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Abbreviated Accounts

for the Year Ended 31 March 2008

for

Mech-Tool Engineering Limited



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Company Information for the Year Ended 31 March 2008

DIRECTORS:

M K Garner P Bullock R W Davison J H Swain K J Bell

SECRETARY:

J H Swain

REGISTERED OFFICE:

Mech-Tool House Whessoe Road DARLINGTON Co Durham DL3 0QT

REGISTERED NUMBER:

4087377 (England and Wales)

AUDITORS:

Clive Owen & Co LLP Chartered Accountants Registered Auditors 140 Coniscliffe Road DARLINGTON Co. Durham DL3 7RT

Report of the Directors for the Year Ended 31 March 2008

The directors present their report with the accounts of the company for the year ended 31 March 2008.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of manufacturing fire and blast related products, including modules and enclosures, industrial noise control and the provision of project management and engineering services.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed accounts.

The aim is to present a balanced and comprehensive review of the development and performance of the business during the year and its position at the year end. This review is consistent with the size and nature of the business and is written in the context of the risks and uncertainties faced.

The company continues to provide cost effective engineered solutions for the protection of personnel and equipment from the hazards of fire, explosion and noise, for the petrochemical, oil & gas and power distribution industries.

The key financial performance indicators are those that communicate the financial performance and strength of the company as a whole; these being turnover, operating profit and return on capital employed.

Turnover of £9,887,972 was marginally up on the previous year and was impacted by the delayed start of a large living quarters contract, Sea Dragon 1, for which manufacturing capacity was reserved, manning levels increased and costs incurred. It has been envisaged that activity on Sea Dragon 1 would commence around September 2007 and that this project would have a significant impact on the results during this financial period

Operating profit has reduced to £34,826. As well as the impact of the delay on Sea Dragon as stated above the company experienced a very poor performance in the year on a €5M acoustic contract. This resulted in a major reorganisation of the business into three distinct business units. The costs for this reorganisation and associated factory improvements have been expensed in the year.

Return on capital employed has fallen to 3.54%.

The outlook for the current year is very promising with all three business units opening the year with full order books. Rising steel costs and a shortage of skilled engineers and tradesmen continue to be issues but the Board is projecting a substantial increase in turnover and associated operating profit in the period ending 31st March 2009.

DIVIDENDS

No dividends will be distributed for the year ended 31 March 2008.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2007 to the date of this report.

M K Garner P Bullock R W Davison J H Swain

Other changes in directors holding office are as follows:

K J Bell - appointed 1 September 2007

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the year the company made charitable donations of £260 (2007: £670).

Report of the Directors for the Year Ended 31 March 2008

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 these 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;
- 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 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Clive Owen & Co LLP, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

J H Swain - Secretary

14 August 2008

Report of the Independent Auditors to Mech-Tool Engineering Limited Under Section 247B of the Companies Act 1985

We have examined the abbreviated accounts set out on pages five to sixteen, together with the financial statements of Mech-Tool Engineering Limited for the year ended 31 March 2008 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company, in accordance with Section 247B of the Companies Act 1985. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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, for our work, for this report, or for the opinions we have formed.

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 abbreviated accounts have been properly prepared in accordance with that provision and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Bulletin 2006/3 "The Special Auditor's Report on Abbreviated Accounts in the United Kingdom" issued by the Auditing Practices Board. In accordance with that Bulletin 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.

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 have been properly prepared in accordance with that provision.

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Clive Owen & Co LLP
Chartered Accountants
Registered Auditors
140 Coniscliffe Road
DARLINGTON
Co. Durham
DL3 7RT

14 August 2008

Abbreviated Profit and Loss Account for the Year Ended 31 March 2008

		2008	}	2007	
	Notes	£	£	£	£
GROSS PROFIT			869,564		1,184,434
Distribution costs Administrative expenses		267,544 567,194		272,775 600,951	
•			834,738		873,726
OPERATING PROFIT	3		34,826		310,708
Income from fixed asset investments Interest receivable and similar income		4,360		1,500 4,319	
			4,360		5,819
			39,186		316,527
Interest payable and similar charges	4		23,457		7,687
PROFIT ON ORDINARY ACTIVITIES					
BEFORE TAXATION			15,729		308,840
Tax on profit on ordinary activities	5		(11,966)		67,481
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION			27,695		241,359

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

Abbreviated Balance Sheet 31 March 2008

		2008	3	200	7
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	6		483,784		464,850
CURRENT ASSETS					
Stocks	7	371,631		268,247	
Debtors: amounts falling due within one	8	3,094,280		2,703,638	
year					
Debtors: amounts falling due after more					
than one year	8	-		3,047	
Cash at bank		343,744		355,863	
		3,809,655		3,330,795	
CREDITORS					
Amounts falling due within one year	9	3,145,500		2,629,260	
NET CURRENT ASSETS			664,155		701,535
TOTAL ASSETS LESS CURRENT					
LIABILITIES			1,147,939		1,166,385
CREDITORS					
Amounts falling due after more than	one				
year	10		13,992		60,133
NET ASSETS			1,133,947		1,106,252
CAPITAL AND RESERVES					
Called up share capital	13		1,050,000		1,050,000
Profit and loss account	14		83,947		56,252
1 1011t and 1033 account	17				20,232
SHAREHOLDERS' FUNDS	17		1,133,947		1,106,252

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

The financial statements were approved by the Board of Directors on 14 August 2008 and were signed on its behalf by:

J H Swain - Director

Cash Flow Statement for the Year Ended 31 March 2008

		2008		2007	
	Notes	£	£	£	£
Net cash (outflow)/inflow from operating activities	1		(127,355)		290,206
Returns on investments and servicing of finance	2		(19,097)		(1,868)
Taxation	2		(38,617)		(1,144)
	_		(20,017)		(,/)
Capital expenditure and financial investment	2		(123,917)		(196,822)
			(308,986) +		80,372
Financing	2		296,867		106,652
(Decrease)/Increase in cash in the p	eriod	-	(12,119)		187,024
	· · · · · · · · · · · · · · · · · · ·	 .			<u> </u>
Reconciliation of net cash flow to movement in net funds	3				
(Decrease)/Increase in cash in the period Cash outflow/(inflow)		(12,119)		187,024	
from decrease/(increase) in debt and liftnancing	ease	53,133	٠	(106,652)	
Change in net funds resulting from cash flows			41,014		80,372
Movement in net funds in the perio Net funds at 1 April	d		41,014 217,282		80,372 136,910
Net funds at 31 March			258,296		217,282

Notes to the Cash Flow Statement for the Year Ended 31 March 2008

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES

	2008	2007
	£	£
Operating profit	34,826	310,708
Depreciation charges	101,617	100,023
Loss on disposal of fixed assets	3,366	578
Increase in stocks	(103,384)	(193,331)
Increase in debtors	(930,921)	(822,259)
Increase in creditors	767,141	894,487
Net cash (outflow)/inflow from operating activities	(127,355)	290,206

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2008	2007
	£	£
Returns on investments and servicing of finance		
Interest received	4,360	4,319
Interest paid	(13,227)	(2,319)
Interest element of hire purchase payments	(10,230)	(5,368)
Dividends received		1,500
Net cash outflow for returns on investments and servicing of finance	<u>(19,097</u>)	(1,868)
Taxation		
Taxation paid	(38,617)	(16,627)
Taxation refund	<u>-</u> _	_5,483
Net cash outflow for taxation	(38,617)	(11,144)
Net cash oddiow for taxation	(38,017)	(11,144)
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(127,417)	(205,346)
Sale of tangible fixed assets	3,500	3,524
Sale of fixed asset investments	-	5,000
Net cash outflow for capital expenditure and financial investment	(123,917)	(196,822)
Financing		
Capital repayments in year	(53,133)	106,652
Amount introduced by directors	350,000	<u> </u>
Net cash inflow from financing	296,867	106,652
-		

Notes to the Cash Flow Statement for the Year Ended 31 March 2008

3. ANALYSIS OF CHANGES IN NET FUNDS

N 1	At 1.4.07 £	Cash flow £	At 31.3.08 £
Net cash: Cash at bank	355,863	(12,119)	343,744
	355,863	(12,119)	343,744
Debt:			
Hire purchase	<u>(138,581</u>)	53,133	(85,448)
	<u>(138,581</u>)	53,133	(85,448)
Total	217,282	41,014	258,296

Notes to the Abbreviated Accounts for the Year Ended 31 March 2008

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Improvements to property

- 5% on cost

Plant and machinery

- 10% - 33% on cost

Motor vehicles

- 20% on cost

Grants towards fixed assets are offset against the asset to which they relate and released against the depreciation charge of the asset over its expected useful life.

Stocks and long term contracts

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

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

Long term contracts are those extending in excess of 12 months and any of a shorter duration which are material to the activity for the period. Attributable profit is recognised once the outcome of a long term contract can be assessed with reasonable certainty. Attributable profit is recognised on the cost complete method. Immediate provision is made for all foreseeable losses if a contract is assessed as unprofitable.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

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 transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

Capital instruments

Capital instruments are accounted for and classified as equity or non-equity share capital and debt according to their form.

Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2008

2.	STAFF COSTS		
2.	STATT COSTS	2008	2007
	337.	£	£
	Wages and salaries	3,180,320	2,899,591
	Social security costs Other pension costs	326,919	279,445 42,873
	Outer pension costs	41,577	42,873
		3,548,816	3,221,909
	The average monthly number of employees during the year was as follows:	2000	2007
		2008	2007
	Production and engineering services	98	88
	Administration and selling	13	15
	•	111	103
3.	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting):		
		2008	2007
		2008 £	2007 £
	Other operating leases	4,229	4,013
	Depreciation - owned assets	75,316	85,089
	Depreciation - assets on hire purchase contracts	26,301	14,934
	Loss on disposal of fixed assets	3,366	578
	Admin auditors' remuneration	6,690	9,790
	Foreign exchange differences	<u>(84,237)</u>	12,744
	Pinned a land	G 40 505	150 50 4
	Directors' emoluments	248,787	178,524 15,776
	Directors' pension contributions to money purchase schemes	9,210	13,770
	The number of directors to whom retirement benefits were accruing was as follows:	ows:	
	Money purchase schemes	4	4
	Information regarding the highest paid director for the year ended 31 March 200	2008	
	Emplumente etc	£	
	Emoluments etc Pension contributions to money purchase schemes	72,914 <u>5,752</u>	
4.	INTEREST PAYABLE AND SIMILAR CHARGES		
••	ATTACKE AND AND DESIGNATION CHARGED	2008	2007
		£	£
	Bank interest	3,721	2,319
	Other interest	9,506	
	Hire purchase	10,230	5,368
		23,457	<u>7,687</u>

Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2008

5. TAXATION

	Analysis of the tax (credit)/charge The tax (credit)/charge on the profit on ord	linary activities for th	e vear was as fol	lows:	
	The tax (credit/renarge on the profit of ore	mary activities for the	e year was as for	2008 £	2007 £
	Current tax:				
	UK corporation tax			(11,966)	73,265
	Overprovision in prior year				(5,784)
	Tax on profit on ordinary activities			(11,966)	67,481
6.	TANGIBLE FIXED ASSETS				
		Improvements	;		
		to	Plant and	Motor	
		property	machinery	vehicles	Totals
		£	£	£	£
	COST				
	At 1 April 2007	127,902	1,368,278	32,500	1,528,680
	Additions	3,749	109,223	14,445	127,417
	Disposals		(56,961)		(56,961)
	At 31 March 2008	131,651	1,420,540	46,945	1,599,136
	DEPRECIATION				
	At 1 April 2007	29,596	1,017,834	16,400	1,063,830
	Charge for year	8,300	89,807	3,510	101,617
	Eliminated on disposal		(50,095)		(50,095)
	At 31 March 2008	37,896	1,057,546	19,910	1,115,352
	NET BOOK VALUE				
	At 31 March 2008	93,755	362,994	27,035	483,784
	At 31 March 2007	98,306	350,444	16,100	464,850

Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2008

6. TANGIBLE FIXED ASSETS - continued

	Fixed assets, included in the above, which are held under	hire purchase contracts Plant and	are as follows:	
		machinery	vehicles	Totals
		£	£.	£
	COST	400 400	24 222	450.00
	At 1 April 2007	132,183	21,000	153,183
	Additions	31,260		31,260
	At 31 March 2008	163,443	_21,000	184,443
	DEPRECIATION			
	At 1 April 2007	18,784	9,560	28,344
	Charge for year	24,161	2,140	26,301
	At 31 March 2008	42,945	_11,700	54,645
	NET BOOK WALLE			_
	NET BOOK VALUE At 31 March 2008	120.400	0.200	120.700
	At 31 March 2008	120,498	9,300	129,798
	At 31 March 2007	113,399	11,440	124,839
7.	STOCKS			
			2008 £	2007 £
	Raw materials		348,857	268,032
	Work-in-progress		22,774	215
			371,631	268,247
8.	DEBTORS			
			2008	2007
			£	£
	Amounts falling due within one year:			
	Trade debtors		1,902,564	993,487
	Amounts recoverable on contract		1,030,178	1,560,158
	Other debtors VAT		15,336	5,902
	Corporation tax		- 11,966	25,312
	Prepayments and accrued income		134,236	118,779
	Tropaymona and aborate moone		134,230	
			3,094,280	2,703,638
	Amounts falling due after more than one year:			
	Other debtors			3,047
	Aggregate amounts		_3,094,280	2,706,685

Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2008

9.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2008	2007
		£	£
	Hire purchase contracts (see note 11)	71,456	82,262
	Payments on account	1,087,452	270,908
	Trade creditors	1,116,138	1,503,564
	Corporation tax	-	63,929
	Taxation and social security	274,637	97,057
	Other creditors	5,057	7,836
	Directors' loan accounts	350,000	602.704
	Accruals and deferred income	240,760	603,704
		3,145,500	2,629,260
10.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		2008	2007
		£	£
	Hire purchase contracts (see note 11)	13,992	56,319
	Other creditors	<u> </u>	_3,814
		13,992	60,133
11.	OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES		
			Hire
			rchase
		-	ntracts
		2008	2007
		£	£
	Net obligations repayable:		
	Within one year	71,456	82,262
	Between one and five years	13,992	_56,319
		85,448	138,581
	The following operating lease payments are committed to be paid within one year	r:	
			Other
			erating eases
-	•	2008	2007
	Expiring:	£	£
	Within one year	5,261	1,639
	Between one and five years	29,896	35,086
	In more than five years	5,069	55,000

36,725

40,226

Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2008

12. SECURED DEBTS

The following secured debts are included within creditors:

	2008	2007
	£	£
Hire purchase contracts	85,448	138,581

The finance lease creditors are secured over the assets to which they relate.

13. CALLED UP SHARE CAPITAL

Authorised: Number:	Class:	Nominal value:	2008 £	2007 £
500,000	Ordinary	£1	500,000	500,000
1,000,000	17.7% cumulative preference	£1	1,000,000	1,000,000
			1,500,000	1,500,000
Allotted, issue	ed and fully paid:			
Number:	Class:	Nominal value:	2008 £	2007 £
50,000	Ordinary	£1	50,000	50,000
1,000,000	17.7% cumulative preference	£1	1,000,000	1,000,000
			1,050,000	1,050,000

The 17.7% cumulative redeemable preference shares of £1 each entitle the holder, subject to a resolution of the directors, to receive a fixed cumulative preferential dividend at the rate of 17.7% on the paid up capital and the right to a return of capital at either a winding up or a repayment of capital. The preference shares do not entitle the holders to any further rights or other participation in the profits or assets of the company nor do they carry any voting rights.

The company shall have the option exercisable by a resolution of the directors to redeem the 17.7% cumulative redeemable preference shares at a premium of 130% to their par value.

The owners of these preference shares have agreed to waive rights attaching to both dividends and redemption premiums.

14. RESERVES

	and loss account £
At 1 April 2007 Profit for the year	56,252 _27,695
At 31 March 2008	83,947

Profit

Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2008

15. CONTINGENT LIABILITIES

At 31 March 2008 the company had granted a charge over an amount of £157,500 (2007: £72,000) to the bank in connection with agreed borrowing facilities which had not been utilised at 31 March 2008 or 31 March 2007.

16. TRANSACTIONS WITH DIRECTORS

During the year Mech Tool Engineering Limited paid M Garner £182,616 (2007: £142,000) in respect of rent of the premises at Whessoe Road, Darlington, County Durham.

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Profit for the financial year Transfer from redemption reserve	2008 £ 27,695	2007 £ 241,359
Net addition to shareholders' funds Opening shareholders' funds	27,695 1,106,252	241,359 864,893
Closing shareholders' funds	1,133,947	1,106,252

18. ULTIMATE CONTROLLING PARTY

The company is controlled by M K Garner, a director, by virtue of his majority shareholding.