# **Abrasive Technology Limited**

Abbreviated Financial Statements

Year Ended

31 December 2004



A56
COMPANIES HOUSE

578 13/10/2005



**BDO Stoy Hayward** Chartered Accountants

# Annual report and financial statements for the year ended 31 December 2004

#### **Contents**

# **Page**

- Report of the director
- Report of the independent auditors 3
- 4 Profit and loss account
- Balance sheet 5
- 6 Cash flow statement
- 7 Notes forming part of the financial statements

#### Director

L M Peterman Jnr

# Secretary

A Seymour

# Registered office

Roxby Place Fulham

London SW6 1RT

# Registered number

2874855

# Auditors

BDO Stoy Hayward LLP Commercial Buildings 11-15 Cross Street Manchester M2 1WE

## **Bankers**

Bank of Scotland Head Office Kingsway

Cardiff CF1 4YB

#### Report of the director for the year ended 31 December 2004

The director submits his report together with the audited financial statements for the year ended 31 December 2004.

#### Results and dividends

The profit and loss account is set out on page 4 and shows the loss for the year.

The director does not recommend the payment of a dividend.

## Principal activities, trading review and future developments

The principal activity of the company continues to be the manufacture of a wide range of tooling, incorporating industrial diamond and other superabrasives.

The director is disappointed with the results for the year but foresees continued developments and an improvement in results over the forthcoming year.

#### Research and development

The company is committed to new product development which the director believes is key to maintaining the company's position in its market. Such expenditure is disclosed in note 5 to the financial statements.

#### Director

The director of the company during the year was L M Peterman Jnr. He had no interest in the ordinary share capital of the company during the year.

# Director's responsibilities

Company law requires the director 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 or loss of the company for that year. In preparing those financial statements, the director is required to:

- select suitable accounting policies and then 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 director is 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. He is 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.

# Report of the director for the year ended 31 December 2004 (Continued)

# **Auditors**

BDO Stoy Hayward LLP have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the annual general meeting.

On behalf of the Board

LM Peterman Jnr

Director

Date: 24-May 2005

# Report of the independent auditors

# Independent auditors' report to Abrasive Technology Limited under section 247B of the Companies Act 1985

We have examined the abbreviated financial statements of Abrasive Technology Limited on pages 4 to 17 together with the financial statements of the company for the year ended 31 December 2004 prepared under section 226 of the Companies Act 1985.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated financial statements 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 financial statements prepared in accordance with section 246A(3) of the Act to the Registrar of Companies and whether the financial statements to be delivered are properly prepared in accordance with those provisions and to report our opinion to you.

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

# 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 financial statements and that the abbreviated financial statements 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 financial statements prepared in accordance with section 246A(3) of the Companies Act 1985 and the abbreviated financial statements on pages 4 to 17 are properly prepared in accordance with that provision.

**BDO STOY HAYWARD LLP** 

BO Stay Hayard Lil

Chartered Accountants and Registered Auditors

Manchester

24 May 2005

# Profit and loss account for the year ended 31 December 2004

	Note		2004		2003
		£	£	£	£
Gross profit			531,798		509,561
Distribution costs		80,086		105,032	
Administrative expenses		1,487,260		1,594,535	
			1,567,346		1,699,567
Operating loss	3		(1,035,548)		(1,190,006)
Interest receivable		750		1,728	
Interest payable and similar charges	5	157,751		192,377	
			(157,001)		(190,649)
Loss on ordinary activities before taxation	n		$(\overline{1,192,549})$		(1,380,655)
Taxation on loss on ordinary activities	6		-		-
Loss for the financial year	17		(1,192,549)		(1,380,655)
		•			

All amounts relate to continuing activities.

The company has no recognised gains and losses other than the loss above and therefore no separate statement of total recognised gains and losses has been presented.

There is no material difference between the results as per the profit and loss account and those on an unmodified historical cost basis.

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

#### Balance sheet at 31 December 2004

	Note		2004	2003	
		£	£	£	£
Fixed assets					
Tangible assets	8	3,103,967		3,201,973	
Investments	9	132,144		1	
			3,236,111		3,201,974
Current assets					
Stocks	10	641,750		626,510	
Debtors - due within one year	11	576,990		859,054	
Debtors - due after one year	11	173,019		217,934	
Total debtors		750,009		1,076,988	
Cash at bank and in hand		342,825		188,422	
		1,734,584		1,891,920	
Creditors: amounts falling due within	10	220.050		205 250	
one year	12	320,959		395,378	
Net current assets			1,413,625		1,496,542
Total assets less current liabilities			4,649,736		4,698,516
Creditors: amounts falling due after					
more than one year	13		2,714,806		3,571,037
			1,934,930		1,127,479
Capital and reserves					
Capital and reserves  Called up share capital	15		1,800,282		1,788,282
Share premium account	16		7,742,080		5,754,080
Revaluation reserve	16		176,215		178,090
Profit and loss account	16		(7,783,647)		(6,592,973)
Equity shareholders' funds	17		1,934,930		1,127,479

These 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 financial statements were approved by the Board on 24 Hay 2005.

L M Peterman Jnr

Director

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

# Cash flow statement for the year ended 31 December 2004

	Note	<b>2004</b> £	<b>2003</b> £
Net cash inflow from operating activities	18	508,127	690,738
Returns on investments and servicing of finance	19	(157,001)	(190,649)
Capital expenditure	19	(196,723)	(454,779)
		154,403	45,310
Financing	19	-	(27,484)
Increase in cash		154,403	17,826
Reconciliation of net cash flow to mo	ovement in net funds (see note 19)	<b>2004</b> £	2003 £
Increase in cash in the year Cash repaying loans Capital element of finance lease and hi	re purchase rentals	154,403	17,826 - 27,484
Change in net funds	•	154,403	45,310
Net funds at beginning of year		188,422	143,112
Net funds at end of year		342,825	188,422

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

#### Notes forming part of the financial statements for the year ended 31 December 2004

#### 1 Accounting policies

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets, and are in accordance with applicable accounting standards.

The company is not required to prepare group accounts as it has taken advantage of the exemption conferred by section 248 of the Companies Act 1985. The financial statements present information about the company as an individual undertaking and not about its group.

The following principal accounting policies, which have not changed in the year have been applied.

#### **Turnover**

Turnover represents sales to customers at invoiced amount less value added tax.

#### Land and buildings

The company took advantage of the arrangements under FRS 15 which allow the retention of the carrying value of revalued land and buildings acquired prior to 31 December 1999. All additions since this date are stated at cost. Where an asset that was previously revalued is disposed of, its book value is eliminated and an appropriate transfer made from the revaluation reserve to the profit and loss reserve.

#### Depreciation

Depreciation is provided to write off the cost or valuation, less estimated residual values, of all fixed assets, except freehold land, over their expected useful lives, from the date the asset is brought into use. It is calculated at the following annual rates on a straight line basis:

Freehold buildings	-	2%
Plant and machinery	-	10%
Fixtures, fittings and equipment	-	20%

### Goodwill

Purchased goodwill is capitalised and amortised over its expected useful economic life of three years. Impairment tests on the carrying value of goodwill are undertaken:

- at the end of the first full financial year following acquisition;
- in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

#### Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is calculated as follows:-

Raw materials - cost of purchase on first in first out basis

Work in progress and finished goods - cost of raw materials and labour together with attributable overheads

Net realisable value is based on estimated selling price less additional costs to completion and disposal.

#### Pension costs

Contributions to defined contribution pension schemes are charged to the profit and loss account in the year in which they become payable.

# Notes forming part of the financial statements for the year ended 31 December 2004 (Continued)

## 1 Accounting policies (continued)

## Deferred taxation

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that:

- deferred tax is not recognised on timing differences arising on revalued properties unless the company has entered into a binding sale agreement and is not proposing to take advantage of rollover relief; and
- the recognition of deferred tax assets is limited to the extent that the company anticipates to
  make sufficient taxable profits in the future to absorb the reversal of the underlying timing
  differences.

Deferred tax balances arising from underlying timing differences in respect of tax allowances on industrial buildings are reversed if and when all conditions for retaining those allowances have been met.

Deferred tax balances are not discounted.

#### Foreign currency

Foreign currency transactions are translated at the rates ruling when they occurred. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet date. Any differences are taken to the profit and loss account.

## Research and development

Expenditure on pure and applied research is charged to the profit and loss account in the year in which it is incurred.

Development costs are also charged to the profit and loss account in the year of expenditure.

#### Valuation of investments

Investments held as fixed assets are stated at cost less any provision for a permanent diminution in value.

#### Leases and hire purchase contracts

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the profit and loss account.

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to the profit and loss account over the year of the lease and represents a constant proportion of the balance of capital repayments outstanding. The capital part reduces the amounts payable to the lessor. All other leases are treated as operating leases. Their annual rentals are charged to the profit and loss account on a straight-line basis over the term of the lease.

Hire purchase contracts are treated identically to finance leases.

# Notes forming part of the financial statements for the year ended 31 December 2004 (Continued)

## 1 Accounting policies (continued)

#### Government grants

Grants relating to expenditure on tangible fixed assets are credited to the profit and loss account at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included within fixed assets.

Grants of a revenue nature are credited to the profit and loss account in the year to which they relate.

## 2 Basis of preparation

The company meets it day to day working capital requirements through facilities from its bankers which are repayable on demand and through funds loaned by group undertakings. The company expects to operate within the bank facilities currently agreed. Furthermore, the company has received an indication from its group undertakings that the latter will continue to support it for the foreseeable future and for at least twelve months from the date of signing the financial statements. On this basis, the director considers it appropriate to prepare the financial statements on a going concern basis.

# 3 Operating loss

	2004	2003
This is arrived at after charging:	£	£
Director's emoluments	-	-
Depreciation of tangible fixed assets	288,396	328,362
Amortisation of purchased goodwill	-	80,000
Hire of plant and machinery - operating leases	55,287	62,664
Hire of other assets - operating leases	44,000	32,375
Auditors' remuneration - audit services	10,500	10,500
Research and development	41,640	40,242
Loss on foreign exchange	88,028	99,196
Loss on sale of fixed assets	6,333	-

# 4 Employees

Staff costs (including directors) consist of:

( )	<b>2004</b> £	<b>2003</b> £
Wages and salaries	1,527,905	1,636,873
Social security costs	151,527	154,298
Other pension costs	70,942	75,888
	1,750,374	1,867,059

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

	2004 Number	2003 Number
Full time	65	72
Part time	3	-
	68	72

# Notes forming part of the financial statements for the year ended 31 December 2004 (Continued)

5	Interest payable and similar charges		
	9	2004	2003
		£	£
	On bank loans and overdrafts	2,170	2,039
	On loans from group undertakings	155,581	183,034
	On finance leases and hire purchase contracts	-	7,304
		157,751	192,377
6	Taxation on loss on ordinary activities		••••
		<b>2004</b> £	2003 £
	Current tax	r	L
	UK corporation tax on loss for the year	-	-
	Taxation on loss on ordinary activities	-	<del>-</del>
	The tax assessed for the year is higher than the standard rate of cordifferences are explained below:	2004	2003
		£	£
	Loss on ordinary activities before tax	(1,192,549)	(1,380,655)
	Loss on ordinary activities at the standard rate		
	of corporation tax in the UK of 30% (2003 – 30%)	(357,765)	(414,197)
	Effects of:		
	Expenses not deductible for tax purposes		
		541	26,548
	Depreciation in excess of capital allowances	72,432	83,120
	Depreciation in excess of capital allowances	72,432	83,120

Notes forming part of the financial statements for the year ended 31 December 2004 (Continued)

7	Intangible assets  Cost	Purchased goodwill £
	At 1 January 2004 and at 31 December 2004	272,000
	Amortisation	1
	At 1 January 2004 and at 31 December 2004	272,000
	Net book value	
	At 31 December 2004	-
	4. 21 P. 1 2002	
	At 31 December 2003	

# Notes forming part of the financial statements for the year ended 31 December 2004 (Continued)

8	Tangible assets	Freehold land and buildings £		Fixtures, fittings & equipmen	on	Total £
	Cost					
	At 1 January 2004 Additions Transfers Disposals At 31 December 2004	1,861,899 49,873	140,708 268,334 (20,000)	665,519 13,142 - 678,661	268,334	4,870,065 203,723 (20,000)
	At 31 December 2004	1,911,772	2,463,355	0/8,001		5,053,788
	Depreciation					
	At 1 January 2004 Charge for the year Disposals	132,521 37,771	968,963 199,336 (6,667)	566,608 51,289	- - -	1,668,092 288,396 (6,667)
	At 31 December 2004	170,292	1,161,632	617,897		1,949,821
	Net book value	***************************************		<del></del>		
	At 31 December 2004	1,741,480	1,301,723	60,764	-	3,103,967
	At 31 December 2003	1,729,378	1,105,350	98,911	268,334	3,201,973
	Freehold land and buildings are state	ed at:			<b>2004</b> £	2003 £
	Cost Open market value – 1998				1,249,772 662,000	1,199,899 662,000
				•	1,911,772	1,861,899
	The historical cost net book value of	land and build	ings is:		2004 £	2003 £
	Cost Accumulated depreciation based	on historical c	ost		1,748,997 182,172	1,699,124 147,192
	Historical cost net book value				1,566,825	1,551,932
				:		

The freehold land and buildings were revalued by the then directors, on 31 December 1998, on an open market value basis supported by independent professional valuations dated 29 April 1998.

The company has taken advantage of the transitional provisions in FRS 15 to retain existing book values including those of unimpaired tangible fixed assets which were previously stated at valuation.

Notes forming part of the financial statements for the year ended 31 December 2004 (Continued)

9	Investments	Group undertakings (unlisted) £
	At 1 January 2004 Additions	1 132,143
	At 31 December 2004	132,144

The investment relates to Abrasive Technology Asia Pacific Pte Ltd, a wholly owned subsidiary undertaking registered in Singapore. Its principal activity is that of exporter, importer and dealer in general precision industrial tooling.

No consolidated financial statements have been prepared as permitted by section 246 of the Companies Act 1985 owing to the group being "medium" sized as defined by section 249 to that Act.

During the year ended 31 December 2004 the subsidiary undertaking reported a loss of £3,298 (2003 – loss of £86,201) and had capital and reserves of £117,051 at the balance sheet date (2003 - net deficit on capital and reserves of £6,778).

During the year the company has increased its investment in its subsidiary undertaking, Abrasive Technology Asia Pacific Pte Ltd. This was funded by capitalising an element of the inter-company debtor.

#### 10 Stocks

	<b>2004</b> £	<b>2003</b> £
Raw materials	412,806	312,502
Work in progress	64,216	31,496
Finished goods	164,728	282,512
	641,750	626,510

In the opinion of the directors, the replacement cost of the stock is not materially different from the above.

#### 11 Debtors

Amounts receivable within one year	<b>2004</b> £	<b>2003</b> £
Trade debtors	512,196	546,780
Other debtors	-	14,462
Prepayments and accrued income	64,794	297,812
	576,990	859,054
Amounts receivable after one year		
Amounts owed by group undertakings	173,019	217,934

Notes forming part of the financial statements for the year ended 31 December 2004 (Continued)

12 Creditors: amounts falling due within one	<i>y</i> • • • • • • • • • • • • • • • • • • •		2004	2002	
			2004	2003	
			£	£	
Trade creditors			153,062	143,577	
Taxation and social security			43,577	45,743	
Accruals			124,320	206,058	
			320,959	395,378	
13 Creditors: amounts falling due after more	than one year				
			2004	2003	
			£	£	
Amounts owed to group undertaking	s		2,714,806	3,571,037	
			-		
14 Deferred taxation					
	200	2004		2003	
	. =			m	
		Provided		Provided	
	· — ·			Provided in	
	Unprovided	Provided	Unprovided		
	Unprovided £	Provided in	Unprovided £ .	in	
Accelerated capital allowances	<b>Unprovided</b> £ (411,797)	Provided in accounts	£ (339,365)	in accounts	
Losses	Unprovided £ (411,797) (1,792,112)	Provided in accounts £	£ (339,365) (1,507,320)	in accounts	
	<b>Unprovided</b> £ (411,797)	Provided in accounts £	£ (339,365)	in accounts	

The deferred tax asset noted above has not been recognised in the accounts as the company does not anticipate making sufficient taxable profits in the near future to absorb the reversal of the underlying timing differences.

# 15 Share capital

Authorised	<b>2004</b> £	<b>2003</b> £
339,285 "A" Ordinary shares of £1 each	339,285	339,285
500,000 "B" Ordinary shares of £3 each	1,500,000	1,500,000
	1,839,285	1,839,285
Allotted, called up and fully paid	2004	2003
	£	£
339,285 "A" Ordinary shares of £1 each	339,285	339,285
482,999 (2003 - 478,999) "B" Ordinary shares of £3 each	1,460,997	1,448,997
	1,800,282	1,788,282

# Notes forming part of the financial statements for the year ended 31 December 2004 (Continued)

# 15 Share capital (continued)

The "A" and "B" Ordinary shares rank pari-passu in all matters, and are both classed as equity capital.

On 17 December 2004 4,000 "B" Ordinary shares of £3 each were allotted at £500 per share and the total premium of £1,988,000 was credited to the share premium account (note 16).

# 16 Reserves

10	Reserves	~~		
		Share premium account £	Revaluation reserve £	Profit and loss account
	At 1 January 2004	5,754,080	178,090	(6,592,973)
	Transfer of excess depreciation	, , , <u>-</u>	(1,875)	1,875
	Retained loss for the year	-	-	(1,192,549)
	Premium on shares issued	1,988,000	-	-
	At 31 December 2004	7,742,080	176,215	(7,783,647)
17	Reconciliation of movements in shareholders' funds			
			2004	2003
			£	£
	Loss for the financial year		(1,192,549)	(1,380,655)
	Net reduction in shareholders' funds		(1,192,549)	(1,380,655)
	Opening shareholders' funds		1,127,479	508,134
	New share capital issued including premium		2,000,000	2,000,000
	Closing shareholders' funds		1,934,930	1,127,479
18	Reconciliation of operating loss to net cash inflow from	operating activitie		
			2004	2003
			£	£
	Operating loss		(1,035,548)	(1,190,006)
	Depreciation		288,396	328,362
	Amortisation		-	80,000
	Loss on disposal of fixed assets		6,333	-
	Increase in stocks		(15,240)	(64,019)
	Decrease in debtors		194,836	29,742
	Increase in creditors		1,069,350	1,506,659
	Net cash inflow from operating activities		508,127	690,738

Notes forming part of the financial statements for the year ended 31 December 2004 (Continued)

#### 19 Notes to the cash flow statement

#### i) Gr

i)	Gross cash flows			
			2004	2003
			£	£
	Returns on investments and servicing of finance			
	Interest received		750	1,728
	Interest paid		(157,751)	(192,377)
			(157,001)	(190,649)
	Capital expenditure			
	Payments to acquire tangible assets		(203,723)	(454,779)
	Receipt on sale of tangible assets		7,000	-
			(196,723)	(454,779)
	Financing			
	Repayment of secured loans		-	(05.40.4)
	Capital element of finance leases and hire purchase rentals	•	-	(27,484)
				(27,484)
ii)	Analysis of changes in net debt			
,	•	At		At
		1 January 2004 £	Cash flows £	31 December 2004 £
	Cash at bank and in hand	188,422	154,403	342,825

# (iii) Major non-cash transactions

During the year, the company capitalised an amount due to a group undertaking of £2,000,000 (2003 -£2,000,000) into share capital.

# 20 Pensions

The company contributes to defined contribution pension schemes and various individual personal pension plans. The assets of the schemes are held separately from those of the company in independently administered funds. The pension cost charge represents contributions payable by the company to the fund and those individual plans, and amounted to £70,942 for the year (2003 - £75,888).

Notes forming part of the financial statements for the year ended 31 December 2004 (Continued)

# 21 Commitments under operating leases

As at the balance sheet date, the company had annual commitments under non-cancellable operating leases as set out below:-

	2004		2003	
	Land and buildings £	Other £	Land and buildings £	Other £
Operating leases which expire:	-			
Within one year	-	9,925	_	15,148
In two to five years	44,000	30,909	44,000	20,309
After five years	-	-	-	-
	44,000	40,834	44,000	35,457
	÷	<del>=</del>		<del></del>

# 22 Related party transactions

During the year the company traded with fellow group undertakings, Abrasive Technology Inc. and Abrasive Technology Asia Pacific Pte Ltd. Sales to group undertakings were £367,053 (2003 - £325,854) for the year. Purchases from group undertakings were £413,249 (2003 - £1,026,113).

During the year the company was loaned funds by its ultimate parent undertaking. This loan carries interest calculated at 4% and an amount of £155,581 (2003 £183,034) was payable during the year.

During the year the company charged its subsidiary undertaking £30,000 (2003 - £30,000) for management services.

Balances due from and to group undertakings are disclosed in notes 11 and 13 to the financial statements.

# 23 Ultimate parent undertaking

The ultimate parent undertaking and controlling party is Abrasive Technology Inc, incorporated in USA.