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**VODAC (ULSTER) LIMITED**

**REPORT AND ACCOUNTS**

**FOR THE YEAR ENDED**

**31 MARCH 1991**

2900.79

**REGISTERED**  
-2 NOV 19/1  
*per*

VODAC (ULSTER) LIMITED

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# VODAC (ULSTER) LIMITED

## REPORT OF THE DIRECTORS

The directors submit their report and the audited financial statements for the year ended 31 March 1991.

### PRINCIPAL ACTIVITIES

The principal activities of the company are the retail of cellular and radiopaging equipment and the provision of services on the Vodafone and Vodapage networks.

### REVIEW OF THE BUSINESS

Turnover for the period amounted to £1,268,000 and the loss before taxation was £141,000. After taxation the loss of £161,000 has been charged to reserves. The directors do not recommend the payment of a dividend.

### FUTURE DEVELOPMENTS

The company is continuing with its policy of long term growth in the field of cellular radio and radiopaging.

### FIXED ASSETS

The movement in tangible fixed assets is set out on page 13 in note 7.

### AUDITORS

In accordance with Article 392 of the Companies (Northern Ireland) Order 1986, a resolution proposing the re-appointment of Touche Ross & Co as auditors to the company will be put to the Annual General Meeting.

### DIRECTORS

The directors of the company during the period were as follows:

#### Name

D J Henning  
C H B Bramwell  
M W Glenfield  
D C Guy  
D L Jones  
N Morrow

# VODAC (ULSTER) LIMITED

## REPORT OF THE DIRECTORS (CONTINUED)

### DIRECTORS INTERESTS IN SHARES

Given below are details of the interests in the ordinary shares of Racal Telecom Plc at 31 March 1991 of directors of the company at that date. Details of their interests at 31 March 1990 are shown in brackets.

Racal Telecom Plc Ordinary Shares of 5p each.

	Ordinary Shares Held	Ordinary Share Options (Note 1)	Ordinary Share Options (Note 2)
D J Henning	6,142 (6,142)	NIL (1,139)	95,500 (76,500)
C H B Bramwell	200 (200)	NIL (NIL)	NIL (NIL)
D C Guy	NIL (NIL)	2,415 (1,139)	49,000 (24,000)
D L Jones	NIL (NIL)	NIL (NIL)	48,000 (27,000)
M W Glenfield	200 (200)	NIL (NIL)	NIL (NIL)
N Morrow	200 (200)	NIL (NIL)	NIL (NIL)

1) Options granted under the terms of the Racal Telecom Plc Savings Related Share Option Scheme.

2) Options granted under the terms of the Racal Telecom Plc Executive Share Option Scheme.

**VODAC (ULSTER) LIMITED**  
**REPORT OF THE DIRECTORS (CONTINUED)**

**DIRECTORS INTERESTS IN SHARES (CONTINUED)**

Given below are details of the interests in the ordinary shares of Racal Electronics Plc at 31 March 1991 of directors of the company at that date. Details of their interests at 31 March 1990 are shown in brackets.

Racal Electronics Plc Ordinary Shares of 25p each.

	Ordinary Shares Held	Ordinary Share Options (Note 1)	Ordinary Share Options (Note 2)
D J Henning	NIL (NIL)	NIL (9,250)	44,000 (44,000)
D C Guy	NIL (NIL)	NIL (NIL)	NIL (12,000)
D L Jones	10,000 (NIL)	NIL (NIL)	NIL (60,000)

- 1) Options granted under the terms of the Racal Electronics Plc Share Savings Plan (1980).
- 2) Options granted under the Racal Electronics Plc Share Option Scheme 1984.

C H B Bramwell, M W Glenfield and N Morrow were interested throughout the period in the Ordinary B shares of the company through their shareholdings in Contactors Communications Limited which owns the issued Ordinary B Shares.

**REPORT OF THE AUDITORS**

**to the members of**

**VODAC (ULSTER) LIMITED**

We have audited the financial statements on Pages 6 to 15 in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the affairs of the company at 31 March 1991 and of the loss and source and application of funds for the year then ended and have been properly prepared in accordance with the Companies (Northern Ireland) Order 1986.

*Touche Ross & Co*

Touche Ross & Co  
Chartered Accountants  
19 Bedford Street  
BELFAST  
BT2 7EJ

*9 July 1991*

# VODAC (ULSTER) LIMITED

## PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 1991

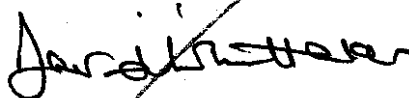
	NOTE	1991 £'000	1990 £'000
Turnover	1	<u>1,268</u>	<u>501</u>
Operating loss	2	(131)	(102)
Interest payable	5	<u>(10)</u>	<u>(2)</u>
Loss on ordinary activities before taxation		(141)	(104)
Tax on loss on ordinary activities	6	<u>(20)</u>	<u>20</u>
Loss on ordinary activities after taxation transferred to reserves	14	<u>(161)</u>	<u>(84)</u>

VODAC (ULSTER) LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

REGISTERED OFFICE

The registered office of the company is at Sinclair House, 89 Royal Avenue, Belfast, Northern Ireland.



By Order of the Board  
David Whittaker  
Secretary

9 July 1991



# VODAC (ULSTER) LIMITED

## BALANCE SHEET

AT 31 MARCH 1991

		1991		1990	
	NOTE	£,000	£'000	£'000	£'000
FIXED ASSETS					
Tangible assets	7		114		112
CURRENT ASSETS					
Stocks	8	40		40	
Debtors	9	209		154	
Cash at bank and in hand		-		1	
		---		---	
		249		195	
CREDITORS: amounts falling due within one year.	10	428		208	
		---		---	
NET CURRENT LIABILITIES			(179)		(13)
			-----		-----
TOTAL ASSETS LESS CURRENT LIABILITIES			(65)		99
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	12		(1)		(4)
			-----		-----
			(66)		95
			=====		=====
CAPITAL AND RESERVES					
Share premium account			494		494
Profit and loss account	14		(560)		(399)
			-----		-----
			(66)		95
			=====		=====

These financial statements were approved by the Board of Directors on 9 July 1991

*C H B Bramwell*  
C H B Bramwell

*M W Glenfield*  
M W Glenfield

Directors

# VODAC (ULSTER) LIMITED

## SOURCE AND APPLICATION OF FUNDS

FOR THE YEAR ENDED 31 MARCH 1991

SOURCE OF FUNDS	1991		1990	
	£'000	£'000	£'000	£'000
Proceeds from issue of shares		-		506
APPLICATION OF FUNDS				
Funds absorbed by Operations				
Loss on ordinary activities before taxation	(141)		(104)	
Adjustments for items not involving the movement of funds:				
Depreciation	43	(98)	20	(84)
	-----	-----	-----	-----
		(98)		422
Purchase of tangible fixed assets	(45)		(53)	
Purchase of business of Contactors Communications Ltd	-		(253)	
Expenses of share issue	-	(45)	(12)	(318)
	-----	-----	-----	-----
		(143)		104
(INCREASE)/DECREASE IN WORKING CAPITAL				
Stocks	-		(18)	
Debtors	(75)		(55)	
Creditors	199	124	(30)	(103)
	-----	-----	-----	-----
		(19)		1
		=====		=====
MOVEMENTS IN NET LIQUID FUNDS				
Cash at bank and in hand		(19)		1
		-----		-----
		(19)		1
		=====		=====

## VODAC (ULSTER) LIMITED

### STATEMENT OF ACCOUNTING POLICIES

#### 1. Basis of accounting.

The financial statements are prepared under the historical cost convention.

#### 2. Turnover

Turnover represents the invoiced value, excluding value added tax, of goods and services supplied by the company.

#### 3. Stocks

Stocks are valued at the lower of cost and net realisable value.

#### 4. Depreciation of tangible fixed assets.

The cost of tangible fixed assets is written off, from the time they are brought into use, by equal instalments over their expected useful lives as follows:-

Short term leaseholds	the term of the lease
Furniture and fittings	6-7 years
Motor vehicles	4 years
Plant and machinery	10 years

#### 5. Deferred Taxation

Provision is made for deferred taxation only where there is a reasonable probability that a liability will crystallise in the foreseeable future.

#### 6. Goodwill

Goodwill arising on the acquisition of other businesses is written-off directly to reserves in the period in which it arises.

#### 7. Pension Costs

Retirement benefits to employees in the company are provided by a defined contribution scheme, whereby the assets of the scheme are held separately from those of the company in an independently administered fund. The company contributions are accounted for by charging costs against profits as payments accrue.

#### 8. Hire Purchase Assets

Fixed assets acquired under hire purchase contracts are capitalised at their fair value and depreciated on the same basis as other fixed assets. Finance charges included are allocated over the term of each agreement so as to produce a constant rate of charge on the remaining balance of the obligation in each accounting period.

VODAC (ULSTER) LIMITED

NOTES OF THE FINANCIAL STATEMENTS

	1991	1990
1. Turnover	£'000	£,000
Sales of cellular radio products	1,268 =====	501 =====
Geographical analysis of turnover by area of destination:		
United Kingdom	1,268 =====	501 =====
2. Operating Loss		
	1991	1990
	£'000    £'000	£'000    £'000
Turnover	1,268	501
Cost of Sales	958	406
	-----	-----
Gross profit	310	95
Selling and distribution costs	66	20
Administration expenses	375	177
	-----	-----
	441	197
	-----	-----
Operating Loss	(131) =====	(102) =====
Operating loss has been arrived at after charging:		
Depreciation of tangible fixed assets		
- owned assets	39	17
- assets held under HP Contracts	4	3
Auditors remuneration	7	4
Operating lease rentals	7	4
Property rents	19	11

# VODAC (ULSTER) LIMITED

## NOTES ON THE FINANCIAL STATEMENTS

### 3. Employees

The average number of persons employed by the company (including directors) during the year:

	1991 Number	1990 Number
Administration	11	9
Selling and distribution	4	4
	--	--
	15	13
	==	==

The cost incurred in respect of these employees (including directors):

	1991 £'000	1990 £,000
Wages and salaries	165	74
Social security costs	18	8
Other pension costs	2	1
	-----	-----
	185	83
	=====	=====

# VODAC (ULSTER) LIMITED

## NOTES ON THE FINANCIAL STATEMENTS

4. Directors	1991 £'000	1990 £'000
Emoluments	67 -----	36 -----

The emoluments, excluding pension contribution, of directors of the company:

Chairman	- -----	- -----
----------	------------	------------

Highest paid Director	23 -----	12 -----
-----------------------	-------------	-------------

Other Directors	Number	Number
£NIL - £5,000	3	3
£10,000 - £15,000	-	2
£15,000 - £20,000	1	-
£20,000 - £25,000	1	-

### 5. Interest payable

	1991 £'000	1990 £'000
Interest payable to group companies	8	-
Finance charges on hire purchase	2	2
	-----	-----
	10	2
	=====	=====

### 6. Tax on loss on ordinary activities

	1991 £'000	1990 £'000
Corporation tax credit on loss for the period at 35% restricted to the amount which can be relieved against profits of the group.	-	(20)

Prior year credit over provision	20 -----	- -----
	20 =====	(20) =====

# VODAC (ULSTER) LIMITED

## NOTES ON THE FINANCIAL STATEMENTS

### 7 Tangible fixed assets

	Short-term leasehold premises	Plant, machinery, furniture, vehicles	Total
	£'000	£'000	£'000
<b>Cost</b>			
Balance at 1 April 1990	17	115	132
Additions	-	58	58
Disposals	-	(27)	(27)
	-----	-----	-----
At 31 March 1991	17	146	163
	-----	-----	-----
<b>Depreciation</b>			
Balance at 1 April 1990	1	19	20
Charge for year	1	42	43
Disposals	-	(14)	(14)
	-----	-----	-----
At 31 March 1991	2	47	49
	-----	-----	-----
<b>Net book value</b>			
At 31 March 1991	15	99	114
	-----	-----	-----
At 31 March 1990	16	96	112
	-----	-----	-----

The net book value of the company's tangible fixed assets includes £13,097 (£17,810 - 1990) of assets held under hire purchase contracts.

### 8. Stocks

	1991 £'000	1990 £'000
Finished goods	40	40
	=====	=====

### 9. Debtors

	1991 £'000	1990 £'000
Due within one year:		
Trade debtors	121	81
Amounts owed by group companies	14	7
Prepayments and accrued income	74	46
Corporation tax recoverable	-	20
	-----	-----
	209	154
	=====	=====





# VODAC (ULSTER) LIMITED

## NOTES ON THE FINANCIAL STATEMENTS

- 10 Creditors - amounts falling due within one year.

	1991 £'000	1990 £'000
Bank Overdraft	18	-
Trade creditors	46	61
Amounts owed to group companies	132	57
Obligations under hire purchase contracts	3	5
Other taxation and social security	65	21
Accruals and deferred income	69	64
Loans from Group Companies	95	-
	-----	-----
	428	208
	=====	=====

- 11 Provision for liabilities and charges

The amounts provided for deferred taxation and the full potential liability, calculated on the liability method are as follows:-

	1991 Amount Provided £'000	1991 Potential Liability £'000	1990 Amount Provided £'000	1990 Potential Liability £'000
Accelerated capital allowances	-	2	-	3
Other timing differences	-	-	-	-
Unused tax losses	-	(2)	-	(3)
	-----	-----	-----	-----
	-	-	-	-
	-----	-----	-----	-----

12. Creditors: Amounts falling due after more than one year.

	1991 £'000	1990 £'000
Obligations under hire purchase contracts due between two and five years	1	4
	=====	=====

# VODAC (ULSTER) LIMITED

## NOTES ON THE FINANCIAL STATEMENTS

13.	Called up Share Capital	1991 £	1990 £
	(i) Authorised, allotted & fully paid		
	Ordinary 'A' shares of £1 each	51	51
	Ordinary 'B' shares of £1 each	49	49
		-----	-----
		100	100
		-----	-----
14.	Profit and loss account	<u>1991</u>	<u>1990</u>
		£'000	£'000
	Retained profits/(losses) 31 March 1990	(399)	-
	Retained loss for the period	(161)	(84)
	Goodwill written off 31 March 1990	-	(315)
		-----	-----
	Retained profits/(losses) 31 March 1991	<u>(560)</u>	<u>(399)</u>
		=====	=====

### 15. Leased Assets

#### Operating leases

Commitments existed at the year end under operating leases in respect of annual rentals which expire:

	1991		1990	
	Land and Buildings £'000	Other Assets £'000	Land and Buildings £'000	Other Assets £'000
Between two and five years	-	7	-	7
After five years	16	-	13	-
	=====	=====	=====	=====

16.	Capital commitments	1991 £'000	1990 £'000
	Future capital expenditure:		
	Authorised but not contracted	-	7
		=====	=====

### 17. Group Companies

51% of the company's ordinary shares are held by Racal Vodac Limited. The ultimate holding company is Racal Electronics Plc, which is incorporated in Great Britain.