

**BRITAX TECHNICAL SERVICES  
LIMITED**

**Report and Financial Statements**

**31 December 2000**



**Deloitte & Touche  
Hill House  
1 Little New Street  
London EC4A 3TR**

# **BRITAX TECHNICAL SERVICES LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2000**

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# **BRITAX TECHNICAL SERVICES LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2000**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **DIRECTORS**

B D Brogan  
S L Duffield  
M A Ellsmore  
E T Jones

#### **SECRETARY**

Britax International Services Limited

#### **REGISTERED OFFICE**

Seton House  
Warwick Technology Park  
Gallows Hill  
Warwick  
CV34 6DE

#### **SOLICITORS**

Eversheds  
115 Colmore Row  
Birmingham  
B3 3AL

#### **AUDITORS**

Deloitte & Touche  
Chartered Accountants  
Hill House  
1 Little New Street  
London EC4A 3TR

# **BRITAX TECHNICAL SERVICES LIMITED**

## **DIRECTORS' REPORT**

The directors present their report and the audited financial statements for the year ended 31 December 2000.

### **PRINCIPAL ACTIVITIES**

The company continues to operate as an intermediate parent undertaking.

### **REVIEW OF BUSINESS**

The profit and loss account for the year is set out on page 5.

The directors consider the state of affairs of the company to be satisfactory.

### **FUTURE DEVELOPMENTS**

The directors expect the company to act as a holding company for the foreseeable future.

### **DIVIDENDS**

The directors do not recommend the payment of a dividend. The loss for the financial year of £5,357,047 will be transferred to reserves (1999 - £17,054 profit).

### **DIRECTORS AND THEIR INTERESTS**

The directors of the company during the year ended 31 December 2000, all of whom (unless otherwise stated) have been directors for the whole of the year ended on that date, are listed below:

B D Brogan (appointed 8 November 2000)  
R E C Marton (resigned 8 November 2000)  
E T Jones  
M A Ellsmore  
S L Duffield

B D Brogan, R E C Marton, M A Ellsmore, E T Jones and S L Duffield were also directors of the ultimate parent company, Britax International plc, during the year.

None of the directors had any beneficial interest in any contract to which the company was a party during the year.

The directors of the ultimate parent undertaking disclose their interests in the share capital of Britax International plc in the financial statements of that company. The directors have no interests in any other group company.

### **AUDITORS**

Deloitte and Touche were appointed as auditors by the directors on 11 November 2000 to fill the casual vacancy arising from the resignation of PricewaterhouseCoopers. The company has elected to dispense with the annual reappointment of auditors and in the absence of a specific resolution Deloitte & Touche will continue in office.

Approved by the Board of Directors  
and signed on behalf of the Board



M A Ellsmore  
Director

3 August 2001

**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 affairs of the company as at the end of the financial year 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 judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare the financial statements on a 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.

## **AUDITORS' REPORT TO THE MEMBERS OF BRITAX TECHNICAL SERVICES LIMITED**

We have audited the financial statements on pages 5 to 11 which have been prepared under the accounting policies set out on page 7.

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

As described on page 3 the company's directors are responsible for the preparation of financial statements which are required to be prepared in accordance with applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

### **Basis of opinion**

We conducted our audit in accordance with United Kingdom 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 the company's affairs as at 31 December 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Deloitte & Touche,*

Chartered Accountants and  
Registered Auditors

3 August 2001

# BRITAX TECHNICAL SERVICES LIMITED

## PROFIT AND LOSS ACCOUNT Year ended 31 December 2000

	Note	2000 £	1999 £
Administrative expenses		(605)	(492,736)
Other operating income		634	517,500
<b>OPERATING PROFIT</b>	3	29	24,764
Provision against fixed asset investments		(5,362,436)	-
Interest receivable		372	-
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(5,362,035)	24,764
Tax credit/(charge) on profit on ordinary activities		4,988	(7,710)
<b>Profit on ordinary activities after tax and retained profit for the financial year</b>	10	(5,357,047)	17,054

The operating profit relates wholly to continuing operations.

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

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above, and their historical cost equivalents.


# BRITAX TECHNICAL SERVICES LIMITED

## BALANCE SHEET 31 December 2000

	Note	2000 £	1999 £
<b>FIXED ASSETS</b>			
Tangible fixed assets	5	-	3,711
Fixed asset investments	6	2,831,052	9,213,792
		<u>2,831,052</u>	<u>9,217,503</u>
<b>CURRENT ASSETS</b>			
Debtors	7	2,663,562	66,956
		<u>2,663,562</u>	<u>66,956</u>
<b>CREDITORS: amounts falling due within one year</b>	8	(6,477,895)	(4,920,877)
<b>NET CURRENT LIABILITIES</b>		<u>(3,814,333)</u>	<u>(4,853,921)</u>
<b>NET ASSETS</b>		<u>(983,281)</u>	<u>4,363,582</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	9	122,261	112,077
Profit and loss account	10	(1,105,542)	4,251,505
<b>EQUITY SHAREHOLDERS' FUNDS</b>	11	<u>(983,281)</u>	<u>4,363,582</u>

These financial statements were approved by the Board of Directors on *3 AUGUST* 2001.

Signed on behalf of the Board of Directors



M A Ellsmore  
Director



# BRITAX TECHNICAL SERVICES LIMITED

## NOTES TO THE ACCOUNTS

Year ended 31 December 2000

### 1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

#### Basis of accounting

The financial statements are prepared in accordance with the historical cost convention.

#### Depreciation

Depreciation is calculated on cost on a straight line basis to write off the relevant assets over their expected useful lives. The principal annual rates used are as follows:

Fixtures and fittings	10%
Computer equipment	20-33.33%

#### Fixed asset investments

Investments in subsidiary undertakings are included at cost less any provisions for permanent impairment in value, which is supported by the underlying net asset value of the subsidiaries concerned.

#### Operating leases

Costs in respect of operating leases are charged to the profit and loss account on a straight line basis over the term of the lease.

### 2. DIRECTORS' EMOLUMENTS

No director received any emoluments from the company during the year (1999: £nil).

### 3. OPERATING PROFIT

	2000	1999
	£	£
<b>Operating profit is after charging:</b>		
Depreciation of owned assets	603	3,466
Payroll costs recharged by ultimate parent undertaking	-	356,979
Operating lease rentals – motor vehicles	-	19,250
	<u>          </u>	<u>          </u>

Auditors' remuneration is borne by the ultimate parent company, Britax International plc.

The company had no employees during the year or the preceding year.

Other operating income relates to a management charge to the ultimate parent company, Britax International plc.

# BRITAX TECHNICAL SERVICES LIMITED

## NOTES TO THE ACCOUNTS

Year ended 31 December 2000

### 4. TAX CHARGE/(CREDIT) ON PROFIT ON ORDINARY ACTIVITIES

	2000 £	1999 £
United Kingdom corporation tax at 30% (1999 – 30.25%)	-	7,710
Over provision in respect of prior years	(4,988)	-
	<u>(4,988)</u>	<u>7,710</u>

### 5. TANGIBLE FIXED ASSETS

	Plant and machinery £	Fixtures, fittings £	Total £
<b>Cost</b>			
At 1 January 2000	18,416	4,186	22,602
Disposals	(5,083)	-	(5,083)
Inter-company transfers	(13,333)	(4,186)	(17,519)
	<u>-</u>	<u>-</u>	<u>-</u>
At 31 December 2000	-	-	-
<b>Depreciation</b>			
At 1 January 2000	17,295	1,596	18,891
Charge for the year	507	96	603
Disposals	(5,083)	-	(5,083)
Inter-company transfers	(12,719)	(1,692)	(14,411)
	<u>-</u>	<u>-</u>	<u>-</u>
At 31 December 2000	-	-	-
<b>Net book value</b>			
At 31 December 2000	-	-	-
	<u>1,121</u>	<u>2,590</u>	<u>3,711</u>
At 31 December 1999			

# BRITAX TECHNICAL SERVICES LIMITED

## NOTES TO THE ACCOUNTS Year ended 31 December 2000

### 6. FIXED ASSET INVESTMENTS

	Interests in group undertakings £
<b>Cost</b>	
At 1 January 2000	9,317,497
Additions	9,764,522
Inter-company transfers	(10,784,826)
	<hr/>
At 31 December 2000	8,297,193
	<hr/>
<b>Provision for diminution in value</b>	
At 1 January 2000	103,705
Additions	5,362,436
	<hr/>
At 31 December 2000	5,466,141
	<hr/>
<b>Net book value</b>	
At 31 December 1999	9,213,792
	<hr/>
At 31 December 2000	2,831,052
	<hr/>

During the year the company issued 10,184 £1 ordinary shares in consideration for 100% of the share capital of Premier Hazard Limited (see note 9).

#### Interests in group undertakings

The company owns the whole of the share capital in the following holding companies registered in England and Wales:

#### Company

Britax (Technology) Limited  
Britax Aircraft Interior Holdings Limited  
Britax Automotive Components Limited  
Britax Childcare Safety Systems Limited  
Britax Holdings Limited  
Britax Specialised Vehicle Systems Limited

All subsidiaries are 100% owned by the company. All shareholdings are of ordinary equity share capital. The voting rights in respect of each subsidiary are in the same proportion as the shares held. All companies operate principally in their country of incorporation.

As the company is a wholly owned subsidiary of Britax International plc, consolidated accounts are not required, consequently these accounts give information for the company, not the group.

# BRITAX TECHNICAL SERVICES LIMITED

## NOTES TO THE ACCOUNTS

Year ended 31 December 2000

### 7. DEBTORS

	2000 £	1999 £
<b>Amounts falling due within one year</b>		
Bank interest receivable	14	-
Amounts due from group undertakings	2,663,548	66,956
	<u>2,663,562</u>	<u>66,956</u>

### 8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2000 £	1999 £
Amounts owed to group undertakings	6,483,252	4,913,167
Corporation tax payable	-	7,710
	<u>6,483,252</u>	<u>4,920,877</u>

### 9. CALLED UP SHARE CAPITAL

	2000 £	1999 £
<b>Authorised</b>		
200,000 ordinary shares of £1 each (1999: 122,500 shares)	200,000	122,500
	<u>£</u>	<u>£</u>
<b>Allotted, called up and fully paid</b>		
122,261 ordinary shares of £1 each (1999: 112,077)	122,261	112,077
	<u>£</u>	<u>£</u>

During the year the company issued 10,184 £1 ordinary shares in consideration for 100% of the issued share capital of Premier Hazard Limited. The company has taken advantage of the merger relief provisions of section 131 of the Companies Act (1985) and accordingly no share premium has been recorded in relation to the shares issued.

### 10. PROFIT AND LOSS ACCOUNT

	£
At 1 January 2000	4,251,505
Retained profit for the year	<u>(5,357,047)</u>
At 31 December 2000	<u>(1,105,542)</u>

# BRITAX TECHNICAL SERVICES LIMITED

## NOTES TO THE ACCOUNTS

Year ended 31 December 2000

### 11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2000 £	1999 £
(Loss)/profit for the financial year	(5,357,047)	17,054
New share capital subscribed	10,184	-
		-
Opening shareholders' funds	4,363,582	4,346,528
Closing shareholders' funds	(983,281)	4,363,582

### 12. CONTINGENT LIABILITIES

The company, together with other principal subsidiaries of Britax International plc, is a guarantor to a £165 million multicurrency revolving credit facility with a syndicate of banks whose agent is Barclays Bank PLC.

The company is a party to multi-lateral cross guarantee structures in respect of the indebtedness of the ultimate parent and its UK subsidiaries to Barclays Bank PLC, HSBC Bank plc and The Royal Bank of Scotland plc.

### 13. RELATED PARTY TRANSACTIONS

As permitted by paragraph 3(c) of FRS8 (Related Party Disclosures), the company has taken advantage of the exemption for 90% subsidiaries not to disclose related party transactions with group entities. There were no other related party transactions disclosable under FRS8.

### 14. ULTIMATE AND IMMEDIATE PARENT UNDERTAKINGS

The company's ultimate and immediate parent company, and controlling party, is Britax International plc.

Copies of the accounts of Britax International plc are available from The Secretary, Seton House, Warwick Technology Park, Gallows Hill, Warwick, CV34 6DE.