

# Aston Rothbury Group Plc

## FINANCIAL STATEMENTS

for the year ended

31 March 2003

Company Registration No. 2807862



# Aston Rothbury Group Plc

## DIRECTORS AND OFFICERS

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### DIRECTORS

B C Nalborough  
I J Clark

### SECRETARY

I J Clark

### COMPANY NUMBER

2807862 (England and Wales)

### REGISTERED OFFICE

Second Floor, Romy House  
159-167 Kings Road  
Brentwood, Essex  
CM14 4EG

### AUDITORS

Baker Tilly  
5th Floor, Exchange House  
446 Midsummer Boulevard  
Central Milton Keynes  
MK9 2EA

# Aston Rothbury Group Plc

## DIRECTORS' REPORT

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The directors submit their report and financial statements of Aston Rothbury Group Plc for the year ended 31 March 2003.

### PRINCIPAL ACTIVITIES

The principal activity of the company during the year was the provision of management services.

### REVIEW OF THE BUSINESS

The results for the period and the financial position at the period end were considered satisfactory by the directors.

### RESULTS AND DIVIDENDS

The trading profit for the year after taxation was £26,841 .

The directors do not recommend payment of a preference or an ordinary dividend.

### CREDITOR PAYMENT POLICY AND PRACTISE

The company's current policy concerning the payment of it's trade creditors is to settle according to the terms of the credit period given.

The average creditor payment period in relation to amounts invoiced by suppliers was 28 days (2002: 89 days).

### DIRECTORS

The following directors have held office since 1 April 2002:

B C Nalborough

I J Clark

N Sellars

(Resigned 31 October 2003)

### DIRECTORS' INTERESTS IN SHARES

Directors' interests in the shares of the company, including family interests, were as follows:

	<i>Ordinary shares (50p called up) of £ 1 each</i>	
	31.3.03	1.4.02
B C Nalborough	-	-
I J Clark	-	-
N Sellars	-	-
	<i>Ordinary shares (£1 called up) of £ 1 each</i>	
	31.3.03	1.4.02
B C Nalborough	-	-
I J Clark	1	1
N Sellars	-	-
	<i>Redeemable nil% preference shares of £ 1 each</i>	
	31.3.03	1.4.02
B C Nalborough	-	-
I J Clark	-	-
N Sellars	-	-

# Aston Rothbury Group Plc

## DIRECTORS' REPORT (CONTINUED)

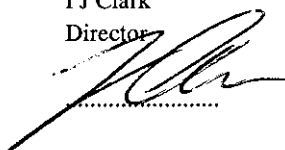
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### AUDITORS

A resolution to reappoint Baker Tilly, Chartered Accountants will be put to the members at the annual general meeting.

On behalf of the board

I J Clark  
Director

A handwritten signature in black ink, appearing to be 'I J Clark', written over a dotted line.

# Aston Rothbury Group Plc

## DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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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 and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- d. 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASTON ROTHBURY GROUP PLC

We have audited the financial statements on pages 6 to 16 .

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's 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 and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

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

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the other information in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies within the financial statements. Our responsibilities do not extend to any other information.

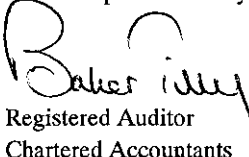
### **Basis of opinion**

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 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 March 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

  
Registered Auditor  
Chartered Accountants  
5th Floor, Exchange House  
446 Midsummer Boulevard  
Central Milton Keynes  
MK9 2EA

30 January 2004

**Aston Rothbury Group Plc**  
**PROFIT AND LOSS ACCOUNT**  
for the year ended 31 March 2003

	<i>Notes</i>	2003 £	2002 £
TURNOVER	1	130,672	117,666
Other operating expenses	2	127,498	214,223
OPERATING PROFIT/(LOSS)		3,174	(96,557)
Investment income	3	24,000	24,000
		27,174	(72,557)
Interest payable	4	71	35
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	5	27,103	(72,592)
Taxation	7	262	758
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION	12	26,841	(73,350)

The operating profit/(loss) for the year arises from the company's continuing operations.

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account.

# Aston Rothbury Group Plc

## BALANCE SHEET

31 March 2003

	Notes	2003 £	2002 £
<b>FIXED ASSETS</b>			
Investments	8	2,186,685	2,186,685
<b>CURRENT ASSETS</b>			
Debtors	9	275,567	427,068
Cash at bank and in hand		-	18
		<u>275,567</u>	<u>427,086</u>
<b>CREDITORS: Amounts falling due within one year</b>	10	<u>1,432,100</u>	<u>1,610,460</u>
<b>NET CURRENT LIABILITIES</b>		<u>(1,156,533)</u>	<u>(1,183,374)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>1,030,152</u>	<u>1,003,311</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	11	1,025,001	1,025,001
Profit and loss account	12	5,151	(21,690)
<b>SHAREHOLDERS' FUNDS</b>	13	<u>1,030,152</u>	<u>1,003,311</u>
Equity interests		30,152	3,311
Non-equity interests		1,000,000	1,000,000
		<u>1,030,152</u>	<u>1,003,311</u>

Approved by the board on

  
29 January 2004  
Director

I J Clark



# Aston Rothbury Group Plc

## CASH FLOW STATEMENT

for the year ended 31 March 2003

	<i>Notes</i>	2003 £	2002 £
NET CASH OUTFLOW FROM OPERATING ACTIVITIES	14	(4,673)	(385)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			
Interest paid		(71)	(35)
Net cash outflow for returns on investments and servicing of finance		(71)	(35)
TAXATION		(758)	-
DECREASE IN CASH IN THE YEAR		(5,502)	(420)

# Aston Rothbury Group Plc

## ACCOUNTING POLICIES

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### BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards.

### TANGIBLE FIXED ASSETS

Fixed assets are stated at historical cost less depreciation.

Depreciation is provided on all tangible fixed assets at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows:

Fixtures, fittings & equipment	4 - 8 years
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### INVESTMENTS

Fixed asset investments are stated at cost less provision for diminution in value.

### DEFERRED TAXATION

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is measured on a non discounted basis.

### LEASED ASSETS

The annual rentals on 'operating leases' are charged to the profit and loss account on a straight line basis over the lease term.

### GROUP ACCOUNTS

The company and its subsidiary undertaking comprise a small-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

### TURNOVER

Turnover represents the invoiced value, net of Value Added Tax, of goods sold and services provided to customers.

# Aston Rothbury Group Plc

## NOTES TO THE FINANCIAL STATEMENTS

### for the year ended 31 March 2003

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#### 1. TURNOVER AND PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

The company's turnover and profit/(loss) before taxation were all derived from its principal activity wholly undertaken in the United Kingdom.

#### 2. OTHER OPERATING EXPENSES

	2003 £	2002 £
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Administrative expenses	127,498	214,223
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#### 3. INVESTMENT INCOME

	2003 £	2002 £
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Income from subsidiary undertakings	24,000	24,000
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#### 4. INTEREST PAYABLE

	2003 £	2002 £
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On bank loans and overdrafts	71	35
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#### 5. PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

	2003 £	2002 £
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Profit/(Loss) on ordinary activities before taxation is stated after charging/(crediting):

Operating lease rentals:

Land and buildings	73,400	71,605
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Auditors' remuneration	21,178	6,541
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#### 6. EMPLOYEES

There were no employees during the year apart from the directors

	£	£
Staff costs for the above persons:		
Wages and salaries	2,400	2,400

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**Aston Rothbury Group Plc**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**for the year ended 31 March 2003**

7. TAXATION	2003	2002
	£	£
Domestic current year tax		
U.K. corporation tax	262	758
	<u>262</u>	<u>758</u>
Current tax charge	<u>262</u>	<u>758</u>
 Factors affecting the tax charge for the year		
Profit/(loss) on ordinary activities before taxation	27,103	(72,592)
	<u>27,103</u>	<u>(72,592)</u>
 Profit/(loss) on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 19.00 % (2002 : 20.00 %)	5,150	(14,518)
	<u>5,150</u>	<u>(14,518)</u>
Effects of:		
Dividends and distributions received	(4,560)	(4,800)
Other tax adjustments	(328)	20,076
	<u>(4,888)</u>	<u>15,276</u>
 Current tax charge	<u>262</u>	<u>758</u>

# Aston Rothbury Group Plc

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### for the year ended 31 March 2003

#### 8. FIXED ASSET INVESTMENTS

	<i>Listed Shares in group investments</i>	<i>undertakings</i>	<i>Total</i>
	£	£	£
Cost			
1 April 2002 and 31 March 2003	1,683	2,185,002	2,186,685

In the opinion of the directors the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

	<i>Market value</i>	<i>Market value</i>
	£	£
31 March 2003	405	405
31 March 2002	995	995

#### Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

<i>Company</i>	<i>Country of registration or incorporation</i>	<i>Shares held</i>	
		<i>Class</i>	<i>%</i>
Subsidiary undertakings			
Aston Rothbury Factors Limited	England	Ordinary	100
Aston Rothbury & Co. Limited	England	*	100
Aston Rothbury Finance Limited	England	Ordinary	100

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	<i>Capital and reserves</i>	<i>Profit/(loss) for the year</i>
	£	£
Aston Rothbury Factors Limited	1,468,896	(178,024)
Aston Rothbury & Co. Limited	671,469	256,095
Aston Rothbury Finance Limited	(116,831)	-

\* Aston Rothbury Group Plc holds 100% of the Ordinary shares, 5% Non-cumulative redeemable preference shares and Redeemable preference shares of Aston Rothbury & Co Limited.

Consolidated financial statements have not been prepared as the company is exempt from the requirement to do so by the virtue of s248 Companies Act 1985.

These accounts therefore present information about the parent company and not the group.

**Aston Rothbury Group Plc**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**for the year ended 31 March 2003**

<b>9. DEBTORS</b>	<b>2003</b>	<b>2002</b>
	<b>£</b>	<b>£</b>
Due within one year:		
Amounts owed by subsidiary undertakings	255,631	408,763
Prepayments and accrued income	19,936	18,305
	<u>275,567</u>	<u>427,068</u>
	<u><u>275,567</u></u>	<u><u>427,068</u></u>
 <b>10. CREDITORS: Amounts falling due within one year</b>	 <b>2003</b>	 <b>2002</b>
	<b>£</b>	<b>£</b>
Bank loans and overdrafts	5,484	-
Trade creditors	2,343	3,411
Amounts owed to group undertakings	1,399,418	1,581,972
Corporation tax	262	758
Other taxes and social security costs	25	6
Accruals and deferred income	24,568	24,313
	<u>1,432,100</u>	<u>1,610,460</u>
	<u><u>1,432,100</u></u>	<u><u>1,610,460</u></u>
 <b>11. SHARE CAPITAL</b>	 <b>2003</b>	 <b>2002</b>
	<b>£</b>	<b>£</b>
Authorised:		
1,000,000 Ordinary shares (£1 called up) of £ 1 each	1,000,000	1,000,000
1,000,000 Redeemable nil% preference shares of £ 1 each	1,000,000	1,000,000
	<u>2,000,000</u>	<u>2,000,000</u>
	<u><u>2,000,000</u></u>	<u><u>2,000,000</u></u>
 Allotted, issued and fully paid:		
24,999 Ordinary shares (50p called up) of £ 1 each	24,999	24,999
2 Ordinary shares (£1 called up) of £ 1 each	2	2
1,000,000 Redeemable nil% preference shares of £ 1 each	1,000,000	1,000,000
	<u>1,025,001</u>	<u>1,025,001</u>
	<u><u>1,025,001</u></u>	<u><u>1,025,001</u></u>

The redeemable preference shares are redeemable at the holder's option at any time. They have no dividend or voting rights and do not confer the right to any participation in the company's profits. In the event of winding up, the holders of the preference shares have priority to any other class of share in paying to them the capital on such shares, but no right to any surplus assets of the company.

**Aston Rothbury Group Plc**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**for the year ended 31 March 2003**

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**12. STATEMENT OF MOVEMENT ON RESERVES**

	<i>Profit and loss account</i> £
1 April 2002	(21,690)
Retained profit for the year	26,841
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31 March 2003	5,151
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**13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2003 £	2002 £
Profit/(Loss) for the financial year	26,841	(73,350)
Opening shareholders' funds	1,003,311	1,076,661
	<hr/>	<hr/>
Closing shareholders' funds	1,030,152	1,003,311
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**Aston Rothbury Group Plc**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
for the year ended 31 March 2003

<b>14. CASH FLOWS</b>		<b>2003</b>	<b>2002</b>
		<b>£</b>	<b>£</b>
a.	Reconciliation of operating profit/(loss) to net cash outflow from operating activities		
	Operating profit/(loss)	3,174	(96,557)
	Decrease in debtors	175,501	148,448
	Decrease in creditors within one year	(183,348)	(52,276)
	Net cash outflow from operating activities	<u>(4,673)</u>	<u>(385)</u>
b.	Analysis of net (debt)/funds	1 April 2002	Cash flow Other non-cash changes 31 March 2003
		£	£ £ £
	Net cash:		
	Cash at bank and in hand	18	(18) - -
	Bank overdrafts	-	(5,484) - (5,484)
		<u>18</u>	<u>(5,502)</u> - <u>(5,484)</u>
	Bank deposits	-	- - -
	Net funds/(debt)	<u>18</u>	<u>(5,502)</u> - <u>(5,484)</u>
c.	Reconciliation of net cash flow to movement in net debt	2003	2002
		<b>£</b>	<b>£</b>
	Decrease in cash in the year	(5,502)	(420)
	Movement in net (debt)/funds in the year	(5,502)	(420)
	Opening net funds	18	438
	Closing net (debt)/funds	<u>(5,484)</u>	<u>18</u>

**15. COMMITMENTS UNDER OPERATING LEASES**

At 31 March 2003 the company had annual commitments under non-cancellable operating leases as follows:

	<b>2003</b>	<b>2002</b>
	<b>£</b>	<b>£</b>
Land and buildings expiring in the second to fifth year	<u>66,160</u>	<u>59,790</u>

**16. CONTROL**

The company considers Red Star Investments Limited, a company registered in Nevis, to be its ultimate holding company.



# Aston Rothbury Group Plc

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### for the year ended 31 March 2003

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#### 17. RELATED PARTY TRANSACTIONS

The company recharged expenses of £21,403 (2002 - £7,439) to Aston Rothbury & Co Limited during the year. At the year end, the company was owed £253,981(2002 - £210,260) by Aston Rothbury & Co Limited.

The company recharged £109,269 (2002 - £110,228) of expenses and was charged £9,000 (2002 - £4,950) for recharged salaries and expenses from Aston Rothbury Factors Limited. At the year end, the company was owed £nil (2002 - £180,000) by Aston Rothbury Factors Limited. At the year end, the company owed £4,004 (2002 - £Nil) to Aston Rothbury Factors Limited. A loan of £96,069 (2002 - £101,069) is due from Aston Rothbury Finance Limited. At 31 March 2003 this balance was fully provided against.