

Registration number 2297714

**CHELTENHAM LAMINATING COMPANY LIMITED**

**Abbreviated accounts**

**for the year ended 31 March 2003**



# **CHELTENHAM LAMINATING COMPANY LIMITED**

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# CHELTENHAM LAMINATING COMPANY LIMITED

## Directors' report for the year ended 31 March 2003

The directors present their report and the accounts for the year ended 31 March 2003.

### Principal activity and review of the business

The principal activity of the company is the manufacture of glass-fibre mouldings.

### Results and dividends

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

The directors recommend payment of a final dividend amounting to £550,000.

### Directors and their interests

The directors who served during the year and their interests in the company are as stated below:

	Ordinary shares	
	31/03/03	01/04/02
Mr. D.H. Jenkins	-	-
Mrs. V.J. Jenkins	-	-
Mr. J.A.F. Walker	-	-
Mr. A.G. Smith	-	-

### 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 the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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 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.

**CHELTENHAM LAMINATING COMPANY LIMITED**

**Directors' report  
for the year ended 31 March 2003**

**Auditors**

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Morgan Hemp & Co be reappointed as auditors of the company will be put to the Annual General Meeting.

This report is prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

This report was approved by the Board on 28 November 2003 and signed on its behalf by

x  x

**Mr. D.H. Jenkins**  
Secretary

**Independent Auditors' Report To Cheltenham Laminating Company Limited  
under Section 247B of the Companies Act 1985**

We have examined the abbreviated accounts set out on pages 4 to 17 together with the financial statements of Cheltenham Laminating Company Limited for the year ended 31 March 2003 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company's shareholders, as a body, in accordance with Section 247B of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditors' 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

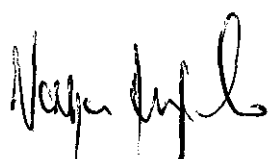
The directors are responsible for preparing abbreviated accounts in accordance with Section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Act to the registrar of companies and whether the accounts to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

**Basis of opinion**

We have carried out the procedures we considered necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

**Opinion**

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 31 March 2003, and the abbreviated accounts on pages 4 to 17 are properly prepared in accordance with that provision.



**Morgan Hemp & Co  
Chartered Accountants and  
Registered auditors**

**104 Walter Road  
Swansea**

**30 November 2003**

**SA1 5QF**

# CHELTENHAM LAMINATING COMPANY LIMITED

## Abbreviated profit and loss account for the year ended 31 March 2003

		Continuing operations	
		2003	2002
	Notes	£	£
<b>Gross profit</b>		1,262,271	1,035,400
Administrative expenses		(1,091,545)	(892,285)
Exceptional income		22,064	-
<b>Operating profit</b>	<b>2</b>	192,790	143,115
Interest payable and similar charges	<b>3</b>	(13,016)	(23,341)
<b>Profit on ordinary activities before taxation</b>		179,774	119,774
Tax on profit on ordinary activities	<b>6</b>	(27,706)	(21,788)
<b>Profit on ordinary activities after taxation</b>		152,068	97,986
Dividends	<b>7</b>	(550,000)	-
<b>(Loss)/retained profit for the year</b>		<u>(397,932)</u>	<u>97,986</u>
<b>Statement of total recognised gains and losses</b>			
<b>Profit on ordinary activities after taxation</b>		152,068	97,986
Unrealised movement on revaluation of property		-	125,968
Total recognised gains relating to the year		<u>152,068</u>	<u>223,954</u>

The notes on pages 7 to 17 form an integral part of these financial statements.

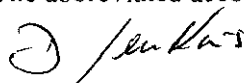
# CHELTENHAM LAMINATING COMPANY LIMITED

## Abbreviated balance sheet as at 31 March 2003

		2003		2002	
	Notes	£	£	£	£
<b>Fixed assets</b>					
Intangible assets	8		606,239		630,047
Tangible assets	9		313,513		317,924
			<u>919,752</u>		<u>947,971</u>
<b>Current assets</b>					
Stocks	10	91,076		148,707	
Debtors	11	569,782		1,040,617	
Cash at bank and in hand		126,485		23,296	
		<u>787,343</u>		<u>1,212,620</u>	
<b>Creditors: amounts falling due within one year</b>	12	<u>(405,601)</u>		<u>(471,740)</u>	
<b>Net current assets</b>			<u>381,742</u>		<u>740,880</u>
<b>Total assets less current liabilities</b>			1,301,494		1,688,851
<b>Creditors: amounts falling due after more than one year</b>	13		(111,275)		(100,437)
<b>Provisions for liabilities and charges</b>	14		<u>(1,859)</u>		<u>(2,122)</u>
<b>Net assets</b>			<u>1,188,360</u>		<u>1,586,292</u>
<b>Capital and reserves</b>					
Called up share capital	16		430,000		430,000
Share premium account	17		75,000		75,000
Revaluation reserve	17		122,031		125,968
Other reserves	17		20,000		20,000
Profit and loss account	17		541,329		935,324
<b>Shareholders' funds</b>	18		<u>1,188,360</u>		<u>1,586,292</u>

The abbreviated accounts are prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

The abbreviated accounts were approved by the Board on 28 November 2003 and signed on its behalf by



**Mr. D.H. Jenkins**  
Director

The notes on pages 7 to 17 form an integral part of these financial statements.

# CHELTENHAM LAMINATING COMPANY LIMITED

## Cash flow statement for the year ended 31 March 2003

	Notes	2003 £	2002 £
<b>Reconciliation of operating profit to net cash inflow from operating activities</b>			
Operating profit		192,790	143,115
Depreciation		82,313	66,843
Decrease in stocks		57,631	(4,381)
Decrease in debtors		470,835	(121,187)
(Decrease) in creditors		(77,162)	36,407
<b>Net cash inflow from operating activities</b>		<u>726,407</u>	<u>120,797</u>
<b>Cash flow statement</b>			
Net cash inflow from operating activities		726,407	120,797
Returns on investments and servicing of finance	22	(13,016)	(23,341)
Taxation	22	(22,075)	(19,963)
Capital expenditure	22	(8,725)	(1,172)
		<u>682,591</u>	<u>76,321</u>
Financing	22	(29,405)	(40,958)
<b>Increase in cash in the year</b>		<u>653,186</u>	<u>35,363</u>
<b>Reconciliation of net cash flow to movement in net funds (Note 23)</b>			
<b>Increase in cash in the year</b>		653,186	35,363
Cash outflow from increase in debts and lease financing		29,405	40,958
		<u>682,591</u>	<u>76,321</u>
Change in net funds resulting from cash flows		682,591	76,321
New finance leases and hire purchase contracts		(45,370)	(62,959)
<b>Movement in net funds in the year</b>		637,221	13,362
<b>Net debt at 1 April 2002</b>		(111,249)	(124,612)
<b>Net funds at 31 March 2003</b>		<u>525,972</u>	<u>(111,250)</u>



# **CHELTENHAM LAMINATING COMPANY LIMITED**

## **Notes to the abbreviated financial statements for the year ended 31 March 2003**

### **1. Accounting policies**

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

The accounts are prepared under the historical cost convention modified to include the revaluation of certain fixed assets .

#### **1.2. Turnover**

Turnover represents the total invoice value, excluding value added tax, of sales made during the year.

#### **1.3. Goodwill**

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life of 40 years.

#### **1.4. Research and development**

Research expenditure is written off to the profit and loss account in the year in which it is incurred.

#### **1.5. Tangible fixed assets and depreciation**

Depreciation is provided at rates calculated to write off the cost or valuation less residual value of each asset over its expected useful life, as follows:

Leasehold properties	-	Straight line over the life of the lease
Plant and machinery	-	straight line over individual useful lives
Motor vehicles	-	over the terms of the agreement

#### **1.6. 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 constant periodic rates of charge on the net obligations outstanding in each period.

#### **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 contribution payable by the company during the year.

# CHELTENHAM LAMINATING COMPANY LIMITED

## Notes to the abbreviated financial statements for the year ended 31 March 2003

..... continued

### 1.9. Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;

Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable;

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2. Operating profit	2003 £	2002 £
Operating profit is stated after charging:		
Depreciation and other amounts written off intangible assets	23,808	23,808
Depreciation and other amounts written off tangible assets	67,502	50,923
Research and development		
- expenditure in current year	129,918	70,398
Auditors' remuneration	7,000	6,000
	<hr/>	<hr/>
and after crediting:		
Profit on disposal of tangible fixed assets	8,997	7,888
Exceptional items		
- Exceptional administrative credit	22,064	-
	<hr/>	<hr/>

# CHELTENHAM LAMINATING COMPANY LIMITED

## Notes to the abbreviated financial statements for the year ended 31 March 2003

..... continued

<b>3. Interest payable and similar charges</b>	<b>2003</b>	<b>2002</b>
	<b>£</b>	<b>£</b>
Bank interest payable	9,394	19,418
Hire purchase interest	3,622	3,643
On overdue tax	-	280
	<u>13,016</u>	<u>23,341</u>

### 4. Employees

<b>Number of employees</b>	<b>2003</b>	<b>2002</b>
The average monthly numbers of employees (including the directors) during the year were:		
Office and management	2	2
Manufacturing	78	71
	<u>80</u>	<u>73</u>

<b>Employment costs</b>	<b>2003</b>	<b>2002</b>
	<b>£</b>	<b>£</b>
Wages and salaries	1,319,787	1,143,820
Other pension costs	43,912	40,910
	<u>1,363,699</u>	<u>1,184,730</u>

<b>4.1. Directors' emoluments</b>	<b>2003</b>	<b>2002</b>
	<b>£</b>	<b>£</b>
Remuneration and other emoluments	-	7,143

### 5. Pension costs

The company operates a defined contribution pension scheme in respect of the employees. The scheme and its assets are held by independent managers. The pension charge represents contributions due from the company and amounted to £43,912 (2002 - £40,910).

# CHELTENHAM LAMINATING COMPANY LIMITED

## Notes to the abbreviated financial statements for the year ended 31 March 2003

..... continued

### 6. Tax on profit on ordinary activities

Analysis of charge in period	2003 £	2002 £
<b>Current tax</b>		
UK corporation tax at 19.00% (2002 - 20.00%)	27,969	22,075
Total current tax charge	<u>27,969</u>	<u>22,075</u>
<b>Deferred tax</b>		
Timing differences, origination and reversal	(263)	(287)
Total deferred tax	<u>(263)</u>	<u>(287)</u>
Tax on profit on ordinary activities	<u>27,706</u>	<u>21,788</u>

### Factors affecting tax charge for period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK (19 per cent). The differences are explained below:

	2003 £	2002 £
Profit on ordinary activities before taxation	<u>179,774</u>	<u>119,774</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (31 March 2002 : 20%)	34,157	23,955
<b>Effects of:</b>		
Expenses not deductible for tax purposes	324	152
Capital allowances for period less than depreciation	5,830	(2,032)
R & D expenditure	(12,342)	-
Current tax charge for period	<u>27,969</u>	<u>22,075</u>

### 7. Dividends

	2003 £	2002 £
<b>Dividends on equity shares:</b>		
Ordinary shares - final proposed	<u>550,000</u>	<u>-</u>

# CHELTENHAM LAMINATING COMPANY LIMITED

## Notes to the abbreviated financial statements for the year ended 31 March 2003

..... continued

### 8. Intangible fixed assets

	Goodwill £	Total £
<b>Cost</b>		
At 1 April 2002		
At 31 March 2003	952,719	952,719
<b>Provision for diminution in value</b>		
At 1 April 2002	322,672	322,672
Charge for year	23,808	23,808
At 31 March 2003	346,480	346,480
<b>Net book values</b>		
At 31 March 2003	606,239	606,239
At 31 March 2002	630,047	630,047

### 9. Tangible fixed assets

	Long leasehold property £	Plant and machinery £	Motor vehicles £	Total £
<b>Cost/revaluation</b>				
At 1 April 2002	222,699	187,051	95,652	505,402
Additions	-	31,428	39,800	71,228
Disposals	-	-	(42,885)	(42,885)
At 31 March 2003	222,699	218,479	92,567	533,745
<b>Depreciation</b>				
At 1 April 2002	22,699	107,587	57,193	187,479
On disposals	-	-	(34,749)	(34,749)
Charge for the year	6,250	37,514	23,738	67,502
At 31 March 2003	28,949	145,101	46,182	220,232
<b>Net book values</b>				
At 31 March 2003	193,750	73,378	46,385	313,513
At 31 March 2002	200,000	79,464	38,459	317,923

# CHELTENHAM LAMINATING COMPANY LIMITED

## Notes to the abbreviated financial statements for the year ended 31 March 2003

..... continued

Included above are assets held under finance leases or hire purchase contracts as follows:

Asset description	2003		2002	
	Net	Depreciation	Net	Depreciation
	book value	charge	book value	charge
	£	£	£	£
Plant and machinery	28,049	5,190	14,990	3,109
Motor vehicles	45,398	15,339	35,016	19,821
	<u>73,447</u>	<u>20,529</u>	<u>50,006</u>	<u>22,930</u>

Tangible fixed assets included at a valuation would have been included on a historical cost basis at:

	2003	2002
	£	£
Cost	96,731	96,731
Depreciation	<u>28,267</u>	<u>25,483</u>
Net book value	<u>68,464</u>	<u>71,248</u>

10. Stocks	2003	2002
	£	£
Raw materials and consumables	35,262	62,149
Work in progress	55,814	86,558
	<u>91,076</u>	<u>148,707</u>

11. Debtors	2003	2002
	£	£
Trade debtors	547,061	644,347
Amounts owed by group undertakings	-	369,870
Other debtors	962	-
Prepayments and accrued income	21,759	26,400
	<u>569,782</u>	<u>1,040,617</u>

# **CHELTENHAM LAMINATING COMPANY LIMITED**

## **Notes to the abbreviated financial statements for the year ended 31 March 2003**

..... continued

Amounts falling due after more than one year and included in debtors are:

Amounts owed by group undertaking	-	369,870
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<b>12. Creditors: amounts falling due within one year</b>	<b>2003</b>	<b>2002</b>
	<b>£</b>	<b>£</b>
Bank loan	13,541	14,772
Net obligations under finance leases and hire purchase contracts	25,694	19,335
Trade creditors	179,519	229,335
Corporation tax	27,970	22,075
Other taxes and social security costs	128,234	127,336
Directors' accounts	-	25,662
Amounts owed to group undertaking	3,033	-
Accruals and deferred income	27,610	33,225
	<u>405,601</u>	<u>471,740</u>
<b>13. Creditors: amounts falling due after more than one year</b>	<b>2003</b>	<b>2002</b>
	<b>£</b>	<b>£</b>
Bank loan	81,473	78,012
Net obligations under finance leases and hire purchase contracts	29,802	22,425
	<u>111,275</u>	<u>100,437</u>
<b>Loans</b>		
Repayable in one year or less, or on demand (Note 12)	13,541	14,772
Repayable between one and two years	9,772	4,147
Repayable between two and five years	24,316	12,441
Repayable in five years or more	47,385	61,424
	<u>95,014</u>	<u>92,784</u>

The bank loan and overdraft facility is secured as follows: a) Guarantee for £137,000 by DH Jenkins in favour of Cheltenham Laminating Co Ltd supported by a first Legal Charge over 1 Langton Place, Cheltenham. b) Unlimited Inter Company Composite Guarantee between Cheltenham Laminating Co Ltd and Cheltenham Holdings Ltd and a first Legal Charge over site 15 East Comp, Staverton Airport, Gloucester.

# CHELTENHAM LAMINATING COMPANY LIMITED

## Notes to the abbreviated financial statements for the year ended 31 March 2003

..... continued

### 14. Provisions for liabilities and charges

	Deferred taxation (Note 15) £	Total £
At 1 April 2002	2,122	2,122
Movements in the year	263	263
At 31 March 2003	<u>1,859</u>	<u>1,859</u>

### 15. Provision for deferred taxation

	2003 £	2002 £
Accelerated capital allowances	<u>1,859</u>	<u>2,122</u>
Provision at 1 April 2002	2,122	
Deferred tax charge in profit and loss account	(263)	
Provision at 31 March 2003	<u>1,859</u>	

### 16. Share capital

	2003 £	2002 £
<b>Authorised</b>		
450,000 Ordinary shares of 1 each	<u>450,000</u>	<u>450,000</u>
<b>Allotted, called up and fully paid</b>		
430,000 Ordinary shares of 1 each	<u>430,000</u>	<u>430,000</u>



# CHELTENHAM LAMINATING COMPANY LIMITED

## Notes to the abbreviated financial statements for the year ended 31 March 2003

..... continued

17. Equity Reserves	Share premium account £	Revaluation reserve £	Profit and loss account £	Capital redemption reserve £	Total £
At 1 April 2002	75,000	125,968	935,324	20,000	1,156,292
Transfer of realised profit		(3,937)	3,937		-
(Loss)/retained profit for the year			(397,932)		(397,932)
At 31 March 2003	<u>75,000</u>	<u>122,031</u>	<u>541,329</u>	<u>20,000</u>	<u>758,360</u>

18. Reconciliation of movements in shareholders' funds	2003 £	2002 £
Profit for the year	152,068	97,986
Dividends	(550,000)	-
	<u>(397,932)</u>	<u>97,986</u>
Other recognised gains or losses	-	125,968
Net addition to shareholders' funds	(397,932)	223,954
Opening shareholders' funds	1,586,292	1,362,338
Closing shareholders' funds	<u>1,188,360</u>	<u>1,586,292</u>

### 19. Transactions with directors

The following director had an interest free loan from the company during the year. The movements on this loan was as follows:

	Amount owing 2003 £	2002 £	Maximum in year £
Mr. D.H. Jenkins	<u>962</u>	<u>-</u>	<u>962</u>

# CHELTENHAM LAMINATING COMPANY LIMITED

## Notes to the abbreviated financial statements for the year ended 31 March 2003

..... continued

### 20. Related party transactions

#### Directors Loan Account - Mr. D.H. Jenkins

Balance owing to the director by the company as at 1st April 2002	£25,662
Repaid to the director during the year	(£25,662)
Further loan made to the director during the year	£ 962
Balance owing to the company by the director as at 31st March 2003	(£ 962)

The loan is interest free and has been repaid in September 2003

#### Cheltenham Holdings Limited

Balance owing to the company as at 1st April 2002	£369,870
Management fees and expenses charged to the company during the year	(£194,847)
Further loan made by the company to Cheltenham Holdings during the year	£371,944
Dividends paid to Cheltenham Holdings Limited	(£550,000)
Balance owing by the company as at 31st March 2003	(£ 3,033)

### 21. Ultimate parent undertaking

The company is a wholly owned subsidiary of Cheltenham Holdings Limited, which is registered in England and Wales.

# **CHELTENHAM LAMINATING COMPANY LIMITED**

## **Notes to the abbreviated financial statements for the year ended 31 March 2003**

..... continued

### **22. Gross cash flows**

	2003 £	2002 £
<b>Returns on investments and servicing of finance</b>		
Interest paid	(13,016)	(23,341)
<b>Taxation</b>		
Corporation tax paid	(22,075)	(19,963)
<b>Capital expenditure</b>		
Payments to acquire tangible assets	(25,858)	(9,472)
Receipts from sales of tangible assets	17,133	8,300
	(8,725)	(1,172)
<b>Financing</b>		
Increase long term bank loan	3,461	-
Repayment of short term bank loan	(1,231)	(5,625)
Capital element of finance leases and hire purchase contracts	(31,635)	(35,333)
	(29,405)	(40,958)

### **23. Analysis of changes in net funds**

	Opening balance £	Cash flows £	Other changes £	Closing balance £
Cash at bank and in hand	23,296	103,189		126,485
Debt due within one year	(14,772)	1,231	-	(13,541)
Debt due after one year	(78,012)	(3,461)	-	(81,473)
Finance leases and hire purchase contracts	(41,761)	31,635	(45,370)	(55,496)
	(134,545)	29,405	(45,370)	(150,510)
<b>Net funds</b>	(111,249)	132,594	(45,370)	(24,025)