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The Baltic Mercantile and Shipping Exchange Limited

DIRECTORS' REPORT and ACCOUNTS 31st March, 1981



14-20 ST. MARY AXE, LONDON, E.C.3

We certify that this is a true copy of every Balance Sheet laid before the Company in General Meeting during the period to which this Return relates (including every document required by law to be annexed to the Balance Sheet) and a true copy of the report of the Auditors on, and of the report of the Directors accompanying, each such Balance Sheet.

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Director

3d, 2054 1981

DIRECTORS

- D. R. DONALDSON (Chairman)
- P. L. HARDING, F.I.C.S. (Vice-Chairman)
- J. BRADY
- D. M. McL. CLARK
- *J. S. COTTRELL, A.I.C.S.
- R. D. COWING
- H. L. C. GREIG, C.V.O.
- E. S. HANKS
- THE LORD INVERFORTH
- P. L. SIBREE
- *F. M. THOMPSON
- P. C. TUDBALL
- P. J. VOGT, A.I.C.S.
- *J. A. W. WHITEHEAD, F.I.C.S.

*Ballot Director

SECRETARY

D. J. WALKER, M.A., F.C.I.S.



The Baltic Mercantile and Shipping Exchange Limited Notice of Meeting

NOTICE IS HEREBY GIVEN that the Eightieth Annual General Meeting of The Baltic Mercantile and Shipping Exchange Limited will be held in the Queen's Room of the Baltic Exchange, 14–20, St. Mary Axe, London, E.C.3, on Thursday, 18th June, 1981 at noon precisely for the following purposes:—

To receive the Directors' Report with Statement of Accounts for the year ended 31st March, 1981.

To declare a Dividend.

To report the election of Directors.

To reappoint Coopers & Lybrand as Auditors, under Section 14(1) of the Companies Act 1976.

To authorise the Directors to fix the Auditors' remuneration.

To transact any other business of an Ordinary General Meeting.

The Register of Transfers will be closed from 27th May, 1981 to 18th June, 1981 inclusive.

By Order of the Board D. J. WALKER, Secretary

14–20, St. Mary Axe, London, E.C.3. 27th May, 1981.

An Individual Member entitled to attend and vote at the Meeting may appoint a Proxy (who need not be a member) to attend in his stead and to vote on his behalf only in the event of a poll.

Any corporation which is a Member may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at the Meeting.

Directors' Report

The Directors of the Company have pleasure in presenting their Eightieth Annual Report and the audited accounts for the year ended 31st March, 1981.

DIRECTORS

The Directors of the Company at the 31st March, 1981 are shown on page 1. All of them have been Directors for the whole year ending on that date, with the exception of Mr. J. S. Cottrell, Mr. R. D. Cowing and Mr. P. C. Tudball who became Directors on the 19th June, 1980 in place of Mr. J. R. Fischel, Mr. R. B. Hunt and Mr. D. E. D. Prentis who retired on that date.

With sadness and regret, the Directors record that Mr. F. R. Alexander who was a Director died on 9th February, 1981.

Mr. D. C. Barron (European Grain & Shipping Ltd.,) has been appointed a Ballot Director in place of Mr. J. A. W. Whitehead who retires at the Annual Meeting.

The Directors retiring at the Annual Meeting in accordance with the Articles of Association are Mr. D. R. Donaldson and Mr. P. L. Sibree. One further vacancy arises as a result of the death of Mr. F. R. Alexander and another because of the resignation on 31st March, 1981 of Mr. E. S. Hanks through ili-health.

The following nominations have been received to fill the four vacancies on the Board:—

Mr. H. M. Barker (Embiricos Shipping Agency Limited, Shipbrokers).

Mr. M. D. Beard (M. D. Beard & Co. Limited, Shipbrokers).

Mr. D. W. Frame (Usborne & Son (London) Limited, Grain Merchants).

Mr. E. M. Freeman, F.I.C.S. (Galbraith Wrightson Limited, Shipbrokers).

Mr. R. B. Hunt, F.I.C.S. (R. B. Hunt & Partners Limited, Shipbrokers).

Mr. C. S. Peerless, F.I.C.S. (Nomikos (London) Limited, Shipbrokers).

Mr. D. Shepherd (Skyfreight Limited, Airbrokers).

INTERESTS OF THE DIRECTORS IN THE SHARES OF THE COMPANY

The interests of the Directors of the Company in the Shares of the Company, according to the Register kept under Section 29 of the Companies Act, 1967, were respectively at the 1st April, 1980 or the later date of appointment as Director and at the 31st March, 1981 as shown below.

At 1st April, 1980 or on	At 31st March, 1981
appointment as a Director Shares 50 320 50 50 50 230 50 50 50 50 50 50 50	Shares 50 320 50 50 50 50 50 50 50 50 50 50 50 50 50
1,890 ests set out above between 31st March,	1,890
	appointment as a Director Shares 50 320 50 50 50 50 230 50 50 50 50 50 50 50 50 50 50 50 50 50

There has upen no change in the interests set out above between \$1st March, 1981 and 19th May, 1981.

Directors' Report (continued)

RESULTS AND PROPOSED DIVIDEND

The results for the year and the treatment thereof are set out in the Profit and Loss Account on page 6.

The Directors recommend the payment of a Dividend of 75p per share, on the 1st July, 1981.

MEMBERSHIP

Membership of the Exchange counting Individual Members, Principals, Representatives and Probationers was 2,467 at the 31st March, 1981, as compared with 2,388 at the 31st March, 1980.

SUBSTANTIAL SHARE HOLDINGS

The Directors have not been advised of any share holding at the 19th May, 1981 of 5% or more in the share capital of the Company.

ACTIVITIES

The Company provides facilities for the conduct of the international Markets of the Exchange covering shipping, of which it is the central freight market of the world, commodity trading and aircraft chartering.

The Company owns and manages freehold property.

The proportions of the income for the past year attributable to the exchange, property and miscell-aneous activities of the Company and the approximate extent to which they contributed to the results for the year before taxation were respectively as follows:—

	Division o	Division of Income		(Loss)
	1981	1980	for year bef 1981	ore Taxation 1980
	£	£	£	£
Exchange	1,070,023	943,703	(537,961)	(355,872)
Property	1,221,261	1,182,882	496,292	301,685
Miscellaneous	50,374	44,668	43,017	31,951
	£2,341,658	£2,171,253	£1,348	(£22,256)

Further details of these figures are set out in the detailed Profit and Loss Account on page 12.

The Company did not export any goods during the year.

FIXED ASSETS

The Directors have taken advice on the question of estimating the market value of the freehold property of the Company. Their estimate, based on this advice, is that the market value of the freehold property of the Company is not less than £16,000,000 before taking into consideration any taxation that would arise on disposal.

Directors' Report (continued)

PAYMENTS FOR CHARITABLE PURPOSES

The Baltic Exchange Charitable Trust established last year to handle the Company's charitable activities received £28,582 by way of covenant from the Company and additional donations were made direct by the Company amounting to £3,542. The Charitable Trust made charitable donations totalling £19,420.

Freight Market commissions totalling £30,540 representing commission received by the Exchange troin chartering undertaken by the Government Freight Market Representative was, as in past years, donated under covenants to the main charities associated with the Exchange.

No payments were made for political purposes.

EMPLOYEES

The average number of persons employed by the Company during the year to 31st March, 1981, was 161 (70 being part-time employees) and their remuneration was £689,371 in aggregate.

MODERNISATION PROGRAMME

Modernisation work has continued and the re-wiring of the Floor has been completed.

New accommodation for the Wine Bar is the next item on the programme and is planned for completion this year.

33% IRREDEEMABLE FIRST MORTGAGE DEBENTURE STOCK

The Company made an offer to stockholders to purchase the outstanding stock, which was accepted by a majority of the stockholders. The amount of stock which remains outstanding is £77,205.

INCOME AND CORPORATION TAXES ACT 1970

The Company is not a close Company as defined in section 282 of the Income and Corporation Texes Act 1970.

AUDITORS

A resolution to reappoint the Auditors, Coopers & Lybrand, will be proposed at the Annual General Meating.

> By Order of the Board, D. J. WALKER, Secretary.

14-20, St. Mary Axe, London, E.C.3. 19th May, 1981.

Profit and Loss Account

for the Year ended 31st March, 1981

		1981	1980
TURNOVER	Note 2	£ 2,341,658	£ 2,171,253
OPERATING PROFIT Less: Exceptional items	3	154,895 153,547	350,249 372,485
PROFIT/(LOSS) BEFORE TAXATION	4	1,348	(22,236)
TAXATION	6	50,000	14,699
,		,	
LOSS AFTER TAXATION		(48,652)	(36,935)
Less:			
DIVIDEND —Proposed dividend of 75p per share (1980 75p)		40,500	40,500
			
TRANSFER FROM GENERAL RESERV	' E 10	(£89,152)	(£77,435)

For Notes see pages 9 to 11

Report of the Auditors to the Members

We have audited the accounts on pages 6 to 11 in accordance with approved Auditing Standards. The accounts have been prepared under the historical cost convention.

In our opinion the accounts give a true and fair view of the state of affairs of the company at 31st March, 1981 and of its results and source and application of funds for the year then ended and comply with the Companies Acts 1948 to 1980.

COOPERS & LYBRAND

Chartered Accountants.

LONDON

19th May, 1981.

Balance Sheet

as at 31st March, 1981

		1981		198	
	iote	£	£	£	£
EMPLOYMENT OF CAPITAL	•		963,639		955,233
FIXED ASSETS	8		9 03,039		000,200
LISTED INVESTMENTS at cost (Market					
value 31st March, 1981 £19,050 (1980 £17,175))			13,362		13,362
MORTGAGE LOANS TO EMPLOYEES	9		107,082		101,854
			1,084,083		1,070,449
CURRENT ASSETS		45,377		43,606	
Stock		222,661		230,872	
Debtors and payments in advançe Corporation tax recoverable		17,627		17,626	
Bank balances and cash		164,724		45,740	
		450,389	•	337,844	
			•		
Less: CURRENT LIABILITIES					
Creditors		273,683		206,575	
Rents and subscriptions received in advance	е	264,248		105,713	
Current taxation		17,837		17,357 40,500	
Proposed dividend		40,500			
		596,268		370,145	
Net current liabilities			(145,879)		(32,301)
(40) Galletti ilanina	*		£938,204		£1,038,148
	•				
CAPITAL EMPLOYED	,				
SHARE CAPITAL	ad				
54,000 ordinary shares of £5 each (authorise issued and fully paid)	su,		270,000		270,000
RESERVES	10		513,463		602,615
CAPITAL AND RESERVES			783,463		872,615
DEFERRED TAXATION	11		77,536		45,643
DEBENTURES 33% Irredeemable First Mortgage Debentur	e '				
Stock (secured under a trust deed dated					لم منظ شد د د
12th July, 1900)			77,205		119,890
			£938,204		£1,038,148
per property					

D. R. DONALDSON Directors
P. L. HARDING

For Notes see pages 9 to 11

Totalen

Source and Application of Funds for the Year ended 31st March, 1981

SOURCE OF FUNDS Operating profit Less: Exceptional items Profit/(Loss) before tax	£		£ 154,895 153,547 1,348	1980 £	£ 350,249 372,485 (22,236)
Adjustments of items not involving the movement of funds Depreciation Profit on disposal of fixed assets Profit from cancellation of debentures TOTAL GENERATED FROM OPERATIONS FUNDS FROM OTHER SOURCES Proceeds of sales of fixed assets			75,536 (2,585) (27,745) 46,554 7,575 54,129		67,774 (4,244) (1,042) 40,252 8,454 48,706
APPLICATION OF FUNDS Cost of debentures cancelled Dividend paid Tax paid Purchase of fixed assets	40 17	,940),500 7,627 3,933	162,000 (107,871)	555 40,500 30,510 188,151	259,716
INCREASE/DECREASE IN WORKING CAPITAL Increase/(Decrease) in stocks (Decrease)/Increase in debtors Increase in mortgage loans Increase in creditors Increase in rents and subscriptions received in advance Movement in net liquid funds: Increase/(Decrease) in bank balances and cash	(6 (1 E	1,771 8,211) 5,228 7,108) 8,535) 8,984	(£107,871)	(9,119) 58,440 9,934 (122,805) (53,713) (93,747)	

Notes on the Accounts

31st March, 1981

1. Accounting Policies

The main accounting policies are as follows:--

- (a) Depreciation is calculated to write off the assets on a straight line basis during their expected normal lives by equal annual instalments at varying rates depending on the type of asset.

 The principal annual rates of depreciation used for this purpose are Buildings 2%, Furniture, Plant and Motor Vehicles 5%-25%.

 No depreciation is provided on Freehold Land or on additions to Buildings in the year of purchase.
- (b) Stock is valued at the lower of cost and net realisable value, cost being direct invoice price, and consists of catering supplies including wine.
- (c) **Deferred taxation** is dealt with by the liability method which provides for all potential liabilities at the rate of Corporation tax ruling at the year end, except in respect of any tax reduction which can reasonably be expected to continue in the foreseeable future.
- (d) Listed investments are stated at the lower of cost and net realisable value, determined on an aggregate basis.

2. Turnover

Turnover comprises the total income of the Company as detailed on page 12.

3. Exceptional Items

	1981 £	1980 £
Non-recurring expenditure incurred during the year under the contract for		L
renewing the main electrical supply system of the Baltic Exchange. Profit on cancellation of debentures	181,292	372,485
Tont on conconduct of deposituates	(27,745)	
	£153,547	£372,485
4. Profit/(Loss) before Taxation	1981	1980
	£	£
Profit/(Loss) before taxation is stated after charging:—		
Depreciation	75,536	67,774
Interest on debenture stock	3,032	4,506
Auditors' remuneration	6,842	4,706
Directors' fees	4,562	4,688
and affer crediting:—		
Rents of offices	904,962	903,923
Income from listed investments	900	900
Deposit interest	12,156	26,382
Interest on mortgage loans	4,193	4,071

Notes on the Accounts (continued)

31st March, 1981

5. Employees Emoluments

Particulars of employees of the Company whose emoluments exceed £20,000, disclosed in accordance with section 8 of the Companies Act 1967 were:—

with section 8 of the Companies Act 1967 Weile.—	1981	1980
£20,000—£25,000	1	
6. Taxation Taxation is calculated as follows:—	1981 £	1980 £
On the results for the year Corporation tax at 40% Transfer to Deferred taxation	3,000 17,000	14,584
(Tarlotter to	20,000	14,584
Adjustments relating to previous years Release of Corporation tax Additional Deferred taxation	30,000	(46,601) 46,716
Additional Botonea taxassa	£50,000	£14,699
		sat auglifying

The charge for taxation of £50,000, is increased as a result of depreciation on assets not qualifying for capital allowances and expenditure on improvements for which no tax relief is available.

7. Pensions and Allowances

The Company has a funded non-contributory group retirement pension scheme with the Standard Life Assurance Company. Pensions and allowances paid in the current year are set out in the schedule below:—

Assurance Company.				1981 £	1980 £
Premiums for pension fund Pensions and allowances not funded Premiums for sickness scheme B.U.P.A. scheme				100,450 19,992 4,655 3,308	87,348 9,264 3,560 2,089
D'O'L 'W' 201/01/10				£128,405	£102,261
8. Fixed Assets	Freehold Land and Buildings f	Plant and Motor Vehicles f	Furniture £	Total £	1980 £
At cost At 1st April, 1980 Additions	1,076,791 17,686	540,355 70,102	101,077 1,145	1,718,223 88,933	1,544,319 188,151
Less: Disposals	1,094,477	610,457 13,337	102,222 1,500	1,807,156 14,837	1,732,470 14,247
At 31st March, 1981	1,094,477	597,120	100,722	1,792,319	1,718,223
Depreciation At 1st April, 1980 Charged to profit and loss account	373,847 18,190	301,739 51,288	87,404 6,058	762,990 75,536	705,253 67,774
Less: Disposals	392,037	353,027 8,346	93,462 1,500	838,526 9,846	773,027 10,037
At 31st March, 1981	392,037	344,681	91,962	828,680	762,990
Net book value At 31st March, 1981	£702,440	£252,439	£8,760	£963,639	£955,233
1980	£702,944	£238,616	£13,673	£955,233	
1300				نسه الزواريين منصور فيهي	

Notes on the Accounts (continued)

31st March, 1981

9. Mortgage Loans

Included in the amount of £107,082 is a loan to an officer of the Company of £4,418 (1980 £4,977), which is the remaining balance of a loan of £4,977.

10. Reserv	ves
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	Compensation Reserve f	Share Premium £	General Reserve £	<i>Total</i> £
At 1st April, 1980 Transfer to profit and loss account	100,000	5,030 —	497,585 89,152	602,615 89,152
At 31st March, 1981	£100,000	£5,030	£408,433	£513,463

11. Deferred Taxation

2000, Mayanos Golpolanos susceptibility	£77,536	£45,643
Accelerated tax allowances on qualifying fixed assets Less: Advance Corporation tax recoverable	110,000 32,464	63,000 17,357
	£	£
The provision being the full potential liability for deferred taxation is	1981	1980
to a second seco	set out below!	

12. Capital Commitment

	1981	1980
	£	£
Amount contracted for, but not provided	20,000	35,000

Detailed Profit and Loss Account

11	NCOME (GROSS)	Note	Exchange	Property	Miscellaneous	1981 Total
1980 Total		11010		0	£	£
£			£	£	1-	440,679
	Subscriptions		440,679			33,000
	Intrance Fees		33,000			2,140
			2,140			43,545
- •	Sundry Fees		43,545			544,349
	Communication Services		544,349			6,310
	Catering		6,310			
	Administrative Services			904,962		904,962
903,923	Rent of Offices					313,934
	Additional Rent of Offices			313,934		2,365
268,373	(Service Charge)			2,365		
	Sundry Lettings				900	900
900	Income from Listed Investments				12,156	12,156
26,382	Interest on Deposits				4,193	4,193
4,071	Interest on Mortgage Loans				30,540	30,540
8,029	Freight Market Commissions				2,585	2,585
4,244	Profit from sale of Fixed Assets				(see note 3)	
1,042	Profit from cancellation of Deben	tures			`	£2,341,658
2,171,253	TOTAL INCOME		£1,070,023	£1,221,261	£50,374	£2,341,000
	EXPENDITURE					100162
	Information and Communication	Expenses	s 136,163			136,163
94,962		, mula o	-	205,841		205,841
182,811	Property Expenses		128,372			128,372
134,297	Exchange Expenses		345,371			345,371
293,902	Catering Direct Expenses		32,124			32,124
13,581	Donations		24,380			24,380
26,599	Public Relations		205,110			205,110
152,685	Rates and Insurance		12,218	62,931		75,149
86,610	Repairs and Renewals			18,189		75,536
67,774	Depreciation		57,347	10,100		
589,244	Salaries, Wages & National Insurance		558,894	197,994		756,888
000,2	Recoverable under Service Charge (£181,411)					
102,261	4.44	7	94,814	33,591		128,405
102,201	Interest on Debenture Stock			0 107		3,137
4,611			مشميد.	3,137		35,185
58,950			13,191	21,994	λεδη	4,562
58,950 4,688					4,562	4,002
4,000	Covenanted Freight Market				30,540	30,540
8,029				<u> </u>		£2,186,76
£1.821.004	TOTAL EXPENDITURE		£1,607,984	£543,677	. <u> </u>	<u> </u>
	OPERATING PROFIT		(537,961)	677,584		154,89
350,249		;	3	(181,292	27.745	(153.54
(372,48	5) Exceptional items 5) PROFIT/(LOSS) BEFORET			£496,292	£43,017	£1,34

Note: The net cost of catering amounts to £48,284 (\$\$80 £36,146).

Detailed Profit and Loss Account

for the Year ended 31st March, 1981

1980	NCOME (GROSS)	lote	Exchange	Property	Miscellaneous	1981 Total
Total			£	£	£	£
£			440,679	-		440,679
435,824	Subscriptions		33,000			33,000
34,500	Entrance Fees		2,140			2,140
	Sundry Fees					43,545
25,420	Communication Services		43,545			544,349
	Catering		544,349			6,310
3,528	Administrative Services		6,310	904,962		904,962
903,923	Rent of Offices			904,902		
903,020	Additional Rent of Offices			313,934		313,934
268,373	(Service Charge)			2,365		2,365
10,586	Sundry Lettings			2,000	900	900
900	Income from Listed Investments				12,156	12,156
26,382	Interest on Deposits				4,193	4,193
4,071	Interest on Mortgage Loans				30,540	30,540
8,029	Freight Market Commissions				2,585	2,585
4.244	Profit from sale of Fixed Assets				(see note 3)	,
1,042	Profit from cancellation of Debentu	res			(See note o)	
			£1,070,023	£1,221,261	£50,374	£2,341,658
2,171,253	TOTAL INCOME					
	EXPENDITURE	_	406 169			136,163
94,962	Information and Communication E	xpenses	_s 136,163	205,841		205,841
182,811	Property Expenses			200,041		128,372
134,297	Exchange Expenses		128,372			345,371
293,902			345,371			32,124
13,581	Donations		32,124			24,380
26,599			24,380			205,110
152,685			205,110	00.000		75,149
86,610	e em consula		12,218	62,931		75,530
67,774			57,347	18,189		, 0,00
07,77-	Salaries, Wages & National		550.004	197,994		756,88
589,244	Insurance		558,894	187,334		, , , , ,
	Recoverable under Service Charge (£181,411)					
102,261	Pensions and Allowances	7	94,814	33,591		128,40
102,20	Interest on Debenture Stock			3,137		3,18
4,611	and Trustees Fees		40404	21,994		35,18
58,950	·		13,191	4 و ور ۱	4,562	4,56
4,68					4,002	7,00
**,00	Covenanted Freight Market				30,540	30,54
8,02	9 Commission Payments		-1 204 004	0540 677		<u> </u>
£1.821.00	4 TOTAL EXPENDITURE		£1,607,984	£543,677		<u> </u>
	9 OPERATING PROFIT		(537,961)			
350,24			3	(181,292	27,745	(153,5
(372,48	5) Exceptional items	ا د ـ دستانات		£496,292	£43,017	£1,3
(£22,23	- 6) Profit/(Loss) Beforeta	OITAX	N (£537,961	, £430,294	F F49'01\	

Note: The net cost of catering amounts to £48,284 (1980 £36,146).