group at 30th November 1989 and of the profit and source and application of funds of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

LONDON

15th March 1990

KFMG PELL Brown Thlodork
KPMG PEAT HARWICK MCLINTOCK

**Chartered Accountants** 

# COMPUTING DEVICES COMPANY LIMITED CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH NOVEMBER 1989

	<u>Hotes</u>	1989 £'000	1988 £'000
TURNOVER	2	33324	28216
COST OF SALES		(28792) 	(22549)
GROSS PROFIT		4532	5667
ADMINISTRATIVE EXPENSES		(1428)	(1798)
OPERATING PROFIT		3104	3869
INTEREST RECEIVABLE		31	417
INTEREST PAYABLE AND SIHILAR CHARGES	5 4	(320)	-
PROFIT OH ORDINARY ACTIVITIES BEFORE TAXATION	5	2815	4286
TAX ON PROFIT ON ORDINAPY ACTIVITIES	5 7	(996)	(1504)
PROFIT FOR THE FINANCIAL YEAR		1819	2782
DIVIDENDS	8	(900)	(1391)
RETAINED PROFIT FOR THE FINANCIAL YEAR		919	1391

Details of movements in reserves are shown in note 20 on page 19. The Notes on pages 7 to 21 form an integral part of the Accounts.

#### AND ITS SUBSIDIARIES

### BALANCE SHEETS AS AT 30TH NOVEMBER 1989

3	Hote		989	_	<u>988</u>
ASSETS EMPLOYED		<u>Group</u> £'000	Company £'000	<u>Group</u> £'000	Company £'000
Fixed Assets Tangible assets Investment in subsidiaries Investment in related Company	9 10 11	7747 - 105	5455 -	6086	2955 -
Current Assets		7852	5455	6086	2955
Work in progress Debtors Cash at bank and in hand	12 13	412 13266 - - 13678	72 822  894	678 10333 420 	1707 5  1712
Current Liabilities		無路を展出	REBEE	医外腺解析	以 基 基 系 表 表 表
Creditors - amounts falling due within one year	14	12696	088	9760	1305
Net Current Assets		982	14	1671	407
Total Assets less Current Liabilities Creditors - amounts falling due after more than one year	15	8834 (448)	5469 (1500)	8157 (1030)	3362
Provisions for liabilities an charges	d 17	(1411)	-	(631)	***
Net Assets FINANCED BY		6975	3969	6096	3362
<u>Capital and Reserves</u> Called-up Share Capital Profit and Loss Account	19 20	2000 4975	2000 1969	2000 4096	2000 1362
W. J. Utet Man		6975	3969	6096	3362
MIN WHITE HOORE		) by t	Accounts we the Board o 5th Harch	f Director	ved 's

The notes on pages 7 to 21 form an integral part of these accounts.

M.A. ROWLAND

#### COMPUTING DEVICES COMPANY LIMITED

#### NOTES ON THE ACCOUNTS

#### ACCOUNTING POLICIES

1.

- The accounts have been prepared under the historical cost (i) convention.
- Basis of Consolidation (ii)
  - The consolidated accounts include the accounts of Computing Devices Company Limited and its subsidiaries, both of which make up their accounts to 30th November each year.
  - The assets, liabilities and results of the related Company, Hass Data Systems Limited, have been included in the accounts under the equity accounting method.
  - Goodwill arising on consolidation is written off against accumulated reserves.
  - The Company has not presented its own Profit and Loss Account.
- (111) Depreciation Depreciation on plant, machinery, and motor vehicles is provided on a straight line basis at 25% per annum. The cost of the leasehold premises is being written off on a straight line basis over a realistic life span (50 years). Depreciation has been provided on freehold buildings excluding the value of the land at 2% per annum on a straight line basis.
  - Long Term Contracts (iv) Profit on long term contracts is recognised as the work is carried out if the final outcome can be assessed with reasonable certainty. The profit is calculated on a prudent basis to reflect the proportion of work carried out at the year end. Full provision is made for losses on all contracts in the year in which they are first foreseen.

Amounts included in cost of sales for long term contracts represent all costs incurred in the year, comprising direct materials and labour plus attributable overheads based on normal level of activity.

Amounts included in turnover for long term contracts represent the sales value of work carried out, calculated as costs incurred plus attributable profit or loss.

The accounting policy for long term contracts has been changed to reflect the provisions of Statement of Standard Accounting Practice No 9 (Revised). This change has not affected the method of recognising profit. Comparative figures have been restated on a comparable basis.

# NOTES ON THE ACCOUNTS (Continued)

- (v) <u>Deferred Taxation</u>
  Deferred taxation is provided using the liability method on all timing differences which are expected to reverse in the forseeable future. Appropriate deductions are made for Advance Corporation Tax payable in respect of proposed dividends.
- (vi) Work in Progress

  Work in progress is valued at the lower of cost and net realisable value.
- (vi) Foreign Currency
  Transactions denominated in foreign currencies are translated at the rate of exchange on the day the transaction occurs or the contract rate if the transaction is covered by a forward exchange contract.

Assets and liabilities denominated in a foreign currency are translated at the balance sheet date at the exchange rate ruling on that day or if appropriate at the forward contract rate.

#### (vii) Yarranty

Provision is made for the estimated cost of work to be performed under manufactured product warranties. Also the Company has a continuing unlimited design warranty on all products sold, but provision is only made for any known liability arising under this warranty.

- (viii) Research and Development
  Expenditure on research and development is written
  off against profits in the year in which it is
  incurred.
- (ix) Leasing Commitments
  Assets obtained under finance leases are capitalised in the balance sheet and are depreciated over their useful lives.

The interest element of the rental obligations is charged to profit and loss account ever the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals paid under operating leases are charged to income on a straight line basis over the term of the lease.

## HOTES ON THE ACCOUNTS (Continued)

#### 2. TURHOVER

On short term contracts turnover represents amounts invoiced and authorised during the year net of VAT. On long term contracts turnover is derived from the stage of completion of the contract. Turnover has been wholly derived from the design, production and support of electronic equipment. The analysis of turnover by geographical area is as follows:

	1989 £'000	<u>1988</u> £'000
United Kingdom	28171	27222
Europe	2-32	•
North America	4899	867
Australasia	12	127
	33324	28216
*	<b>水型电影</b>	2222

#### 3. STAFF HUMBERS AND COSTS

The average number of the group's employees (including directors) during the year are as follows:

	1989	1988
Administration Production	57 528	50 446

The aggregate payroll costs of these employees were as follows:

	£1000	£'000
Wages and salaries	7945	5824
Social security costs	634	451
Other pension costs	370	283
•		

# NOTES ON THE ACCOUNTS (Continued)

#### 4. INTEREST PAYABLE AND SINILAR CHARGES

	1989 £'000	1988 £'000
Bank loans and overdrafts and other loans wholly repayable		
within five years	269	-
Finance charges payable under finance leases	51	-
	320	-
	****	***

#### 5. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

This has been wholly derived from the design, production and support of avionic electronic equipment.

Profit before taxation is stated after charging the following:

	1989 £'000	<u>1988</u> £'000
Equipment rental	55	33
Deprectation of owned fixed assets	1058	807
Depreciation of assets held under finance leases	240	,•
Auditors' remuneration	43	23
Directors' emoluments	24	20
As directors	24	22
Remuneration as executives	135	114
(See Note 6 below)		

# HOTES ON THE ACCOUNTS (Continued)

#### 6. DIRECTORS ENOLUMENTS

Excluding pension contributions, the emoluments of the highest paid director, who was also the Chairman from 19th September 1989 to 30th Hovember 1989, were £81197 (1988: £73711). The emoluments of the Chairman were as follows:

1st December 1988 to 27th June 1989 - 2333 19th September 1989 to 30th November 1989 - 16462

The emoluments of the Chairman for 1988 were £4000

The other directors' emoluments were within the following ranges:

		<u> 1989</u>	1988
£ 0	- £ 5000	3	2
£ 5001	- £10000	•	1
£10001	- £15000	<b>.t</b>	-
£40001	- £45000	•	1
£45001	- £50000	1	~

### 7. TAX ON PROFIT ON ORDINARY ACTIVITIES

	The charge to taxation comprise	1989 £'000	1988 £'000
	Corporation tax on profits for year at 35% (1988: 35%) Deferred tax	531 465	1578 (74)
		996	1504
8.	DIVIDENDS	1989 £'000	1988 £'000
	Interim paid (31st July 1989) Proposed Final	900	689 702
		900	1391

# HOTES OH THE ACCOUNTS (continued)

#### 9. TANGIBLE ASSETS

Group
-------

OL SUP	Freehold Land and Building	Long Leasehold Land and Buildings	Short Leasehold Land and Buildings	Plent Machinery and Motor Vehicles	<u>Total</u>
0	£'000	£,000	C E1000	£'000	£,000
Cost : As at 1st December 1988	8 2501	, 222 <b>8</b>	2	3851	8582
Additions Disposals	1155	· •	21	1807 (69)	2983 (69)
At 30th November 1989	3656	2228	23	5589	11496
Depreciation :		· · · · · · · · · · · · · · · · · · ·		8	
As at 1st December 198		289	*	2207	2496
Charged in year Depreciation on	55	46	2	1195	1298
disposals	-	•-	-	(45)	(45)
	****			*****	
At 30th November 1989	55	335	2	3357	3749
	<b>非</b> 当有被有	<b>米金米杯</b> 用	医足术性 医	10 11 11 11 11 11 11 11 11 11 11 11 11 1	* # # # #
Net Book Value :	***				
At 30th Hovember 1989	3601	1893	21	2232	7747
	****	<b>以</b> 有事件	医黑化催眠	****	****
At 30th Hovember 1988	2501	1939	2 *****	1644 *****	6086

The net book value of plant and machinery and motor vehicles above of £2,232,000 includes an amount of £631,000 (1988: Hil) in respect of assets held under finance leases. Land with a book value of £890,000 (1988: £890,000) has has not been depreciated.

# NOTES ON THE ACCOUNTS (continued)

#### 10. INVESTMENTS IN SUBSIDIARIES

	1989 £'000	1988 £'000
As at 1st December 1988 Additions	955 -	950 5
	**	
	955	955
Long term loan to subsidiary	4500	2000
As at 30th November 1989	5455	2955
	****	****

The subsidiary companies, Computing Devices Hastings Limited and Computing Devices Eastbourne Limited, are wholly owned and incorporated in Great Britain. The principal activity of both subsidiaries is the design production and support of electronic equipment.

#### 11. INVESTMENT IN RELATED COMPANY

	1989 £'000	1988 £'000
Cost of investment Less - goodwill written off	150 (40)	
Share of net assets at acquisition	110	-
Share of post acquisition losses	(5) 105	

On 31st Harch 1989, 25% of the Ordinary Share Capital and 100% of the Preference Share Capital of Mass Data Systems Limited was acquired. The Company's principal activity is the sale of goods and services for oil exploration. Mass Data Systems Limited's year end is 31st October 1989.

# HOTES ON THE ACCOUNTS (continued)

12.	WORK IN PROGRESS	1989 £'000	1988 £'000
	Short term contracts work in progress	412 ****	678
13.	DEBTORS		
	Group	1989 £'000	1988 £'000
	Amount recoverable on contracts Trade debtors Other debtors Prepayment	7282 5541 27 416	5827 4200 24 282
	,	13266	10333
	Company	1989 £'000	1988 £'000
ō	Amount owed by subsidiary Prepayment	72 72	1641 66 1707

### COMPUTING DEVICES COMPANY LIMITED

# NOTES ON THE ACCOUNTS (continued)

#### 14. CREDITORS: Amounts falling due within one year

Group	1989 £°000	1988 £'000
Payments on Account on Long Term Contracts Trade creditors Obligations under Finance Leases (Note Proposed dividend	-	5247 2240 - 702
Bank Overdraft (Note 23) Other creditors including taxation and social security Accruals	5965 1547 412	1335 236
	12696	9760
Other creditors including taxation and social security comprises:		
Corporation tax Advance corporation tax Other taxes Social security	1120 - 212 153	860 234 112 110
Taxation and social security	1485	1316
Other creditors	62 1547	19 1335
Company	1989 £¹000	1988 £'000
Proposed dividend Amount due to subsidiary Other creditors including taxation	734	702 298
and social security Accruals	62 84	266 39
	880	1305

,	NOTES ON THE ACCOUNTS (continued)	•	
<i>,</i>	(continues)	1989 £'000	1988 £'000
	Other creditors including taxation and	Social	Security:
	Corporation tax	58	30 234
	Advance corporation tax Other creditors	4	7
		62 ****	266
15.	CREDITORS : Amounts falling due after n	nore th	an one year.
	Group	1989 £'000	1988 £'000
	Corporation tax Obligations under Finance Leases	-	1030
	(Note 16)	448	-
		448	1030
	Company	1989 £'000	1988 £'000
	Amount due to subsidiary	1500	<b>神</b>
16.	OBLIGATIONS UNDER FINANCE LEASES		
	Haturity of these amounts is as follow	<b>s:</b>	
		1989 €'000	1988 £'000
	Amounts payable Within one year In the second to fifth years inclusive	349 488	-
		837	
	Less: Finance charges allocated to future periods	(127)	) -
		710	

# HOTES ON THE ACCOUNTS (continued)

#### 17. PROVISION FOR LIABILITIES AND CHARGES

	1989 £'000	1988 £'000
Provision for future losses on long term contracts	527	446
Deferred Taxation (note 18)	884	185
	1411	631
	***	****

Due to the nature of provisions for future losses on long term contracts and their method of calulation it is not possible to split the movement on provisions between the utilisation of past provisions and the creation of new provisions. Accordingly the analysis of the movement as required by schedule 4 of the Companies Act 1985 is not given.

#### 18. DEFERRED TAXATION

The balance sheet amount for deferred taxation represents the full provision for any future liability:

#### Group

	1989	<u> 198</u> 8
	£'000	£'000
Excess of tax allowances		
over depreciation	344	418
Other timing differences	540	1
Advance corporation tax	-	(234)
	884	185
	<b>非职定证明</b>	****
Balance at 1st December 1988 Charge for the year in the	185	292
profit & loss account	465	(74)
Advance corporation tax	234	(74) (33)
	*	
Balance at 30th November 1989	884	185
	***	20 20 20 20

# NOTES ON THE ACCOUNTS (continued)

#### 19. SHARE CAPITAL

The Share Capital of the company is organised in two classes, Ordinary Shares of 50p each and 'A' Ordinary Shares of 50p each. 'A' Ordinary Shares are convertible into Deferred Shares of 50p each. At a meeting on 4th April 1989, it was resolved that 389,611 'A' Ordinary Shares be converted into Deferred Shares.

AUTHORISED SHARE CAPITAL	At 1st D 19		Converted i Deferred Sh		Oth Novembe 1989	r
With the production of the contract of the con	Numb	er	Humber		Number	
Ordinary Shares	710,2	56	-		710,256	
'A' Ordinary Shares	1,318,1	82	(389,611)		928,571	
Deferred Shares	2,181,8	18	389,611	2,	571,429	
	4,210,2	56 **	********	4,	210,256	
At 1st December Converted into At 30th November  1988 Deferred Shares 1989  ISSUED AND FULLY PAID SHARE CAPITAL					mber	
	Number	£	Humber	£	Number	٤
Ordinary Shares	500,000	250,000	•	-	500,000	250,000
'A' Ordinary Shares	1,318,182	659,091	(389,611)	(194,805)	928,571	464,286
Deferred Shares	2,181,818	1,090,909	389,611	194,805	2,571,429	1,285,714
	4,000,000	2,000,000	<b>发展的有效的现在分</b>	******	4,000,000	2,000,000

# HOTES ON THE ACCOUNTS (continued)

20.

The Company has an approved share option scheme for group employees. The status at 30th November 1989 is:

Number of Ordinary Shares over which options are outstanding	Price Per Ordinary Share	Exercise From	Dates To
·			·····
11085	٤ 7.40	1991	1996
8680	£12.00	1992	1997
9355	£18.50	1993	1998
9720	£28.20	£28.20 1994 1	
PROFIT AND LOSS ACCOUNT			
	Group £'000	Compa £'00	<u>יחץ</u> 00
At 1st December 1988	4095	1362	
Profit for the financial year	1819	1507	
Goodwill written off (Note	11) (40)	-	
Dividends paid	(900)	(90	0)
At 30th Hovember 1989	4975	196	9
	1989 £'000	198 £'00	
The Profit dealt with in the accounts of the company was		199	2

# HOTES ON THE ACCOUNTS (continued)

#### 21. CAPITAL CONNITHENTS

Group	1989 £'000	1988 £'000
Capital expenditure authorised and contracted	179 *****	637
Capital expenditure authorised but not contracted	411	136

#### 22. CONTINGENT LIABILITIES

In the normal course of business the Group has contingent liabilities in respect of guarantees extended to Customs Authorities. At the balance sheet date these amounted to £28,885 (1988: £173,700).

The Company has guaranteed the overdrafts of its subsidiaries and at 30th November 1989 these amounted to £6,795,000 (1988: Nil).

#### 23. POST BALANCE SHEET EVENT

Since the year end the Company has entered into an agreement to secure the Group's overdraft facility on its freehold and leasehold properties.

# HUIES ON HE ACCOUNTS (continued)

#### 24. PENSION

The group operates a pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the Company, being invested with insurance companies. Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the Company. The contributions are determined by a with the Company. The contributions are determined by a qualified actuary on the basis of financiai valuations qualified actuary on the basis of financiai valuations every three years, the most recent being in June 1987. Every three years, the most recent being in June 1987. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rates of increase in salaries and pensions.

It was assumed that the investment returns would be 9% per annum and that salary increases would average 8% per annum. It was further assumed that the amount of pension which would be received on retirement would be the same in each year of retirement, except for that element of pension which relates to the Guaranteed Minimum Pension pension which relates to the Guaranteed Minimum Pension earned after 6th April 1988 which will increase at 3% per annum or at the rate of increase of the retail price index, whichever is the lower.

The most recent actuarial valuation showed that the market value of the scheme's assets was £1,047,000 and that the actuarial value of those assets represented 84% of the benefits that have accrued to members, after allowing for expected future increases in pensionable earnings. The contributions of the company and employees will remain at 8.8% and 5% respectively.



#### "AND ITS SUBSIDIARIES

### CONCOLIDATED STATEMENT OF SOURCE AND APPLICATION OF FUNDS

#### FOR THE YEAR EHDED 30TH NOVEMBER 1989

	198	9		1988
	£'000	£'000	£'000	£'000
201127 27 WILLDS				
SOURCE OF FUNDS Profit ordinary activities before				
taxation		2815		4286
Adjustment for items not involving				
the movement of funds:		1200		807
Depreciation Finance charge for finance leases		1298 51		-
Surplus on sale of tangible fixed assets		(13)		(15)
Increase in provision for future				
losses on contracts		81 5		157
Related Company earnings		J		
Funds generated from operations		4237		5235
•				
FUNDS FROM OTHER SOURCES		37		45
Proceeds on sale of tangible fixed assets Obligations under leased assets capitalised		878		0
Optigations ander tables about tapitations				
		5152		5280
APPLICATION OF FUNDS Payments of taxation	(1301)		(1248)	
Purchase of tangible fixed assets	(2983)		(3775)	
Dividends paid	(1602)		(1232)	
Investment in related Company	(150)		•	
Current instalments due on finance leases	(219)		*	
Hillquire legges				
		(6255)		(6255)
		(1103)		(975)
		*****		****
INCREASE IN WORKING CAPITAL				2000
Increase in debtors		2933 (266)		3290 395
Increase/(decrease) in work in progress Decrease in creditors		2615		869
peciense in cicarcois				~~~~
		5282		4554
HOVEMENT IN HET LIQUID FUNDS	(420)		(5529)	
Cash at bank and in hand Overdraft	(5965)		(334.)	
VVC, 41 41 4		***		f====>
		(6385)		(5529)
		(1103)		(975)
		*****		*****