## **COMPANY REGISTRATION NUMBER 2571389**

# **GeoAcoustics Limited Abbreviated accounts** 30 April 2003

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## **Abbreviated accounts**

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### **Company information**

The board of directors D R Stone

Mrs S E Jermy P I Hogarth K W Lewis

Company secretary P A Eagle

Registered office Shuttleworth Close

Gapton Hall Industrial Estate

Great Yarmouth

Norfolk NR31 0NQ

Auditors Lovewell Blake

Chartered Accountants & Registered Auditors

Sixty Six North Quay Great Yarmouth

Norfolk NR30 1HE

### The directors' report

#### Year ended 30 April 2003

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 30 April 2003.

#### Principal activities 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.

#### Results and dividends

The trading results for the year, and the company's financial position at the end of the year are shown in the attached financial statements.

The directors have not recommended a dividend.

#### 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.

#### The directors and their interests in the shares of the company

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	Ordinary Shares of £1 each		
	At	At	
	30 April 2003	1 May 2002	
D R Stone	510	510	
Mrs S E Jermy	100	100	
P I Hogarth	30	30	
K W Lewis	30	30	

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

#### Fixed assets

The company's freehold property was valued at £645,000 during the previous year on an open market basis by a professional firm of surveyors. The directors have not reflected this valuation in the accounts as a matter of accounting policy.

#### 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 at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on pages 9 to 10, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

### The directors' report (continued)

### Year ended 30 April 2003

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. The directors 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.

#### Close company provisions

In the opinion of the directors, the company is a close company within the meaning of S.414 Income and Corporation Taxes Act, 1988 (as amended).

#### **Auditors**

A resolution to re-appoint Lovewell Blake as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office: Shuttleworth Close Gapton Hall Industrial Estate Great Yarmouth Norfolk NR31 0NQ Signed by order of the directors

P A Eagle Company Secretary

Approved by the directors on DECEMBER 1971 2003

### Independent auditors' report to the company

#### PURSUANT TO SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 5 to 19, together with the financial statements of the company for the year ended 30 April 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 the directors and the 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 those provisions and 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 financial statements.

#### **Opinion**

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act, and the abbreviated accounts on pages 5 to 19 are properly prepared in accordance with those provisions.

.OVEWELL BLAKE

**Chartered Accountants** 

& Registered Auditors

Sixty Six North Quay Great Yarmouth Norfolk NR30 1HE

19/12/53

## Abbreviated profit and loss account

## Year ended 30 April 2003

	Note	2003 £	2002 £
Gross profit		1,773,995	1,918,999
Operating costs: Staff costs Depreciation written off fixed assets Other operating charges	2 3	(997,300) (435,834) (315,477)	(887,383) (344,149) (410,272)
Operating profit	3	25,384	277,195
Interest receivable Interest payable	5	2,184 (11,822)	4,565 (14,720)
Profit on ordinary activities before taxation		15,746	267,040
Tax on profit on ordinary activities	6	40,429	(9,057)
Profit on ordinary activities after taxation		56,175	257,983
Dividends	7	-	(50,000)
Retained profit for the financial year		56,175	207,983

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

## Note of historical cost profits and losses

Reported profit on ordinary activities before taxation	<b>2003</b> £ 15,746	2002 £ 267,040
Difference between a historical cost depreciation charge and the actual charge calculated on the revalued amount	6,009	6,009
Historical cost profit on ordinary activities before taxation	21,755	273,049
Historical cost profit for the year retained after taxation and dividends	62,184	213,992

#### Abbreviated balance sheet

### 30 April 2003

		2003		2002	
	Note	£	£	£	£
Fixed assets					
Intangible assets	8		765,693		756,271
Tangible assets Investments	9 10		1,000,990 40,250		881,422 40,250
HAGSHIIGHIS	10				
Current assets			1,806,933		1,677,943
Stocks	11	813,746		824,745	
Debtors	12	521,512		698,165	
Cash at bank		131,656		402,233	
		1,466,914		1,925,143	
Creditors: Amounts falling due within					
one year	13	(1,033,453)		(1,292,540)	
Net current assets			433,461		632,603
Total assets less current liabilities			2,240,394		2,310,546
Creditors: Amounts falling due after					
more than one year	14		(57,632)		(117,163)
			2,182,762		2,193,383
Provisions for liabilities and charges					
Deferred taxation	17		(126,117)		(157,013)
Other Provisions	18		(106,950)		(142,850)
			1,949,695		1,893,520
Capital and reserves	40		700		700
Called-up equity share capital Revaluation reserve	19 20		730 222,362		730 228,371
Other reserves	20 21		300		300
Profit and loss account	22		1,726,303		1,664,119
Shareholders' funds	23		1,949,695		1,893,520

These abbreviated financial statements have been prepared in accordance with the special provisions for medium-sized companies under Part VII of the Companies Act 1985.

These abbreviated accounts were approved by the directors on the  $...1911 \pm 1.52...$  and are signed on their behalf by:

D R Stone

Mrs S E Jermy

## **Cash flow statement**

		2003		2002	
	Note	£	£	£	£
Net cash inflow from operating activities	24		361,801		962,016
Returns on investments and servicing Interest received Interest paid Interest element of hire purchase	of financ	2,184 (6,826) (4,996)		4,565 (11,593) (3,127)	
Net cash outflow from returns on investments and servicing of finance			(9,638)		(10,155)
Taxation			(15,267)		15,732
Capital expenditure Payments to acquire intangible fixed assets Payments to acquire tangible fixed assets Receipts from sale of fixed assets		(287,481) (268,536) 33,231		(231,940) (168,405) 53,739	
Net cash outflow from capital expendit	ure		(522,786)		(346,606)
Equity dividends paid			_		(50,000)
Cash (outflow)/inflow before financing			(185,890)		570,987
Financing Issue of equity share capital Repayment of bank loans Capital element of hire purchase		(51,554) (33,133)		12,000 (57,735) (37,478)	
Net cash outflow from financing			(84,687)		(83,213)
(Decrease)/increase in cash	25		(270,577)		487,774

#### Notes to the abbreviated accounts

#### Year ended 30 April 2003

#### 1. **Accounting policies**

#### Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets.

#### Consolidation

In the opinion of the directors, the company and its subsidiary undertakings comprise a medium-sized group. The company has therefore taken advantage of the exemption provided by Section 248 of the Companies Act 1985 not to prepare group accounts.

#### Turnover

The turnover shown in the profit and loss account represents the amount of goods and services provided during the year.

#### Development costs, patents and trademarks

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. All other development costs are written off in the period of expenditure.

The nature of the products is becoming 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 where appropriate.

#### Amortisation of intangible assets

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Development expenditure

3 - 5 years

Patents and trademarks

3 years

#### **Fixed assets**

All fixed assets are initially recorded at cost.

#### Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Freehold Property

Over 50 years

Motor vehicles, plant and machinery

20% - 25% straight line

An amount equal to the excess of the annual depreciation charge on revalued assets over the notional historical cost depreciation charge on those assets is transferred annually from the revaluation reserve to the profit and loss reserve.

#### **Stocks**

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

#### Notes to the abbreviated accounts

### Year ended 30 April 2003

#### 1. Accounting policies (continued)

#### Work in progress

Work in progress is valued on the basis of direct costs plus attributable overheads based on normal level of activity. Provision is made for any foreseeable losses where appropriate. No element of profit is included in the valuation of work in progress.

#### Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the profit and loss account on a straight line basis.

#### Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

#### Pension costs

The company operates two defined contribution pension schemes for employees. The assets of the schemes are held separately from those of the company. The annual contributions payable are charged to the Profit and Loss Account.

#### **Deferred taxation**

Provision is made, under the liability method, to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. Tax deferred or accelerated is accounted for in respect of all material timing differences.

#### Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

### Notes to the abbreviated accounts

## Year ended 30 April 2003

#### Particulars of employees

The average number of staff employed by the company during the financial year amounted to:

Production and engineering Marketing and selling Management and administration Demonstration	2003 No 23 5 8 2 38	2002 No 21 2 6 2 31
The aggregate payroll costs of the above were:		
	2003 £	2002 £
Wages and salaries	859,535	769,660
Social security costs	85,905	79,856
Other pension costs	51,860	37,867
	997,300	887,383
Operating profit		

### 3.

Operating profit is stated after charging/(crediting):

	2003	2002
	£	£
Amortisation	278,059	237,721
Depreciation of owned fixed assets	130,519	104,248
Depreciation of assets held under hire purchase		
agreements	29,755	12,178
Profit on disposal of fixed assets	(2,499)	(9,998)
Auditors' remuneration	·	
- as auditors	5,678	5,050
Operating lease costs:		
Plant and equipment	7,023	7,447
•		

#### **Directors' emoluments**

The directors' aggregate emoluments in respect of qualifying services were:

	2003 £	2002 £
Emoluments receivable Value of company pension contributions to money	225,673	206,741
purchase schemes	27,510	20,537
	253,183	227,278
Emoluments of highest paid director:		
	2003 £	2002 £
Total emoluments (excluding pension contributions) Value of company pension contributions to money	77,977	75,072
purchase schemes	18,300	14,392
	96,277	89,464

## Notes to the abbreviated accounts

Ye	ar ended 30 April 2003		
4.	Directors' emoluments (continued)		
	The number of directors who were accruing be follows:	enefits under company pension sch	nemes was as
		2003	2002
	Money purchase schemes	No 4	No _4
5.	Interest payable		
		2003	2002
	Interest payable on bank borrowing Finance charges	£ 6,826 4,996	£ 11,593 3,127
		11,822	14,720
6.	Tax on profit on ordinary activities		
	(a) Analysis of charge in the year		
		2003 €	2002 £
	Current tax:		
	In respect of the year: UK Corporation tax based on the results for the ye		40.400
	19% (2002 - 20%) Over/under provision in prior year	(12,400) 2,867	12,400 (15,732)
	Total current tax	(9,533)	(3,332)
	Deferred tax:		
	(Decrease)/increase in deferred tax provision	(30,896)	12,389
	Tax on profit on ordinary activities	(40,429)	9,057
	(b) Factors affecting current tax charge		
	The tax assessed on the profit on ordinary activitie	es for the year is	
		2003 £	2002 £
	Profit on ordinary activities before taxation	15,746	267,040
	Profit/(loss)on ordinary activities by rate of tax Effects of:	2,992	53,408
	Expenses not deductible	742	2,758
	Depreciation on assets not attracting capital allowate Capital allowances for the period in excess of	ances 1,817	1,913
	depreciation Excess of allowance for scientific research	(9,942) (40,480)	(11,384) (33,181)
	Adjustments to tax charge in respect of previous p		(15,732)
	Losses brought forward not accrued for Rounding	<del>-</del>	(1,005) (57)
	Difference arising from different rates of tax used	(516)	(52)
	Losses carried forward	32,987	-
	Total current tax (note 6(a))	(9,533)	(3,332)

## Notes to the abbreviated accounts

	ar ended to April 2000			
<b>7</b> .	Dividends			
	The following dividends have been paid or prop	oosed in respect of the yea	ar:	
		2003		2002
	Proposed dividend on ordinary shares	£		£ 20,000
	Dividend paid on ordinary shares	_		30,000
				50,000
8.	Intangible fixed assets			
	-	Davalanment	Datanta and	
		Development expenditure £	Patents and trademarks	Total £
	Cost	4 000 500	20.007	4 020 045
	At 1 May 2002 Additions	1,808,588 287,481	30,327 -	1,838,915 287,481
	At 30 April 2003	2,096,069	30,327	2,126,396
	Amortisation			
	At 1 May 2002 Charge for the year	1,069,165 267,950	13,479 10,109	1,082,644 278,059
	At 30 April 2003	1,337,115	23,588	1,360,703
		<del></del>		
	Net book value At 30 April 2003	758,954	6,739	765,693
	At 30 April 2002	739,423	16,848	756,271
9.	Tangible fixed assets			
		Freehold	Plant and	
		property £	machinery £	Total £
	Cost or valuation	E40.000	770 292	4 240 202
	At 1 May 2002 Additions	540,000 	779,382 310,574	1,319,382 310,574
	Disposals		(88,086)	(88,086)
	At 30 April 2003	540,000	1,001,870	1,541,870
	Depreciation			
	At 1 May 2002	66,956	371,004	437,960
	Charge for the year On disposals	9,565 —	150,709 (57,354)	160,274 (57,354)
	At 30 April 2003	76,521	464,359	540,880
	Net book value			
	At 30 April 2003	463,479	537,511	1,000,990
	At 30 April 2002	473,044	408,378	881,422

#### Notes to the abbreviated accounts

#### Year ended 30 April 2003

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 FRS15 Tangible Fixed Assets and has retained the book amounts of assets previously revalued.

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

In respect of certain fixed assets stated at valuations, the comparable historical cost and depreciation values are as follows:

	2003 £	2002 £
Historical cost	283,060	283,060
<b>Depreciation:</b> At 1 May 2002 Charge for year	47,797 3,556	44,241 3,556
At 30 April 2003	51,353	47,797
Net historical cost value: At 30 April 2003	231,707	235,263
At 1 May 2002	235,263	238,819

#### Hire purchase agreements

Included within the net book value of £1,000,990 is £95,720 (2002 - £81,618) relating to assets held under hire purchase agreements. The depreciation charged to the abbreviated accounts in the year in respect of such assets amounted to £29,755 (2002 - £12,178).

#### 10. Investments

Shares in group undertakings	£
<b>Cost</b> At 1 May 2002 and 30 April 2003	40,250
Net book value At 30 April 2003	40,250
At 30 April 2002	40,250

#### Notes to the abbreviated accounts

#### Year ended 30 April 2003

#### 10. Investments (continued)

The company owns 100% of the issued share capital of the companies listed below:

GeoAcoustics Inc
------------------

Incorporated in USA
Deficiency of assets 131,091
Net loss for the year 55,794

#### **GeoAcoustics Asia Pacific Pte Limited**

Incorporated in Singapore
Total reserves
Net loss for the year

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

177,813

8,445

#### 11. Stocks

	2003	2002
	£	£
Raw materials	68,505	41,721
Work in progress	555,748	587,574
Finished goods	189,493	195,450
	813,746	824,745
	**************************************	

#### 12. Debtors

	2003 £	2002 £
Trade debtors	345,363	525,093
Amounts owed by group undertakings	118,117	116,468
Corporation tax repayable	12,400	_
Other debtors	<del>-</del>	26,075
Prepayments and accrued income	45,632	30,529
	521,512	698,165

Amounts owed by group undertakings include £94,452 (2002 - £98,366) in respect of inter company loans which are repayable after more than one year.

#### Notes to the abbreviated accounts

### Year ended 30 April 2003

#### 13. Creditors: Amounts falling due within one year

	2003	2002
	£	£
Bank loans and overdrafts	53,352	51,353
Payments received on account	281,801	160,851
Trade creditors	444,093	909,806
Amounts owed to group undertakings	15,091	_
Corporation tax	_	12,400
Hire purchase agreements	38,976	24,093
Dividends payable	20,000	20,000
Other taxes and social security	105,634	38,036
Accruals and deferred income	74,506	76,001
	1,033,453	1,292,540

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.

#### 14. Creditors: Amounts falling due after more than one year

	2003	2002
	£	£
Bank loans and overdrafts	22,057	75,610
Hire purchase agreements	35,575	41,553
	57,632	117,163

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 - capital instruments

Creditors include finance capital which is due for repayment as follows:

	2003	2002
	£	£
Amounts repayable:		
In one year or less or on demand	53,352	51,353
In more than one year but not more than two years	22,057	53,352
In more than two years but not more than five years	· <del>-</del>	22,258
	75,409	126,963

#### 16. Commitments under hire purchase agreements

Future commitments under hire purchase agreements are as follows:

	2003	2002
	£	£
Amounts payable within 1 year	38,976	24,093
Amounts payable between 1 and 2 years	19,686	25,330
Amounts payable between 3 and 5 years	15,889	16,223
	74,551	65,646

## Notes to the abbreviated accounts

Capital redemption reserve

Yea	ar ended 30 April 2003				
17.	Deferred taxation				
	The movement in the deferred taxation provision du	iring the y	ear was:		
			2003		2002
	Provision brought forward Profit and loss account movement arising during the	e	£ 157,013		£ 144,624
	year		(30,896)		12,389
	Provision carried forward		126,117		157,013
	The provision for deferred taxation consists of the t	ax effect c	of timing differen	ces in respect	of:
			2003		2002
	Excess of taxation allowances over depreciation on		£		£
	fixed assets Tax losses available	·	159,105 (32,988)		157,013 -
			126,117		157,013
18.	Other provisions				
					2003
	Warranty provision: Balance brought forward				£ 142,850
	Movement for year				(35,900) 106,950
19.	Share capital				
	Authorised share capital:				
			2003 £		2002 £
	100,000 Ordinary shares of £1 each		100,000		100,000
	Allotted, called up and fully paid:	2003		2002	
		No	£	No	£
	Ordinary shares	730	730	730	730
20.	Revaluation reserve				
			2003		2002
	Balance brought forward Transfer to the Profit and Loss Account on realisati	on	<b>£</b> 228,371 (6,009)		£ 234,380 (6,009)
	Balance carried forward		222,362		228,371
21.	Other reserves				
			2003		2002

£ 300

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## Notes to the abbreviated accounts

22.	Profit and loss account	·			
			2003		2002
	Balance brought forward Retained profit for the financial year Transfer from revaluation reserve Credit in respect of directors share incentive scheme	ne	£ 1,664,119 56,175 6,009		£ 1,438,157 207,983 6,009 11,970
	Balance carried forward		1,726,303		1,664,119
23.	Reconciliation of movements in shareholders' for	unds			
		2003		2002	
	Profit for the financial year Dividends	£	£ 56,175 — 56,175	£	£ 257,983 (50,000) 207,983
	New equity share capital subscribed Credit in respect of directors share incentive scheme	-		30 11,970	
		<u></u>	_		12,000
	Net addition to funds Opening shareholders' equity funds		56,175 1,893,520		219,983 1,673,537
	Closing shareholders' equity funds		1,949,695		1,893,520
24.	Reconciliation of operating profit to Net cash inflow from operating activities				
			2003		2002
	Operating profit Amortisation Depreciation Profit on disposal of fixed assets Decrease/(increase) in stocks Decrease/(increase) in debtors (Decrease)/increase in creditors (Decrease)/increase in provisions		£ 25,384 278,059 160,274 (2,499) 10,999 189,053 (263,569) (35,900)		£ 277,195 237,721 116,426 (9,998) (153,434) (9,167) 487,413 15,860
	Net cash inflow from operating activities		361,801		962,016

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### Notes to the abbreviated accounts

## Year ended 30 April 2003

#### 25. Reconciliation of net cash flow to movement in net debt

	2003		2002	
(Decrease)/increase in cash in the period	<b>£</b> (270,577)	£	£ 487,774	£
Net cash outflow from bank loans Cash outflow in respect of hire purchase	51,554 33,133		57,735 37,478	
Change in net debt resulting from cash flows New finance leases		(185,890) (42,038)		582,987 (93,797)
Movement in net debt in the period Net funds at 1 May 2002		(227,928) 209,624		489,190 (279,566)
Net debt at 30 April 2003		(18,304)		209,624

### 26. Analysis of changes in net debt

	At		Other	At
	1 May 2002	Cash flows	changes	30 Apr 2003
	£	£	£	£
Cash in hand and at bank	402,233	(270,577)	-	131,656
Debt due within 1 year	(51,353)	(1,999)	_	(53,352)
Debt due after 1 year	(75,610)	53,553	_	(22,057)
Hire purchase agreements	(65,646)	33,133	(42,038)	(74,551)
Net debt	209,624	(185,890)	(42,038)	(18,304)