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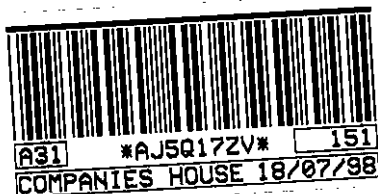


SATRA QUALITY ASSURANCE LTD

SATRA Quality Assurance Limited

(company number 2941713)

Statutory Report and Financial Statements for the year ended 31st December 1997



SATRA Quality Assurance Limited, SATRA House,
Rockingham Road, Kettering, Northamptonshire, NN16 9JH,
United Kingdom



Statutory Report and Financial Statements for the year ended 31st December 1997

INDEX

- 2. STATUTORY REPORT OF THE BOARD
- 4. REPORT OF THE AUDITORS
- 5. PRINCIPAL ACCOUNTING POLICIES
- 6. PROFIT AND LOSS ACCOUNT
- 7. BALANCE SHEET
- 8. NOTES TO THE FINANCIAL STATEMENTS

STATUTORY REPORT OF THE BOARD

The Board has pleasure in presenting its Report together with financial statements for the year ended 31st December 1997.

1. PRINCIPAL ACTIVITIES

SATRA Quality Assurance Limited is a private company, the share capital of which is owned by SATRA Technology Centre (a company limited by guarantee). It was incorporated on 22nd June 1994 and commenced trading on 15th February 1995. Its principal activity is assessing and certifying companies to various national and international standards.

2. RESULTS

The loss on the Company's activities during the year was £20,499 (1996 £36,424).

3. BOARD MEMBERS

The activities of the Company are administered by a Board of Directors, no member of which receives any remuneration for his services.

The following served as Directors of the company for the year to 31st December 1997. None of the Directors hold any shares in the company or its parent undertaking.

Messrs J Butcher, D W Cheesman, K D Cuthbert, R A R Garfit, I M Kennedy, J W W Pittard, R C Shelton, I J Tilley, R H Turner, Dr R E Whittaker, Dr N M Coutts. Mr J F Kidston resigned on 10th June 1997 and Mr R G Morgan was appointed to the Board on 1st September 1997.

The operation of the activities of the Company is controlled by a Governing Board consisting of nominees of bodies as specified in Article 12 (b) of the Company's Articles of Association. The members of the Governing Board for the period to 31st December 1997 were Messrs F J Dudley, A J Hutchins, R Jeffery, C Mustard, R H Turner and Dr R E Whittaker.

4. DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

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 or loss of the Company for that period. 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 maintaining proper accounting records, for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

5. CHARITABLE AND POLITICAL CONTRIBUTIONS

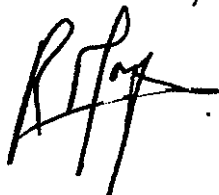
There were no charitable or political contributions during the year (1996 nil).

6. AUDITORS

Grant Thornton offer themselves for re-appointment as auditors in accordance with Section 385 of the Companies Act 1985.

SATRA House
Rockingham Road
Kettering
Northants
NN16 9JH

By order of the Board



Robert Morgan
Secretary

REPORT OF THE AUDITORS TO THE MEMBERS OF SATRA QUALITY ASSURANCE LIMITED

We have audited the financial statements on pages 5 to 10 which have been prepared under the accounting policies set out on page 5.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on pages 2 and 3 the Company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

BASIS OF OPINION

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material mis-statement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

OPINION

In our opinion the financial statements give a true and fair view of the state of the Company's affairs at 31st December 1997 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS
NORTHAMPTON

DATE: 8th April 1998

PRINCIPAL ACCOUNTING POLICIES FOR THE YEAR ENDED 31st DECEMBER 1997

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The principal accounting policies of the Company have remained unchanged from the previous year and are set out below.

INCOME

Income represents the total amount receivable in respect of work done.

DEPRECIATION

Depreciation is calculated to write down the cost of all tangible fixed assets by equal annual instalments over their expected useful lives.

The periods generally applicable are:

Office furniture	10 years
Equipment	5 years

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st DECEMBER 1997

	Note	£	1997	£	1996	£
INCOME FOR THE YEAR						
Turnover	I		36,499		21,623	
OTHER OPERATING INCOME AND CHARGES						
Salary cost	2	26,092		25,581		
Other operating charges		30,506		32,116		
Auditors' remuneration		<u>400</u>	<u>56,998</u>	<u>350</u>	<u>58,047</u>	
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION			(20,499)		(36,424)	
TAX ON LOSS ON ORDINARY ACTIVITIES			-		-	
TRANSFER FROM RESERVES	8		<u>20,499</u>		<u>36,424</u>	

There were no recognised gains or losses other than the loss for the financial year.

The accounting policies on page 5 and notes on pages 8 to 10 form part of these financial statements

BALANCE SHEET AS AT 31ST DECEMBER 1997

	Note	1997 £	1996 £
FIXED ASSETS			
Tangible assets	4	861	1,045
CURRENT ASSETS			
Debtors	5	5,616	6,417
Cash at Bank and in hand		<u>3,020</u>	<u>2,973</u>
		8,636	9,390
Creditors: amounts falling due within one year	6	<u>97,054</u>	<u>77,493</u>
Net current liabilities		<u>(88,418)</u>	<u>(68,103)</u>
		<u>(87,557)</u>	<u>(67,058)</u>
Capital and reserves			
Called up share capital	7	1	1
Profit and loss account	8	(87,558)	(67,059)
Shareholders' funds	9	<u>£(87,557)</u>	<u>£(67,058)</u>

The financial statements were approved by the Board on 8th April 1998.

Signed: **Iain Kennedy** (Chairman)



Signed: **Robert Morgan** (Secretary)



The accounting policies on page 5 and notes on pages 8 to 10 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1997

I INCOME

Income is attributable to the total amount receivable in respect of work carried out for clients. The deficit on ordinary activities is stated after:

	1997	1996
	£	£
Auditors' remuneration	<u>400</u>	<u>350</u>
Depreciation	<u>184</u>	<u>184</u>

2 DIRECTORS AND EMPLOYEES

	1997	1996
	£	£
Staff costs during the year were as follows:		
Wages and salaries	24,000	23,558
Social security costs	<u>2,092</u>	<u>2,023</u>
	<u>26,092</u>	<u>25,581</u>

A management charge was paid to the parent company of £5,000 (1996 £5,000). An indeterminable amount of this related to charges for directors' time.

The company employed one member of staff during the year (1996:1).

No remuneration was paid to any member of the Board.

3 TAX ON LOSS ON ORDINARY ACTIVITIES

Unrelieved tax losses of approximately £87,500 remain available to offset against future taxable trading profits.

4 TANGIBLE FIXED ASSETS

	Total £	Office Equipment £	Office Furniture £
Cost			
At 1 January 1997	1,413	425	988
Additions	<u>—</u>	<u>—</u>	<u>—</u>
At 31 December 1997	<u>1,413</u>	<u>425</u>	<u>988</u>
Depreciation			
At 1 January 1997	368	170	198
Provided during the year	<u>184</u>	<u>85</u>	<u>99</u>
At 31 December 1997	<u>552</u>	<u>255</u>	<u>297</u>
Net book amount at 31 December 1997	<u>861</u>	<u>170</u>	<u>691</u>
Net book amount at 31 December 1996	<u>1,045</u>	<u>255</u>	<u>790</u>

5 DEBTORS

	1997 £	1996 £
Trade debtors	4,963	4,137
Other debtors	<u>653</u>	<u>2,280</u>
	<u>5,616</u>	<u>6,417</u>

6 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1997 £	1996 £
Trade creditors	0	2,037
Amounts owed to parent undertaking	93,895	70,998
Social Security and other taxes	645	733
Accruals	<u>2,514</u>	<u>3,725</u>
	<u>97,054</u>	<u>77,493</u>

7 SHARE CAPITAL

1997 and 1996

Authorised, allotted, called up and fully paid
1 ordinary share of £1

£1

8 RESERVES

	Profit and loss account	
	1997 £	1996 £
At 1 January 1997	(67,059)	(30,635)
Loss for the year	<u>(20,499)</u>	<u>(36,424)</u>
At 31 December 1997	<u>(87,558)</u>	<u>(67,059)</u>

9 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1997	1996
	£	£
Loss for the financial year and net decrease in shareholders' funds	(20,499)	(36,424)
Shareholders' funds at 1 January 1997	<u>(67,058)</u>	<u>(30,634)</u>
Shareholders' funds at 31 December 1997	<u>(87,557)</u>	<u>(67,058)</u>

10 CONTINGENT LIABILITIES

There were no contingent liabilities at 31 December 1997 or 31 December 1996.

11 CAPITAL COMMITMENTS

There were no capital commitments at 31 December 1997 or 31 December 1996.

12 ULTIMATE PARENT UNDERTAKING

The directors consider that the ultimate parent undertaking and the company's controlling related party is SATRA Technology Centre, which is registered in England and Wales.

13 TRANSACTIONS WITH RELATED PARTIES

	Amounts outstanding	
	1997	1996
	£	£
Amount owed to SATRA Technology Centre	<u>92,500</u>	<u>67,500</u>

The subsidiary undertaking is supported by a loan from the parent undertaking SATRA Technology Centre.

Throughout the year, the company traded with its parent undertaking on normal commercial terms. The value of the transactions amounted to £11,797 (1996: £9,433), including service charges of £5,837 (1996: £3,473).