Company Number: 2571389

GeoAcoustics Limited

Abbreviated Financial Statements



A10 *AJL>
COMPANIES HOUSE

0744 29/12<u>/</u>01

Company Information

Company No: 2571389

Chairman

s-€ **P**

D R Stone

Registered Office

Shuttleworth Close
Gapton Hall Industrial Estate
Great Yarmouth
Norfolk
NR31 0NQ

Directors

D R Stone Mrs S E Jermy P I Hogarth

Secretary

P A Eagle

Auditors

Lovewell Blake Sixty Six North Quay Great Yarmouth Norfolk NR30 1HE

Page No.

1 to 2	Directors' Report
3	Abbreviated Auditors' Report
4	Abbreviated Profit and Loss Account
5	Statement of Total Recognised Gains and Losses
6	Abbreviated Balance Sheet
7	Cash Flow Statement
8 to 17	Notes to the Abbreviated Financial Statements

The directors submit their report together with the audited financial statements for the year ended 30th April 2001.

Directors' Statement

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 for that year. 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 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.

Results and Dividends

The profit on the ordinary activities of the company before taxation amounted to £134,076. After deducting taxation, the profit of £136,391 has been transferred to reserves.

The directors do not recommend a dividend.

Principal Activity and Business Review

The principal activity of the company continued to be that of the manufacture and supply of seabed survey equipment.

The directors are satisfied with the results for the year and the year end position.

Research and Development

The company continues it's programme of improving it's product range and has commenced work on a further two development projects during the year.

Directors and their Interests

The directors who served during the year and their beneficial interests in the share capital of the company were as follows:

	Ordinary shares of £1 each	
	2001	2000
	No.	No.
D R Stone	510	510
Mrs S E Jermy	100	100
P I Hogarth	30	30

Directors' Report

for the year ended 30th April 2001

Mr R L Morris, a partner in Lovewell Blake Chartered Accountants, is a trustee of a trust holding 510 ordinary shares.

Tax Status

The company is a close company as defined by S414 of the Income and Corporation Taxes Act 1988.

Auditors

The Auditors, Lovewell Blake Chartered Accountants, have indicated that they are willing to be reappointed at the forthcoming Annual General Meeting.

By Order of the Board:

S

P A Eagle, Secretary

11th December 2001

Auditors' Report to GeoAcoustics 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 the company for the year ended 30th April 2001 prepared under section 226 of the Companies Act 1985.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the 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 consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered 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, and the abbreviated accounts on pages 4 to 17 are properly prepared in accordance with that provision.

Registered auditors

North Quay Great Yarmouth Norfolk

NR30 1HE

Sixty Six

12th December 2001

GeoAcoustics Limited

Profit and Loss Account

for the year ended 30 April 2001

	Notes	2001 £	2001 £	2000 £	2000 £
Gross profit			1,558,198		1,448,264
Staff costs Depreciation and amortisation Other operating charges	4	(756,715) (334,890) (312,951)		(694,766) (263,941) (<u>172,948</u>)	
			(<u>1,404,556</u>)		(<u>1,131,655</u>)
Operating profit			153,642		316,609
Interest receivable Interest payable	5		1,711 <u>(21,277)</u>		455 <u>(31,891</u>)
Profit on ordinary activities befor	e taxation		134,076		285,173
Taxation	6		2,315		<u>(56,145</u>)
Profit on ordinary activities after	taxation		136,391		229,028
Dividends	7		-		(30,000)
Retained profit for the Year	19		<u>136,391</u>		<u>199,028</u>

All amounts relate to continuing activities

Total Recognised Gains and Losses

Statement of Total Recognised Gains and Losses	2001 £	2000 £
Profit for the financial year	136,391	229,028
Total recognised gains since the last financial statements	136,391	229,028
Note of Historical Cost Profits and Losses Profit on ordinary activities before taxation Difference between historical cost depreciation charge and depreciation charge based on revalued amounts	134,076 6,010	285,173 6,010
Historical cost profit before taxation	140,086	291,183
Historical cost profit transferred to reserves	142,401	205,038

Abbreviated Balance Sheet

as at 30th April 2001

	Notes	2001 £	2001 £	2000	2000
Fixed Assets		T.	T.	£	£
Intangible fixed assets	8		762,052		712,191
Tangible fixed assets	9		779,387		763,463
Investments	10		40,250		40,250
		•	1,581,689	-	1,515,904
Current Assets					
Stock	12	671,311		317,739	
Debtors	13	688,998		1,100,903	
Cash at bank and in hand		1,099		110,073	
		1,361,408		1,528,715	
Creditors:					
Amounts falling due within one year	14	(868,006)		(1,040,697)	
Net Current Assets			493,402		488,018
Total Assets Less Current Liabilities			2,075,091		2,003,922
Creditors:					
Amounts falling due after more than one year	15		(129,940)		(195,712)
Provision for Liabilities and Charges					
Warranty provision	17		(126,990)		(126,440)
Net Assets			1,818,161	•	1,681,770
Capital and Reserves				•	
Share capital	18		700		700
Revaluation reserve	19		234,380		240,390
Capital redemption reserve	19		300		300
Profit and loss account	19		1,582,781		1,440,380
Equity Shareholders' Funds	20		1,818,161	•	1,681,770
				:	

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium sized companies.

These accounts were approved by the board on 11th December 2001.

D R Stone Mrs S E Jermy **Directors** Store 21/12/01

GeoAcoustics Limited

Cash Flow Statement

	Notes	2001 £	2000 £
Cash Flow from Operating Activities	23	356,463	480,683
Returns on Investments and Servicing of Finance	24	(19,566)	(31,436)
Taxation		(47,224)	(24,117)
Capital Expenditure and Financial Investment	24	(400,675)	(332,019)
Equity Dividends paid		(10,000)	•
Cash (outflow)/inflow before use of liquid resources and financing		(121,002)	93,111
Financing	24	(74,612)	9,441
(Decrease)/Increase in Cash in the year	25	(195,614)	102,552
Reconciliation of Net Cash Flow to movement in Net Debt			
(Decrease)/Increase in Cash in the year		(195,614)	102,552
Cash outflow/inflow from decrease/increase in debt and lease financing	25	74,612	(9,441)
Change in net debt resulting from cashflows		(121,002)	93,111
Net Debt at 1st May 2000		(158,564)	(251,675)
Net Debt at 30th April 2001	25	(279,566)	(158,564)

for the year ended 30th April 2001

1 Principal Accounting Policies

Accounting Convention

The financial statements have been prepared in accordance with applicable Accounting Standards under the historical cost convention, modified to include the revaluation of certain fixed assets.

Depreciation

Depreciation is calculated to write down the cost or valuation, less estimated residual value, of all tangible fixed assets, other than freehold land, over their expected useful lives. The rates generally applicable are:

Freehold buildings

Over 50 Years

Motor vehicles, plant and machinery

20% - 25% straight line

Research and Development

Development costs incurred on specific projects are capitalised when recoverability can be assessed with reasonable certainty, and are amortised in line with expected sales arising from the projects on a straight line basis. Currently all completed projects are being amortised over five years. All other development costs are written off in the period of expenditure.

The nature of the products is becoming more computer based, leading to potentially shorter useful working lives. The life cycles of the products will be reviewed and written off over a shorter period of 3 years where appropriate.

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is computed on a first in first out basis. The cost of work in progress and finished goods includes all production overheads and depreciation and the attributable proportion of indirect overheads based on the normal level of activity. Net realisable value is based on estimated selling price less the estimated cost of disposal.

Foreign Currencies

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. All exchange differences are dealt with through the profit and loss account.

Contribution to Pension Funds

The company operates a defined contribution scheme. The assets of the scheme are held separately from those of the company in an independently administered fund.

The pension costs charged against profits represents the amount of the contributions payable to the scheme in respect of the accounting period.

Deferred Taxation

Provision is made for deferred taxation except where, in the opinion of the directors, it is not likely to be payable in the near future.

for the year ended 30th April 2001

Leased Assets

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the lease.

All other leases are regarded as operating leases and the payments made under them are charged to the profit and loss account on a straight-line basis over the lease term.

Patents and Trademarks

Patents and trademarks are capitalised at cost and amortised over their expected useful lives. Capitalised trademarks are currently being amortised over three years.

2 Operating Profit

The operating profit is stated af	fter charging or crediting:
-----------------------------------	-----------------------------

		2001	2000
		£	£
	Operating lease rentals - plant and machinery	8,204	8,204
	Amounts payable to the auditors in respect of audit services	4,950	4,900
	Depreciation and amortisation - owned assets	326,248	252,048
	Depreciation - assets held under hire purchase or finance lease contracts	8,642	11,893
3	Other Operating Income	2001	2000
3	Other Operating Income	2001	2000
	T. 11	£	£
	Rental income	5,250	5,150
A	Directors and Employees		

4 Directors and Employees

Staff costs during the year were as follows:

	2001	2000
	£	£
Wages and salaries	656,382	601,864
Social security costs	68,035	58,967
Other pension costs	32,298	33,935
	756,715	694,766

The average monthly number of employees, including directors, during the year was as follows:

The average mondiny number of employees, including directors, during the year	ar was as follows 2001	2000
	Number	Number
Production and engineering	17	17
Marketing and selling	2	2
Management and administration	8	8
Demonstration	2	2
	29	29
		 =

Notes to the Abbreviated Financial Statements

	Remuneration in respect of directors was as follows:	2001	2000
		£	£
	Aggregate amount of emoluments paid in respect of qualifying services	170,784	159,642
	Pension contributions	16,321	12,947
		187,105	172,589
	Other directors disclosures in respect of qualifying services:		
		2001	2000
	The number of directors to whom retirement benefits are accruing under	Number	Number
	defined contribution pension schemes	3	3
5	Interest Payable	2001	2000
	·	£	£
	Bank loans and overdrafts	19,629	26,272
	Hire purchase and finance lease interest	1,516	4,053
	Other loans	132	1,566
		21,277	31,891
			_
6	Tax on Profit on Ordinary Activities	2001	2000
	Based on the profit for the year:	£	£
	U.K. Corporation tax at 20% (2000: 25.8%)	_	48,250
	Group relief	-	6,851
	Prior year adjustments - corporation tax	(2,315)	55,101 1,044
		(2,315)	56,145
7	Dividends	2001	2000
,	Dividends	£	£
	Equity		
	Ordinary shares - proposed interim dividend of £nil per share (2000: £14.28)	_	10,000
	Ordinary shares - proposed final dividend of £nil per share (2000: £28.56)	-	20,000
			30,000
			=

Notes to the Abbreviated Financial Statements

8	Intangible Fixed Assets			
		Development Expenditure	Patents and Trademarks	Total
	Cost	£	£	£
	At 1st May 2000	1,317,246	-	1,317,246
	Increase during the year	259,402	30,327	289,729
	At 30th April 2001	1,576,648	30,327	1,606,975
	Amortisation			
	At 1st May 2000	605,055	-	605,055
	Provided during the year	236,498	3,370	239,868
	At 30th April 2001	841,553	3,370	844,923
	Net Book Value			
	At 30th April 2001	735,095	26,957	762,052
	At 30th April 2000	712,191		712,191

2001

Notes to the Abbreviated Financial Statements

for the year ended 30th April 2001

	Freehold land and buildings	Motor vehicles, plant and machinery	Tota
Cost or valuation	£	£	£
At 1st May 2000	540,000	535,665	1,075,665
Additions	-	138,276	138,276
Disposals	-	(36,697)	(36,697
At 30th April 2001	540,000	637,244	1,177,244
Depreciation			
At 1st May 2000	47,826	264,376	312,202
Charged for the year	9,565	85,457	95,022
Eliminated on disposal	-	(9,367)	(9,36
At 30th April 2001	57,391	340,466	397,857
Net Book Value			
Owned assets	482,609	280,933	763,542
Leased assets	-	15,845	15,84
At 30th April 2001	482,609	296,778	779,38
Owned assets	492,174	242,696	734,870
Leased assets	-	28,593	28,593
At 30th April 2000	492,174	271,289	763,463
Analysis of Freehold land and buildings	Land	Buildings	Tota
	£	£	;
Valuation	90,000	450,000	540,000

Asset Revaluations

9

Freehold land and buildings were revalued in 1995 on a market value with existing use basis by a professional firm of surveyors. The company has chosen to take advantage of the transitional provisions of FRS 15 Tangible Fixed Assets and has retained the book amounts of assets previously revalued.

If freehold land and buildings had not been revalued they would have been included at the following amounts:

	2001 £
Cost	283,060
Depreciation	(44,241)
	238,819

The company's property was valued at £645,000 after the year end on an open market basis by a professional firm of surveyors. The accounts do not reflect this valuation as a matter of accounting policy.

Notes to the Abbreviated Financial Statements

for the year ended 30th April 2001

10	Fixed Asset Investments	
		Shares in
		Group
		Undertakings
	Cost and Net Book Value	£
	At 1st May 2000 and 30th April 2001	40,250

11 **Principal Subsidiary Undertakings**

5 1. 4

The company holds more than 20% of the share capital of the following subsidiary undertakings:

Name	Country of Incorporation	Class of Share	Proportion Held	Nature of Business	Total Reserves (Deficiency of assets)	Net profit for the Year
					£	£
GeoAcoustics Inc. (formerly GeoPulse Systems Inc.)	0.011	Common stock	100%	See below	(85,876)	11,440
GeoAcoustics Asia Pacific Pte Limited	Singapore	Ordinary	100%	See below	155,443	92,214

The principal business activities of both subsidiary companies remains the distribution of seabed survey equipment.

The company has taken advantage of Section 248 of the Companies Act 1985 and not consolidated the results of the group.

12	Stocks	2001 £	2000 £
	Raw materials	65,247	32,426
	Work in progress	398,981	160,031
	Finished goods	207,083	125,282
		671,311	317,739
13	Debtors	2001	2000
	m 1 11.	£	£
	Trade debtors	276,531	810,968
	Amounts owed by subsidiary undertakings	383,302	240,718
	Other debtors	-	381
	Prepayments and accrued income	29,165	48,836
		688,998	1,100,903

Amounts owed by subsidiary undertakings include £98,031 (2000: £173,542) in respect of inter company loans which are repayable after more than one year.

for the year ended 30th April 2001

14	Creditors: Amounts falling due within one year	2001	2000
		£	£
	Bank loans and overdrafts	141,398	59,848
	Net obligations under hire purchase and finance lease contracts	9,327	13,077
	Payments received on account	91,458	61,237
	Trade creditors	487,492	633,081
	Corporation tax	, =	49,539
	Other taxes and social security	36,790	147,426
	Dividends	20,000	30,000
	Accruals and deferred income	81,541	46,489
		868,006	1,040,697

Bank loans are secured by a fixed and floating charge over the assets and a first legal charge over the freehold property.

Obligations under hire purchase and finance lease contracts are secured on the assets concerned.

15	Creditors: Amounts falling due after more than one year	2001 £	2000 £
	Bank loans Net obligations under hire purchase and finance lease contracts	129,940 -	186,385 9,327
		129,940	195,712
	Bank loans repayable by instalments are as follows:-	2001 £	2000 £
	In more than one year but not more than two years	49,668	54,761
	In more than two years but not more than five years	80,272	131,624
	Total bank loan repayments	129,940	186,385

Bank loans are secured by a fixed and floating charge over the assets and a first legal charge over the freehold property.

Obligations under hire purchase and finance lease contracts are secured on the assets concerned.

16 Provision for liabilities and charges

Warranty provision	2001 £	2000 £
At 1st May 2000 Increase/(decrease) in year	126,440 550	85,740 40,700
30th April 2001	126,990	126,440

for the year ended 30th April 2001

17 Deferred Taxation

Deferred taxation provided and unprovided for in the financial statements is set out below. The amount unprovided represents a contingent liability at the Balance Sheet date and is calculated using a tax rate of 20% (2000: 30%).

	Amount Provided		Amount Unprovided	
	2001	2000	2001	2000
Accelerated capital allowances Other timing differences	£	£	£	£
	_	-	146,922	197,777
			38,307	59,560
			185,229	257,337

No provision for deferred taxation has been made in the accounts as the directors consider that the company's continuing development programme is sufficient to ensure the above amounts, in respect of accelerated capital allowances, will not crystalise in the foreseeable future.

No provision has been made for the potential liability in respect of the revaluation of the company's freehold premises as the company is not anticipating disposing of the property in the foreseeable future.

18 Share Capital

Authorised	2001 £	2000 £
100,000 Ordinary shares of £1 each (2000: 100,000)	100,000	100,000
	100,000	100,000
	 =	
Allotted, called up and fully paid	2001	2000
	£	£
700 Ordinary shares of £1 each (2000: 700)	700	700

19 Reserves

	Revaluation Reserve	Capital Redemption Reserve	Profit and Loss Account
	£	£	£
At 1st May 2000	240,390	300	1,440,380
Profit for the year	•	-	136,391
Transfer of excess depreciation on revalued assets	(6,010)	, -	6,010
At 30th April 2001	234,380	300	1,582,781

Notes to the Abbreviated Financial Statements

for the year ended 30th April 2001

334,890

(353,572)

411,905

(190,952)

356,463

550

263,941

82,061

(645,990)

423,362

40,700

480,683

20	Reconciliation of the Movement in Shareholders' Funds	2001 £	2000 £
	Profit for the financial year Dividends	136,391	229,028 (30,000)
	Increase in shareholders' funds Opening shareholders' funds	136,391 1,681,770	199,028 1,482,742
	Closing shareholders' funds	1,818,161	1,681,770

21 Controlling Party

23

The company is controlled by Mr D R Stone (company chairman).

22 Related Party Transactions

Depreciation charges

(Increase)/Decrease in stocks

Decrease/(Increase) in debtors

(Decrease)/Increase in creditors

Movements in warranty provision

Net Cash Inflow from Operating Activities

The company traded with fellow group companies throughout the year on normal commercial terms as follows:

Tortows.	2001 £	2000 £
GeoAcoustics Inc:	~	~
Sales to subsidiary	432,150	354,160
Commission paid to subsidiary	123,302	100,005
Amount due from subsidiary at 30th April 2001	300,640	186,908
Amount due to subsidiary at 30th April 2001	-	, <u>-</u>
GeoAcoustics Asia Pacific Pte Limited:		
Sales to subsidiary	440,860	67,566
Commission paid to subsidiary	176,679	68,288
Amount due from subsidiary at 30th April 2001	82,662	53,810
Amount due to subsidiary at 30th April 2001		
Reconciliation of Operating Profit to Operating Cash Flows		
The state of the s	2001	2000
	£	£
Operating profit	153,642	316,609

Page:	16
rage.	ΙŪ

24	Analysis of Cash Flows for Headings Net	ted in the Cash Flow	y Statement		
	Returns on Investments and Servicing of	Finance		2001	2000
				£	£
	Interest received			1,711	455
	Interest paid			(19,761)	(27,838)
	Interest element of finance lease rental payr	nents	_	(1,516)	(4,053)
	Net Cash (Outflow) for Returns on Invest	tments and Servicin	g of Finance =	(19,566)	(31,436)
	Capital Expenditure and Financial Invest	tment		2001	2000
				£	£
	Purchase of intangible fixed assets Purchase of tangible fixed assets (excluding	(289,729)	(213,094)		
	leases)			(138,276)	(162,559)
	Net book value of fixed assets sold			27,330	43,634
	Net Cash (Outflow) for Capital Expenditure and Financial Investment				(332,019)
	Financing			2001	2000
	* .			£	£
	Loan advanced in year			-	100,000
	Debt due within a year: repayments made Capital elements of finance lease rental pay	ments		(61,535)	(55,609)
	Capital ciclicits of finance lease femal pay	nients	-	(13,077)	(34,950)
	Net Cash (Outflow)/Inflow from Financin	ng	=	(74,612)	9,441
25	Analysis of Changes in Net Debt				
		At	Cash flows	Other	At
		1st May 2000		non-cash changes	30th April 2001
		£	£	£	£
	Cash in hand and at bank	110,073	(108,974)	_	1,099
	Overdrafts	-	(86,640)	-	(86,640)
		110,073	(195,614)	-	(85,541)
	Debt due within one year	(59,848)	61,535	(56,445)	(54,758)
	Debt due after one year	(186,385)	, -	56,445	(129,940)
	Finance leases	(22,404)	13,077	-	(9,327)
	Total	(158,564)	(121,002)		(279,566)