

## Electrium (2003) Limited

Annual report and financial statements

for the year ended 31 March 2005

Registered number: 03335339



# **Electrium (2003) Limited**

## **Annual report and financial statements for the year ended 31 March 2005**

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# **Electrium (2003) Limited**

## **Directors and advisors**

### **Executive directors**

C J Thomas (Chief Executive)  
A Kitchen  
N M Turnbull

### **Secretary**

N M Turnbull

### **Registered auditors**

PricewaterhouseCoopers LLP  
Cornwall Court  
19 Cornwall Street  
Birmingham B3 2DT

### **Bankers**

Royal Bank of Scotland  
5-10 Great Tower Street  
London  
EC3P 3HX

### **Registered office**

Lakeside Plaza  
Walkmill Lane  
Bridgtown  
Cannock  
Staffordshire WS11 0XE

# **Electrium (2003) Limited**

## **Directors' report for the year ended 31 March 2005**

The directors present their report and the audited financial statements for the year ended 31 March 2005.

### **Principal activities and review of business**

The company is a divisional holding company within the Electrium Limited group of companies.

The results for the year are shown in the profit and loss account on page 4.

The directors consider the future prospects of the company to be satisfactory.

The directors do not propose the payment of any dividends this year (2004: £200,000).

### **Directors and their interests**

The directors who held office during the year are listed on page 1.

None of the directors had any interest in the shares of the company at the beginning or end of the period.

Messrs C J Thomas, N M Turnbull and A Kitchen are directors of Electrium Limited, the ultimate holding company, in whose accounts their interests in the share capital of Electrium Limited are shown.

### **Statement of directors' responsibilities**

Company law requires the directors to prepare financial statements for each financial period that give a true and fair view of the company and of the profit or loss for that period. The directors are required to prepare financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in the preparing the financial statements for the year ended 31 March 2005 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and 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.

### **Auditors**

PricewaterhouseCoopers LLP have indicated their willingness to continue in office and a resolution that they be reappointed will be proposed at the annual general meeting.

By order of the board



N M Turnbull  
Company Secretary  
20 June 2005

## **Independent auditors' report to the members of Electrium (2003) Limited**

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes and the accounting policies set out in the statement of accounting policies.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

### **Basis of audit 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 misstatement, 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 affairs of the company at 31 March 2005 and the loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**PricewaterhouseCoopers LLP**  
Chartered Accountants and Registered Auditors  
Birmingham  
20 June 2005

## Electrium (2003) Limited

### Profit and loss account for the year ended 31 March 2005

	Notes	2005 £'000	2004 £'000
Administration costs		10	557
<b>Operating loss</b>	3	<b>(10)</b>	(557)
Exceptional items	6	-	(923)
<b>Loss after exceptional items</b>		<b>(10)</b>	(1,480)
Interest receivable and similar income	7	-	207
Interest payable and similar charges		-	(4,045)
<b>Loss on ordinary activities before taxation</b>		<b>(10)</b>	(5,318)
Tax on loss on ordinary activities	8	<b>(11)</b>	1,482
Loss after taxation		<b>(21)</b>	(3,836)
Dividends payable		-	(200)
<b>Loss for the year</b>		<b>(21)</b>	(3,636)

All the above amounts are in relation to continuing operations.

There is no difference between the loss shown above and the historical cost loss.

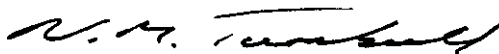
The company has no recognised gains and losses other than the loss above and therefore no separate statement of recognised gains and losses has been presented.

## Electrium (2003) Limited

### Balance sheet as at 31 March 2005

	Notes	2005 £'000	2004 £'000
<b>Fixed assets</b>			
Investments	9	38,199	38,199
<b>Current assets</b>			
Debtors: amounts to be received within one year	10	169,940	169,782
Debtors: amounts to be received after more than one year	10	87	-
Cash at bank and in hand		-	504
		<b>170,027</b>	<b>170,286</b>
<b>Creditors: amounts falling due within one year</b>	11	<b>(108,953)</b>	<b>(109,191)</b>
<b>Net current assets</b>		<b>61,074</b>	<b>61,095</b>
<b>Total assets less current liabilities</b>		<b>99,273</b>	<b>99,294</b>
<b>Net assets</b>		<b>99,273</b>	<b>99,294</b>
<b>Capital and reserves</b>			
Called up share capital	12	2,695	2,695
Share premium	13	104,620	104,620
Capital redemption reserve	14	1,740	1,740
Revenue reserves	14	(9,782)	(9,761)
<b>Total equality shareholders' funds</b>	15	<b>99,273</b>	<b>99,294</b>

The financial statements on pages 6 to 13 were approved by the directors on 20 June 2005

  
N M Turnbull  
Director  
20 June 2005

# Electrium (2003) Limited

## Notes to the financial statements for the year ended 31 March 2005

### 1 Accounting policies

These financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards. A summary of the more important accounting policies, which have been applied consistently is as follows.

#### Consolidated accounts

Under Section 228 (1) of the Companies Act 1985 the company is exempt from the requirement to prepare group accounts, therefore consolidated accounts have not been prepared and there financial statements present information about the company as an individual undertaking.

#### Investments

Investments are carried at cost less any provision for impairment.

#### Taxation

Corporation tax payable is provided on taxable profits at the current rate. Deferred taxation liabilities are provided on all timing differences arising from transactions that have occurred at the balance sheet date and give rise to an obligation to pay more tax in future. Deferred tax assets are recognised to the extent that, on the basis of all available evidence, it can be regarded more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is not discounted.

#### Foreign currency

Transactions denominated in foreign currencies are recorded in sterling at actual exchange rates as of the date of the transaction or, where appropriate, at the rate of exchange in a related forward exchange contract. Monetary assets and liabilities denominated in foreign currencies at the period end are reported at the rates of exchange prevailing at the year end or, where appropriate, at the rate of exchange in a related forward contract. Differences on exchange arising from the retranslation of the opening net investments in subsidiary companies, and from the translation of the results of those companies at average rate are taken to reserves and are reported in the statement of total recognised gains and losses. All the foreign exchange differences are taken to the profit and loss account in the year in which they arise.

### 2 Cashflow statement and repeated party disclosures

The company is a wholly owned subsidiary of Electrium Limited and is included in the consolidated financial statements of Electrium Limited, which are publicly available at Companies House. Consequently, the company has taken advantage of the exemption from preparing a cashflow statement under the terms of Financial Reporting Standard 1 (revised 1996). The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that we past of the Electrium group.

### 3 Operating loss

	2005	2004
	£'000	£'000
Operating loss is stated after charging		
Auditors remuneration – audit services	10	-



## Electrium (2003) Limited

### Notes to the financial statements for the year ended 31 March 2005 (continued)

#### 4 Directors' emoluments

	2005	2004
	£000	£000
Aggregate emoluments and benefits	-	526
Compensation for loss of office	-	383
Highest paid director		
Aggregate emoluments and benefits	-	232
Accrued pension at 31 March under defined benefit scheme	-	132

The directors ceased to accrue benefits in defined benefit schemes with effect from 9 December 2003.

#### 5 Employee information

	2005	2004
	£000	£000
Employee costs during the year amounted to:		
Wages and salaries	-	909
Social security costs	-	110
Pension costs	-	14
	-	1,019
	2005	2004
	Number	Number
The average monthly number of persons employed by the group during the year was	-	3

## **Electrium (2003) Limited**

### **Notes to the financial statements for the year ended 31 March 2005 (continued)**

#### **6 Exceptional items**

	<b>2005</b>	<b>2004</b>
	<b>£000</b>	<b>£000</b>
Professional fees	-	923

The costs relating to professional fees are costs relating to the sale process of Electrium (2003) Limited.

#### **7 Interest payable and similar charges**

	<b>2005</b>	<b>2004</b>
	<b>£000</b>	<b>£000</b>
Bank loans and overdrafts		
- repayable within five years	-	45
- repayable wholly or partly after five years	-	4,000
	-	4,045

# Electrium (2003) Limited

## Notes to the financial statements for the year ended 31 March 2005 (continued)

### 8 Taxation on ordinary activities

	2005	2004
<b>Tax charge for the year</b>	<b>£000</b>	<b>£000</b>
UK corporation tax		
- Current year	(46)	(1,414)
- Adjustment to prior years	14	62
<b>Total current tax charge</b>	<b>(32)</b>	<b>(1,352)</b>
Deferred tax-origination and reversal of timing differences current year	43	(130)
Deferred tax-origination and reversal of timing differences prior year	-	-
<b>Total tax charge/(credit)</b>	<b>11</b>	<b>(1,482)</b>
<b>Tax reconciliation</b>		
Loss before tax on ordinary activities	(10)	(5,318)
Expected tax credit on profit on ordinary activities	(3)	(1,595)
Non-deductible/(non-taxable) items	-	224
Depreciation for period in excess of capital allowances	(43)	(43)
Capital gain on property disposal		
Adjustment to tax charge in respect of previous periods	14	62
Origination/reversal of timing differences		
Overseas taxes		
<b>Current tax charge on profit on ordinary activities</b>	<b>(32)</b>	<b>(1,352)</b>

## Electrium (2003) Limited

### Notes to the financial statements for the year ended 31 March 2005 (continued)

#### 9 Fixed asset investments

	2005	2004
	£000	£000
Electrium (UK) Limited	38,199	38,199

A full list of subsidiary companies is given in note 17.

#### 10 Debtors

	2005	2004
	£000	£000
<b>Amounts falling due within one year</b>		
Amounts owed by group undertakings	169,939	169,616
Other debtors	-	36
Deferred tax	-	130
	169,939	169,782
<b>Amounts falling due after more than one year</b>		
Deferred tax	87	-

Amounts owed by group companies are unsecured, interest free and have no fixed repayment date.

## Electrium (2003) Limited

### Notes to the financial statements for the year ended 31 March 2005 (continued)

#### 11 Creditors

	2005	2004
	£000	£000
<b>Amounts falling due within one year</b>		
Amounts owed by group undertakings	108,943	109,181
Other creditors & accruals	10	10
	108,953	109,191

Amounts owed to group companies are unsecured, interest free and have no fixed repayment date.

#### 12 Called up share capital

	2005	2004
	£000	£000
<b>Authorised</b>		
1,883,000 (2004: 1,883,000) ordinary shares of £1 each	1,883	1,883
811,800 (2004 : 811,800) 5% cumulative redeemable preference shares of £1 each	812	812
	2,695	2,695
<b>Allotted, called up and fully paid</b>		
1,883,000 (2004: 1,883,000) ordinary shares of £1 each	1,883	1,883
811,800 (2004: 811,800) 5% cumulative redeemable preference shares of £1 each	812	812
	2,695	2,695

The 5% cumulative preference shares, which do not carry any voting rights, were issued in 1997 at £1 per share and are redeemable at par.

## **Electrium (2003) Limited**

### **Notes to the financial statements for the year ended 31 March 2005 (continued)**

#### **13 Share Premium**

	<b>2005</b>	<b>2004</b>
	<b>£'000</b>	<b>£'000</b>
Premium on shares issued		
Balance as at 31 March	<b>104,620</b>	104,620

During the year to 31 March 2004, the company issued 1 ordinary share at a premium of £104,620,000 to Electrium Limited.

#### **14 Reserves**

<b>Profit and loss reserve</b>	<b>2005</b>	<b>2004</b>
	<b>£'000</b>	<b>£000</b>
Balance at 1 April	<b>(9,761)</b>	(6,125)
Loss for the year	<b>21</b>	(3,636)
<b>Balance at 31 March</b>	<b>(9,782)</b>	(9,761)

<b>Capital redemption reserve</b>	<b>2005</b>	<b>2004</b>
	<b>£000</b>	<b>£'000</b>
Balance at 31 March	<b>1,740</b>	1,740

# Electrium (2003) Limited

## Notes to the financial statements for the year ended 31 March 2005 (continued)

### 15 Reconciliation of movements in shareholders' funds

	2005	2004
Equity	£000	£000
Loss for the financial year	(21)	(3,636)
Premium on share issued	-	104,620
<b>Net change in shareholders' funds</b>	<b>(21)</b>	<b>100,984</b>
Shareholders funds as at 1 April	99,294	1,690
<b>Shareholders' funds as at 31 March</b>	<b>99,273</b>	<b>99,294</b>
<b>Non-equity</b>		
Balance at 31 March	812	812

### 16 Principal subsidiaries

Company	Country of incorporation	Issued share capital	Percentage of beneficial ownership held
Electrium (UK) Limited	England	67,319,704 £0.25 ordinary shares	100%
Electrium Sales Limited	England	10,000,001 £1.00 ordinary shares	100%
Crabtree Electrical Industries Limited	England	120,000 £1.00 ordinary shares	100%
Electrium (Ireland) Limited	Ireland	2 IR£1.00 ordinary shares	100%
Marbo Limited	England	32,730 £1.00 ordinary shares	100%
Volex Accessories Limited	England	8,575,002 £1.00 ordinary shares	100%
Wylex Limited	England	563,845 £0.25 ordinary shares	100%
Marbo Holdings Limited	England	3 £1.00 ordinary shares	100%

### 17 Ultimate parent company

The ultimate parent and controlling company is Electrium Limited, a company registered in England and Wales.