#### **DIRECTORS' REPORT**

#### **Registered Office**

Unit 1 Oakberry Road Lutterworth Leicestershire



Company No

1780413

The directors present their annual report, together with the audited consolidated financial statements, for the year ended 31 October 1995.

#### 1. Principal Activity

The principal activity of the company continued to be that of contract electronics manufacturers.

#### 2. Review of Business

A summary of the results of the year's trading is given on page 5 of the attached financial statements.

Turnover for the year amounted to £4,795,618. The average monthly turnover increased by 20% and the directors consider the state of the company's affairs to be satisfactory.

#### 3. Dividends

Dividends of £32,031 were paid to the holding company during the year.

#### 4. Donations

During the year, the company made charitable donations of £1,430.

#### 5. Directors

The directors who held office during the year, together with their beneficial interests in the shares of the company, were as follows:-

31 October 1995

#### Ordinary Shares of 1p each

1 November 1994

Mr N W Butcher	-	176,913
Mr J A Butcher	-	110,152
Mrs B Butcher	-	181,913
Mr J H Crutchley (resigned 27 October 1995)	-	-

In that the company is a wholly owned subsidiary of Baxcol Limited, the directors have no shareholdings. Mr J A Butcher is also a director of Baxcol Limited and his shareholdings in that company are shown in the Director's Report thereon.

Mr J Gray and Mr M Scott were appointed to the Board on 30 November 1995.

A statement of directors' responsibilities is set out on page 3.

#### DIRECTORS' REPORT

(Continued)

#### 6. Auditors

The auditors, Messrs Crowfoot and Company, will be proposed for re-appointment in accordance with Section 384 of the Companies Act 1985.

By Order of the Board

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30 November 1995

Secretary

## JJS ELECTRONICS LIMITED AND SUBSIDIARY COMPANY STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state 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 judgments 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.

#### Crowfoot and Company

Chartered Accountants
'Lonsdale', High Street,
Lutterworth, Leicestershire LE17 4AD

#### AUDITORS' REPORT TO THE SHAREHOLDERS OF

#### JJS ELECTRONICS LIMITED

We have audited the financial statements on pages 5 to 19 which have been prepared under the historical cost convention, including the revaluation of certain assets, and the accounting policies set out on page 10.

#### Respective Responsibilities of Directors and Auditors

As described on page 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 financial 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 judgments 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 the company's affairs at 31 October 1995 and of its profit for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985.

Registered Auditor

Confeet clary

30 November 1995

Chartered Accountants

## CONSOLIDATED PROFIT AND LOSS ACCOUNT

## YEAR ENDED 31 OCTOBER 1995

		19	95	19	94
	Note	£	£	£	£
Turnover - continuing activitie	s 2		4,795,618		4,009,866
Cost of sales			3,391,071		2,903,126
Gross Profit			1,404,547		1,106,740
Distribution costs		22,659		31,216	
Administrative expenses		221,565		198,420	
Other operating charges		780,643		749,144	
Other income		( 3,000)	1,021,867	( 36,617)	942,163
Operating Profit - continuing activities	3		382,680		164,577
Interest payable	5		61,851		104,488
Profit on ordinary activities before taxation			320,829		60,089
Taxation	6		196,950		34,838
Profit on ordinary activities after taxation			123,879		25,251
Dividend	7		32,031		-
Retained profit for the financial ye	ear		91,848		25,251

The company has taken advantage of the exemption under Section 230 of the Companies Act 1985 not to publish its own profit and loss account. Of the retained profit for the year of £91,848 (1994 £25,251) £91,848 has been dealt with in the accounts of the holding company.

# JJS ELECTRONICS LIMITED AND SUBSIDIARY COMPANY STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES YEAR ENDED 31 OCTOBER 1995

## The Group and The Company

	1995	1994
	£	£
Retained profit for the financial year	91,848	25,251
Unrealised deficit on revaluation of freehold property	-	(460,000)
Total gains and losses recognised since last annual report	91,848	(434,749)

## JJS ELECTRONICS LIMITED AND SUBSIDIARY COMPANY CONSOLIDATED BALANCE SHEET - 31 OCTOBER 1995

		199	5	19	994
Tangible Fixed Assets	Note	£	£	£	£
	8		174,314		1,038,886
Investments	9		1		21,616
			174,315		1,060,502
Current Assets					, ,
Stocks	10	568,084		398,993	
Trade debtors		1,097,900		803,812	
Prepayments		50,506		23,316	
Amount owed by parent company	y	403,242		-	
Other debtors		6,750		31,950	
Cash in hand		1,007		211	•
		2,127,489		1,258,282	
Creditors amounts falling 1					
Creditors: amounts falling due within one year					
Bank loans and overdrafts	11	405.461			
Obligations under finance leases	11	435,461		443,171	
and hire purchase contracts	10	10 401			
Trade creditors	12	17,471		16,484	
Corporation tax		751,674		367,804	
Other taxes and social security		191,492		32,903	
Accruals and deferred income		156,280		132,547	
restrains and deserted meonie		156,759		126,077	
		1,709,137		1,118,986	
Net Current Assets		<del></del>	418,352		139,296
			592,667		1 100 500
Creditors: amounts falling due			392,007		1,199,798
after more than one year					
Bank loans and overdrafts Obligations under finance leases	11	-		696,226	
and hire purchase contracts	12	16,860		19,613	
			16,860	,	715,839
			575,807		483,959
_					-
Capital and Reserves					
Called up share capital	14		9,762		9,762
Share premium account	15		89,516		89,516
Profit and loss account	16		476,529		124,697
Revaluation reserve	16		-		259,984
Shareholders' Funds	18		575,807		483,959
Approved by the Board on 20 Nove	1 •	005			

Approved by the Board on 30 November 1995

-Directors

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#### JJS ELECTRONICS LIMITED

### **BALANCE SHEET - 31 OCTOBER 1995**

		199	5	19	94
	Note	£	£	£	£
Tangible Fixed Assets	8		174,314		1,038,886
Investments	9		198,991		220,606
			373,305		1,259,492
Current Assets		-	5,5,500		1,239,492
Stocks	10	568,084		398,993	
Trade debtors		1,097,900		803,812	
Prepayments		50,506		23,316	
Amounts owed by group compan	v	403,242		23,310	
Other debtors	,	6,750		31,950	
Cash in hand		1,007		211	
		2,127,489		1,258,282	
Creditors: amounts falling due within one year					
Bank loans and overdrafts Obligations under finance leases	11	435,461		443,171	
and hire purchase contracts	12	17,471		16,484	
Trade creditors	1.4	<b>7</b> 51,674		367,804	
Amounts owed to group undertak	ino	143,262		143,262	
Corporation tax	8	191,492		32,903	
Other taxes and social security		156,280		132,547	
Accruals and deferred income		156,759		126,077	
		1,852,399		1,262,248	
Net Current Liabilities			275,090		( 3,966)
			649.205		1.055.506
Creditors: amounts falling due			648,395		1,255,526
after more than one year					
Bank loan and overdrafts	11	-		696,226	
Obligations under finance leases and hire purchase contracts	12	16,860		19,613	
·			16,860		715,839
			631,535		539,687
<b>a</b>					<del></del>
Capital and Reserves	_				
Called up share capital	14		9,762		9,762
Share premium account	15		89,516		89,516
Profit and loss account	16		532,257		180,425
Revaluation reserve	16		-		259,984
Shareholders' Funds	18		631,535		539,687
4 11 11 75 1 0037					

Approved by the Board on 30 November 1995

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#### CONSOLIDATED CASHFLOW STATEMENT

### YEAR ENDED 31 OCTOBER 1995

		199	95	19	94
	Note	£	£	£	£
Net Cash (Outflow)/Inflow from Operating Activities	21		( 4,710)		318,965
Returns on Investments and Servicing of Finance					
Dividends paid Interest paid on bank loans		( 32,031)		-	
and overdrafts Interest element of finance		( 55,180)		(101,371)	
lease and hire purchase contract repayments		( 6,671)		( 3,117)	
Net Cash Outflow from Returns on Investments and Servicing of					
Finance			( 93,882)		(104,488)
Corporation Tax			( 38,361)		7,316
Investing Activities					
Purchase of fixed asset investments Purchase of tangible fixed assets Sale of fixed asset investments Sale of plant and machinery Sale of freehold property Sale of motor vehicles		( 83,153) 25,254 - 860,000 41,350		( 21,616) ( 37,384) - 621 - 6,859	
		<del></del>	843,451		( 51,520)
Net Cash Inflow before Financing			706,498		170,273
Financing Capital element of finance lease and hire purchase repayments Repayment of amounts borrowed	24	1,766		5,780	
	24	764,150	G(5.01 c	67,925	
Net Outflow from Financing			765,916 ———		73,705
(Decrease)/Increase in Cash and Cash Equivalents	22		( 59,418)		96,568
	]	Page 9			

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### YEAR ENDED 31 OCTOBER 1995

#### 1. Accounting Policies

#### a. Consolidated Financial Statements

The group financial statements consolidate the financial statements of the company and its subsidiary. All inter-group profits are eliminated on consolidation.

Goodwill arising on consolidation, representing the excess of the purchase price over the fair value of the net assets of the subsidiary at the date of acquisition, is written off immediately.

#### b. Basis of Accounting

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain assets and in accordance with applicable accounting standards.

#### c. Turnover

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

#### d. Tangible Fixed Assets

No depreciation has been provided on freehold buildings. On other assets depreciation is provided at the following annual rates in order to write off the cost of each asset over its estimated useful life:-

Computer equipment and photocopiers

Testing equipment

Other equipment

Motor vehicles

20% on straight line

50% on straight line

15% on reducing balance

25% on straight line

#### e. Stocks

Stock and work in progress has been valued by the directors at the lower of cost and net realisable value.

#### f. Deferred Taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

#### g. Accounting for Leases

Assets financed by leasing agreements which give rights approximating to ownership (finance leases) have been capitalised at amounts equal to the original cost of the assets to the lessors and depreciation provided on the basis of company depreciation policy. The capital elements of future obligations under finance leases are included as liabilities in the balance sheet and the current year's interest element is charged to the profit and loss account.

(Continued)

## YEAR ENDED 31 OCTOBER 1995

#### 2. Turnover

The turnover and profit before taxation is attributable to the one principal activity of the company.

All turnover is derived from the United Kingdom.

## 3. Operating Profit

	o por nemig x rotat		
		1995	1994
	is stated after charging:-	£	£
	Depreciation of tangible fixed assets Auditors' remuneration	52,750	57,277
	Hire of equipment	7,200	4,000
	Directors' remuneration (including benefits in kind)	4,875	6,320
	Staff costs (note 4)	143,903	143,125
		1,963,150	1,683,108
	and after crediting:-		
	Rent received	3,000	36,000
			=====
4.	Staff Costs (excluding directors' remuneration)	•	
	(exoluting directors remuneration)	£	£
	Wages and salaries	1,816,859	1 547 701
	Social security costs	1,610,639	1,547,721
			135,387
		1,963,150	1,683,108
	The average number of employees during the		
	year was as follows:-		
	year was as follows:-	Number	Number
	Office and management	21	•
	Production	106	20
	•	<del></del>	93
		127	113
		-	

(Continued)

## YEAR ENDED 31 OCTOBER 1995

4.	Staff Costs (continued)	1995	1994
	Details of directors' remuneration, including benefits in kind, are given below:-	£	£
	Remuneration of chairman	57 970	25 22-
	Remuneration of highest paid director	57,879 57,879	37,897 47,610
	Scale of directors' remuneration:-	<del></del>	====
	£	Number	Number
	10,001 - 15,000	1	1
	25,001 - 30,000	1	1
	30,001 - 35,000 35,001 - 40,000	1	1
	35,001 - 40,000 45,001 - 50,000	-	1
	45,001 - 50,000 55,001 - 60,000	-	1
	33,001 - 60,000	1	-
		4	4
5.	Interest payable	£	£
	Bank loans and overdrafts:-		
	Repayable within five years, not by instalments	55 190	07.440
	Repayable wholly or partly in more than five years	55,180	37,668
	Hire purchase contracts and finance leases	6,671	63,703 3,117
		61,851	104,488
		= <del>=</del>	
6.	Taxation	£	£
	Corporation tax at 30.5% (1994 25%) based on the		
	taxable result for the year	195,104	34,749
	Prior year adjustment	1,846	89
		196,950	34,838
	The terral of C of	<del></del>	<del></del>

The taxable profit for the year included balancing charges arising on the disposal of industrial buildings amounting to £337,776. The company is a close company under the terms of the Income and Corporation Taxes Act 1988.

(Continued)

#### YEAR ENDED 31 OCTOBER 1995

7.	Dividends			19	995	1994
					£	£
	Paid during the year			32,	031	•
8.	Tangible Fixed Assets					
	The Group and the Co	Freehold Land and	Testing and Other	Computer	Motor	
	Cost or Valuation	Buildings £	Equipment £	Equipment £	Vehicles £	Total £
	At 1 November 1994 Additions	860,000 -	264,373 27,696	58,615 7,867	107,412 47,590	1,290,400 83,153
	Disposals	860,000 860,000	292,069	66,482	155,002 80,537	1,373,553 940,537
	At 31 October 1995		292,069	66,482	74,465	433,016
	Accumulated Deprecia	tion	<del></del>			
	At 1 November 1994 Charge for the year	-	163,152 19,689	47,715 5,053	40,647 28,008	251,514 52,750
	Eliminated on disposals	-	182,841	52,768	68,655 45,562	304,264 45,562
	At 31 October 1995	-	182,841	52,768	23,093	258,702
	Net Book Value				*** · * ******************************	
	At 31 October 1995	-	109,228	13,714	51,372	174,314
	At 31 October 1994	860,000	101,221	10,900	66,765	1,038,886

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### (Continued)

#### YEAR ENDED 31 OCTOBER 1995

### 8. Tangible Fixed Assets (continued)

The net book value of £174,314 (1994 £1,038,886) includes an amount of £50,897 (1994 £55,437) with respect to assets held under finance leases and hire purchase contracts. Depreciation on such assets amounted to £17,482 (1994 £14,178).

9.	Investments	1	995		1994
	The Group	Ŧ	Ŧ	£	£
	10,000 ordinary shares of 5p each in Virtuality Group plc (at cost and directors' valuation)		-		21,615
	56,000 ordinary shares of £1 each in Venturon Limited:-	56,000		56,000	
	less provision for diminution in value	(55,999)	1	56,000 (55,999)	1
			1		21,616
	The Company				
	10,000 ordinary shares of 5p each in Virtuality Group plc (at cost and directors' valuation)		-		21,615
	5,000 preference shares of £1 each and 5,000 ordinary shares of 10p each in CBL Electronics Limited (at cost and				,
	directors' valuation)		198,990		198,990
	56,000 ordinary shares of £1 each in Venturon Limited:-				
	at cost less provision for diminution in value	56,000		56,000	
	-200 provision for diffinition in value	(55,999)	1	(55,999)	1
•			198,991		220,606
			-		·

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### YEAR ENDED 31 OCTOBER 1995

#### 9. Investment (continued)

CBL Electronics Limited is a wholly owned subsidiary of JJS Electronics Limited and was incorporated in England.

10.	Stocks	1995 £	1994 £
	Raw materials	89,120	172,728
	Work in progress	478,964	226,265
		568,084	398,993
			<del></del>
11.	Bank Loans and Overdrafts	£	£
	Falling due within one year:-		
	Bank overdraft	435,461	375,247
	Bank loan	-	67,924
		435,461	443,171
	Falling due after more than one year but repayable within five years:-		
	Bank loan	-	271,698
	Falling due after five years:-		
	Bank loan	-	424,528
		-	696,226
		<del></del>	
	Aggregate amount of bank loan outstanding	-	764,150

Bank loans and overdrafts totalling £396,815 are secured on the company's book debts.

(Continued)

## YEAR ENDED 31 OCTOBER 1995

12.	Obligations under Finance Leases and Hire Purchase Contracts	1995	1994
	Amounts falling due:-	£	£
	Within one year Within two to five years	17,471 16,860	16,484 19,613
		34,331	36,097
	Finance charges allocated to future periods	7,284	5,414
	Obligations under finance leases and hire purchase contracts are sassets.	ecured on related	l tangible fixed
13.	Deferred Taxation	£	£
	Potential liability in respect of capital allowances in excess		
	Provided of depreciation		
	Unprovided	11,319	- 9,089
		11,319	9,089
14.	Called Up Share Capital	<del></del>	<del></del>
•		£	£
	Authorised		
	1,000,000 ordinary shares of 1p each	10,000	10,000
	Allotted, issued and fully paid	<del></del>	====
	976,175 ordinary shares of 1p each	9,762	9,762
		<del></del>	<del></del>

(Continued)

## YEAR ENDED 31 OCTOBER 1995

Share Premium Account	1995 £	1994 £
As at 1 November 1994 and 31 October 1995	89,516	89,516

#### 16. Reserves

	Profi A		
	The Group £	The Company £	Revaluation Reserve £
As at 1 November 1994 Retained profit for the year Realisation of surplus on	124,697 91,848	180,425 91,848	259,984
revaluation reserve	259,984	259,984	(259,984)
As at 31 October 1995	476,529	532,257	
	<del></del>	<del></del>	<del></del>

## 17. Transaction with Director

During the year, the company advanced cash to Mr J A Butcher up to a maximum amount of £20,000. A balance of £5,000 was outstanding at the year end.

18.	Movements in Shareholders' Funds	1995		1994	
		The Group £	The Company £	The Group £	The Company £
	Profit for the year Revaluation of freehold property	91,848 -	91,848 -	25,251 (460,000)	25,251 (460,000)
	Opening shareholders' funds	91,848 483,959	91,848 539,687	(434,749) 918,708	(434,749) 974,436
٠	Closing shareholders' funds	575,807	631,535	483,959	539,687
	·	Page 17			

(Continued)

### YEAR ENDED 31 OCTOBER 1994

## 19. Operating Lease Commitments

The company had commitments under operating leases expiring after more than five years of £661,021 at 31 October 1995.

### 20. Contingent Liabilities

During the year, the company gave a guarantee to the holders of loan notes issued by Baxcol Limited. The amount outstanding under such loan notes at 31 October 1995 was £57,000.

21.	or operating Front in Not Coch		
	(Outflow)/Inflow from Operating Activities	1995	1994
	•	£	£
	Operating profit	292 (00	4 < 4 =
	Depreciation charges	382,680	164,577
	Profit on sale of tangible fixed assets	52,750	57,277
	Provision for diminution of value of fixed asset investments	( 6,376)	( 1,720)
	Profit on sale of investments	-	55,999
	(Increase)/decrease in stocks	( 3,638)	•
	(Increase)/decrease in debtors and prepayments	(169,091)	16,935
	Increase in creditors	(699,320)	990
		438,285	24,907
	N. G. D. G.	<del></del>	<del></del>
	Net Cash (Outflow)/Inflow from Operating Activities	( 4,710)	318,965
22.	Analysis of Changes in Cash and Cash Equivalents during the Year	£	
		£	£
	Balance at 1 November 1994	(275.026)	(451 60 0
	Net cash (outflow)/inflow	(375,036)	(471,604)
		( 59,418)	96,568
,	The last of the second of the		<del></del>
	Balance at 31 October 1995	(434,454)	(375,036)
		<del></del>	<del></del>

(Continued)

## YEAR ENDED 31 OCTOBER 1995

## 23. Analysis of the Balances of Cash and Cash Equivalents as shown in the Balance Sheet

Cash at bank and	1995 £	1995 1994 £	Change in Year £	1994 £	1994 1993 £	Change in Year £
in hand	1,007	211	796	211	2,196	( 1,985)
Bank overdraft	(435,461)	(375,247)	(60,214)	(375,247)	(473,800)	98,553
	(434,454) ———	(375,036)	(59,418)	(375,036)	(471,604)	96,568

## 24. Analysis of Changes in Financing during the Year

	Bank Loan £	1995 Finance Leases and Hire Purchase £	19 Bank Loan £	94 Finance Leases and Hire Purchase £
Balance at 1 November 1994	764,150	36,097	832,075	41,877
Cash outflow from financing	(764,150)	( 1,766)	( 67,925)	( 5,780)
Balance at 31 October 1995	-	34,331	764,150	36,097

## 25. Holding Company

The company's ultimate holding company is Baxcol Limited, a company registered in Great Britain.