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ANNUAL REPORT AND FINANCIAL STATEMENTS BUSINESS COMPUTER SYSTEMS PLC 31 DECEMBER 1982



NOTICE OF MEETING

Notice is hereby given that the seventeenth annual general meeting of Business Computer Systems PLC will be held at Winchester House, 100 Old Broad Street, London EC2 on Thursday 19 May 1983 at 2.30 p.m. to consider, and if thought fit, to pass the resolutions set out below:

- 1 That the report of the directors and the financial statements for the year ended 31 December 1982 be and are hereby adopted.
- 2 That a final dividend of 1p per ordinary share be paid on 1 July 1983 to shareholders on the register on 27 May 1983.
- 3 That GD Royle who retires by rotation, be re-elected as a director.
- 4 That Price Waterhouse be re-appointed as auditors and that the directors be authorised to fix their remuneration.

By Order of the Board

The Pagoda 53 Theobald Street Borehamwood Hertfordshire WD6 4RT

AG CUNNINGHAM

Secretary

25 April 1983

The following documents will be available for inspection at the Annual General Meeting and at the registered office during the period of this notice:

- 1 A statement of all transactions of each director, and of their family interests, in the ordinary shares of the company.
- 2 Copies of all contracts of service whereunder directors of the company are employed by the company at the date of this notice.

A member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member.

Directors

GODFREY JOHN CHANDLER

Non-executive Chairman

MICHAEL PATRICK MUNNELLY

Managing Director

ERIC THOMAS GILLILAND Sales and Marketing Director

MARTIN GERALD ALCOCK, MBCS

Systems Director:

ANTHONY GERALD CUNNINGHAM, FCA, MBIM

Finance Director

GEORGE DEREK ROYLE, C Eng, MIEE

Non-executive Director

Secretary

ANTHONY GERALD CUNNINGHAM, FCA, MBIM

Registered Office

The Pagoda 53 Theobald Street Borehamwood Hertfordshire WD6 4RT

Registrars and Transfer Office

BARCLAYS BANK PLC Registration Department

Radbroke Hall Knutsford Cheshire **WA16 9EU**

Bankers

BARCLAYS BANK PLC

Stockbrokers

CAZENOVE & CO

Auditors

PRICE WATERHOUSE

Solicitors

CLIFFORD TURNER & CO

CHAIRMAN'S STATEMENT

It is a great pleasure to record and give thanks for all the efforts of those working in the company, which resulted, this year, in a turnover increase of just over 20% and a profits increase of just under 20%.

In my statement last year I referred to the development costs we were incurring in the maintenance division, so that we could offer the best possible service to customers who purchase machines and systems from us. Although these costs continued in 1982, they have tailed off in the second half as this part of our business has grown. The development of our computer maintenance operation in 1982 continued according to plan and to help foster this growth we formed it into a separate wholly owned subsidiary company trading as Business Computer Services Limited. Other support services to our customers including software and supplies also expanded in the year and in total, together with maintenance, now account for 20% of turnover.

During the year we have continued to examine a number of new systems. We launched a new Molecular 18 mini-computer designed to increase speed and capability to run more peripheral units, and still to be compatible with our successful distribution systems and livestock markets packages. This product helped us to double the Molecular sales in the second half of the year. We plan further Molecular 18 product releases in 1983.

Sales of our micro computer systems through our own sales force and our dealers have been satisfactory in 1982. In view of the introduction, however, of our exclusive new multi-tasking personal computer from Xerox, we are currently enlarging our dealer network to cope with planned volume increases in this part of our business.

During December we opened negotiations to employ direct the management and staff of our well run Scottish dealer company. With these discussions satisfactorily completed we were pleased to open a new Edinburgh office with effect from January 1983. This move will enable us to increase our sales volumes and offer a better level of service and support to both new and existing customers on both sides of the border.

In recent months a number of additions have been made to the sales force and the Board is satisfied that we have a strong, effective and enthusiastic sales and support team.

Just before the end of the financial year we were most fortunate in securing the executive services of our new finance director, Mr. A. G. Cunningham, who is now fully employed in the business with which he has for long been associated in a non-executive capacity. In view of his experience in the computer industry, and the need for us to have first class experience available as the company grows, the Board regards his appointment as significant. It will enable the other executive directors to concentrate on sales and systems. The Board also regard it as important that in accordance with assurances made at the time of his engagement, Mr. Cunningham should be provided with the opportunity to increase his shareholding. Also there are a small number of key executives who are not members of the Board for whom a share incentive would be appropriate. The Directors therefore intend to put proposals before shareholders for approval at an Extraordinary General Meeting to be held following the Annual General Meeting and the required circulars, information and Notices are being despatched with the Annual Report and Accounts.

Finally, I think it fair to say that the Board look forward to the current year with excitement and a great degree of confidence arising partly from the way in which we have been able to absorb the development expenses of the past two years and also with the prospects in view for the new machines and developments which we hope to handle.

GJ CHANDLER Chairman

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1982

DIRECTORS

GJ Chandler - Chairman MP Munnelly ET Gilliland MG Alcock AG Cunningham GD Royle

The directors have pleasure in presenting their report and the audited financial statements of the group for the year ended 31 December 1982.

PRINCIPAL ACTIVITY

The principal activity of the group continues to be the ...arketing of computer systems and software. During the year a wholly owned subsidiary, Business Computer Services Limited, commenced to trade, its principal activity being the maintenance of computer systems and other related engineering work.

TRADING RESULTS AND DIVIDEND

The results for the year and the financial position of the group are shown in the annexed financial statements. The directors recommend the payment of a dividend of 1p per ordinary share (1981 - 1p). The executive directors have agreed to waive their right to receive dividends totalling £23,000.

FIXED ASSETS

Movements in fixed assets are shown in note 7 to the financial statements.

DIRECTORS

The directors, as shown above, acted throughout the year. GD Royle retires by rotation at the forthcoming annual general meeting and, being eligible, offers himself for re-election.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1982 (continued)

INTEREST IN SHARES

The interests of the directors, including those of their families, in the shares of the company were as follows:

	31 December 1982		31 December 1981	
GJ Chandler	6,000		6,000	
MP Munnelly	880,000	(15.1%)	880,000	(15.1%)
ET Gilliland	720,000	(12.3%)	720,000	(12.3%)
MG Alcock	600,000	(10.2%)		(10.2%)
AG Cunningham	101,680		105,680	(,.,
GD Royle	10		10	

In the period from 31 December 1982 to 28 March 1983, MP Munnelly transferred 52,503 shares and 43,754 shares (total 96,257 shares) to ET Gilliland and MG Alcock respectively; there were no other changes in directors' interests, including family interests, in the shares of the company during the above period.

None of the directors during 1982 had any beneficial interest in any contract of significance to which the company was a party.

Apart from the directors' shareholdings as shown above, and the company having been informed that International Aeradio Limited and a subsidiary held 799,990 ordinary shares (13.6%) of the company as at 28 March 1983, the directors are not aware of any other shareholdings which will amount to 5 per cent or more of the issued share capital of the company.

EMPLOYEES

The average number of persons, excluding directors, employed by the company was 147 and their aggregate remuneration was £1,618,000.

EMPLOYMENT OF DISABLED PERSONS

It is the group's policy to give full and fair consideration to applications for employment made by disabled persons and wherever possible to provide appropriate employment for any employees who become disabled. It is also the group's intention to give disabled employees the opportunity for training, career development and promotion consistent with their capabilities.

AUDITORS

The auditors, Price Waterhouse, have indicated their willingness to be re-appointed and a resolution concerning their appointment will be proposed at the annual general meeting.

By Order of the Board

AG CUNNINGHAM Secretary

28 March 1983

AUDITORS' REPORT TO THE MEMBERS OF BUSINESS COMPUTER SYSTEMS PLC

We have audited the financial statements on pages 7 to 20 in accordance with approved Auditing Standards.

In our opinion:

the financial statements on pages 7 to 16 which have been prepared under the historical cost convention give, under that convention, a true and fair view of the state of affairs of the company and of the group at 31 December 1982 and of the profit and source and application of funds of the group for the year then ended and comply with the Companies Acts 1948 to 1981

and the supplementary current cost statements on pages 17 to 20 have been properly prepared in accordance with the policies and methods described in the notes, to give the information required by Statement of Standard Accounting Practice No. 16.

PRICE WATERHOUSE

trianavennesse

Nottingham

Chartered Accountants

28 March 1983

ACCOUNTING POLICIES

Basis of Consolidation

The financial statements of the parent company and its subsidiaries are included in the group financial statements and are prepared under the historical cost convention.

Fixed assets and depreciation

Fixed assets are stated at cost less accumulated depreciation.

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

Computer equipment	25%
Other plant and equipment	25%
Motor vehicles	25%
Furniture and fittings	15%

Stocks

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

Development expenditure

Development expenditure is written off as incurred.

Foreign currency transactions

Revenue and costs in foreign currencies are stated at the rate ruling at the transaction date? Assets and liabilities in foreign currencies are expressed in sterling at the rates ruling at the balance sheet date.

Deferred taxation

Provision is made for corporation tax deferred by timing differences only where there is a reasonable probability of such differences reversing and an actual corporation tax liability arising in the foreseeable future.

GROUP PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1982

	Note		1992 £000		1981 £000
TURNOVER	1		7,501	.*	6,239
					
PROFIT BEFORE TAXATION AND	_				,
EXTRAORDINARY ITEM	2		510		427
Taxation	5		150		38
			,		
PROFIT AFTER TAXATION AND BEFORE EXTRAORDINARY ITEM			360		<i>⊮</i> 389
				•	
Extraordinary item - share issue and placing costs			_		76
, •		N			
PROFIT AFTER TAXATION AND		•		,	
EXTRAORDINARY ITEM			360		313
Proposed final dividend -		EO		50	
1p per ordinary share		59		59	
Less: Dividends waived			36	22	37
					``\$
PROFIT FOR THE YEAR RETAINED	11				
Company		312		276	
Subsidiaries			- > 334		276
			⇒ 324 ====		===
EARNINGS PER SHARE	6		6.1p		6.6p

GROUP BALANCE SHEET - 31 DECEMBER 1982

	Note		1982 £000			1981 £000
FIXED ASSETS	7		535			277/
CURRENT ASSETS						
Stocks Debtors Bank and cash	9	1,271 3,285 186	,		1,215 1,621 	
		4,742			<u>3,057</u>	
CURRENT LIABILITIES						
Creditors Deferred revenue Customers' deposits Taxation Proposed dividend		3,211 359 70 168 <u>36</u>	,		2,002 122 46 38 37	
		<u>3,844</u>	· ·		2,245	
NET CURRENT ASSETS	,		898	9	,	812
		()	1,433	•	4	1,089
Represented by:	¢.				٠	,
SHARE CAPITAL	10		587			587
RETAINED EARNINGS	11		826	,		<u>502</u>
			1,413			1,039
DEFERRED TAXATION	5	· •				
			1,433			1,089
				\		

Approved by the Board on 28 March 1983

GJ CHANDLER Directors MP MUNNELLY

COMPANY BALANCE SHEET - 31 DECEMBER 1982

	Note	1982 £000	1981 £000
FIXED ASSETS	7	292	277
INVESTMENT IN SUBSIDIARIES	8	247	-
CURRENT ASSETS			
Stocks Debtors Bank and cash	9	1,220 3,285 	1,215 1,621
		<u>4,691</u>	3,057
CURRENT LIABILITIES			
Creditors Deferred revenue Customers' deposits Taxation Proposed dividend		3,211 359 70 168 	2,002 122 46 38 37
NET CURRENT ASSETS		3,844 <u>847</u>	<u>2,245</u> <u>812</u>
Represented by:	,	1,386	1,089
SHARE CAPITAL	10	587	587
RETAINED EARNINGS	11	814	502
		1,401	1,089
DEFERRED TAX ASSET	5	(15)	
		1,386	1,089

Approved by the Board on 28 March 1983

GJ CHANDLER MP MUNNELLY

- Directors

GROUP STATEMENT OF SOURCE AND APPLICATION OF FUNDS FOR THE YEAR ENDED 31 DECEMBER 1982

		1982 £000		1981 £000
SOURCE OF FUNDS				`,
Group profit before taxation and extraordinary item		510		427
Share issue and placing costs		_	•	(76)
Depreciation		108		88
(Profit)/loss on disposal of fixed assets		(2)		12
FUNDS GENERATED FROM OPERATIONS		616		451
FUNDS FROM OTHER SOURCES				
Proceeds from disposal of fixed assets	,	_34	•	1
		650		452
APPLICATION OF FUNDS				
Purchase of fixed assets	(398)	,	(141)	
Dividend paid	<u>(37)</u>	(435)		(141)
		215		311
WORKING CAPITAL MOVEMENTS				
(Increase) in stocks	(56)		(295)	
(Increase) in debtors ,	(1,664)		(475)	
Increase in creditors	1,209		437	
Increase in deferred revenue	237		90	,
Increase/(decrease) in customers' deposits	24	(250)	(73)	(316)
(DECREASE) IN BANK AND CASH		(35)		(5)

NOTES TO THE 1982 FINANCIAL STATEMENTS

1 TURNOVER

Turnover represents the invoiced value of goods sold and service income accruing in the year.

2	PROFIT BEFORE TAXATION	1982 ±000		1981 £000
	Profit is stated after charging/(crediting):			
	Vehicle leasing charges Depreciation (Profit)/loss on disposal of fixed assets Directors' emoluments - note 3 Auditors' remuneration Interest paid Interest received	168 108 (2) 130 13 6 (6)	, 7	133 88 12 110 12 - (13)
3	DIRECTORS' EMOLUMENTS Emoluments excluding pension contributions:	1982 £000	•	1981 £000
	Chairman Highest paid director Emoluments of other directors were in the	5 <u>39</u>		1 35
	following brackets:	Number		Number
	Up to £5,000 £10,001 - £15,000 £30,001 - £35,000 £35,001 - £40,000	1 1 1 1	g	2 -

4 EMPLOYEES' EMOLUMENTS

The number of employees, other than directors of the company, with emoluments in the year in excess of £30,000 was as follows:

	1982 Number	1981 <u>Number</u>
£30,001 - £35,000 £35,001 - £40,000	,	2
£40,001 - £45,000 £50,001 - £55,000	1	

NOTES TO THE 1982 FINANCIAL STATEMENTS (continued)

5	TAXATION	1982	1981
(a)	Charge for the year	£000	£000
	Corporation tax at 52% (1981 40%) based on the profit for the year adjusted for tax purposes	115	38
	Deferred taxation	<u>35</u>	=
		<u>150</u>	_38

The charge for the year has been reduced by stock relief of £34,000 (1981 £40,000) and by accelerated capital allowances of £91,000 (1981 £20,000). The 1981 charge was further reduced by £135,000 arising from the utilisation of tax losses brought forward.

(b)	Deferred taxation		1982	1981
	The potential liability for taxation	Group £000	Company £000	Group and company £000
	deferred by timing differences, principally accelerated capital allowances, amounts to:	240	114	115
	Of which, provision has been made in these accounts for tax benefits which may not			
	be retained amounting to:	35	•	-
	Advance corporation tax recoverable	<u> 15</u>	<u>15</u>	_=
		20	(15)	-

(c) Company status

As far as the directors are aware, the company is not a close company as defined by the Taxes Acts.

6 EARNINGS PER SHARE

Earnings per share have been calculated on the profit for the year after taxation and before extraordinary item and on the share capital of 5,866,662 ordinary shares of 10p each which were in issue throughout the year.

NOTES TO THE 1982 FINANCIAL STATEMENTS (continued)

7	FIXED ASSETS			
		Computer equipment	Other plant and equipment	Total
	GROUP:	£000	£000	£000
	Cost			
	At 1 January 1982 Additions Disposals	227 340 (104)	241 58 (8)	468 398 (112)
	At 31 December 1982	463	291	754
	Depreciation			
	At 1 January 1982 Charge for the year On disposals	101 62 (74)	90 46 (6)	191 108 (80)
	At 31 December 1982	89	<u>130</u>	219
	Net Book mount			
	31 December 1982	<u>374</u>	161	535
	31 December 1981	126	151	<u>277</u>
	COMPANY:			
	Cost			
	At 1 January 1982 Additions Transfers to subsidiary Disposals	227 214 (142) (104)	241 58 (3) (8)	468 272 (145) (112)
	At 31 December 1982	195	288	483

NOTES TO THE 1982 FINANCIAL STATEMENTS (continued)

7 FIXED ASSETS (continued)

	Computer equipment	Other plant and equipment	Total
COMPANY:	£000	£000	£000
Depreciation		,	
At 1 January 1982 Charge for the year On transfers to subsidiary On disposals	101 50 (15) (74)	90 46 (1) (6)	191 96 (16) (80)
At 31 December 1982	62	129	191
Net Book Amount	•		
31 December 1982	133	159	292
31 December 1981	126	151	277

At 31 December 1982, the directors had authorised future capital expenditure of £40,000 (1981 - £Nil), all of which had been contracted for.

8	INVESTMENT IN SUBSIDIARIES	1982	1981	
	Shares in subsidiaries at cost	£000 1	£000	
	Amounts owing by subsidiaries on current account	246		
		<u>247</u>		

The company owns the whole of the issued share capital of the following subsidiaries, both of which are neorporated in Great Britain:

(a) Business Computer Services Limited (formerly Briareed Limited)

This company commenced to trade on 1 July 1982 having been dormant since its incorporation on 13 January 1981. It now conducts the business of maintenance of computer systems and other related engineering activities previously conducted by Business Computer Systems PLC, and its trading results and net assets are incorporated in these consolidated accounts.

(b) Business Computers Limited (formerly Thatchsound Limited)

This company has remained dormant since its incorporation on 3 December 1980.

NOTES TO THE 1982 FINANCIAL STATEMENTS (continued)

9 STOCKS

Stocks represent principally computer equipment, accessories and spares which are held for resale, and include goods which are subject to reservation of title by a supplier amounting to £693,000 (1981 £730,000).

10	SHARE CAPITAL	Group £000	Company £000
	Ordinary shares of 10p each		
	Authorised Issued and fully paid	1,000 <u>587</u>	1,000 <u>587</u>
11	RETAINED EARNINGS	Group £000	Company £000
	At 1 January 1982	502	502
	Profit for the year retained - page 8	324	312
	At 31 December 1982	826	<u>814</u>

12 OTHER STATUTORY INFORMATION

The financial statements comply with Sections 149(A) and 152(A) of and Schedule 8A to the Companies Act, 1948.

GROUP CURRENT COST PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1982

	1982 £000		1981 £000
TURNOVER	7,501		6,239
PROFIT BEFORE TAXATION AND EXTRAORDINARY ITEM ON THE HISTORICAL COST BASIS	510		427
Less: Current cost operating adjustments			
Depreciation Cost of sales Monetary working capital	16 113 (61) 68	7 124 (107)	.24
CURRENT COST OPERATING PROFIT	442		403
Gearing adjustment			
CURRENT COST PROFIT BEFORE TAXATION AND EXTRAORDINARY ITEM	442		403
Taxation	150) ())	38
CURRENT COST PROFIT AFTER TAXATION AND BEFORE EXTRAORDINARY ITEM	292		365
Share issue expenses	<u></u>		_ <u>76</u> ∈
CURRENT COST PROFIT FOR THE YEAR	292	,	289
PROPOSED FINAL DIVIDEND (less waivers)	36		_37
CURRENT COST PROFIT FOR THE YEAR RETAINED	256		252
CURRENT COST EARNINGS PER SHARE	5.0p	Ġ.	6.2p

GROUP CURRENT COST BALANCE SHEET AT 31 DECEMBER 1982

	1982 £000	
FIXED ASSETS	549	301
NET CURRENT ASSETS		
Stocks	1,271	1,197
Monetary working capital	(169)	(328)
	1,102	869
Taxation	(168)	(38)
Proposed dividend	<u>(36)</u> <u>898</u>	<u>[37]</u> 794
	<u>1,447</u>	1,095
Represented by:		,
SHARE CAPITAL	587	587
RESERVES (Note 2)	840	508
	1,427	1,095
DEFERRED TAXATION	20	-
	1,447	1,095

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NOTES TO THE CURRENT COST FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1982

1 ACCOUNTING POLICIES

(a) Basis of accounting

The current cost financial statements have been prepared in accordance with Statement of Standard Accounting Practice No. 16 and show the impact of price changes on the company's assets and results.

With the exception of 1(b) below, the accounting policies are the same as those adopted in the historical cost financial statements.

(b) Fixed assets and depreciation

Fixed assets are stated at their current value to the business, being gross current replacement cost less accumulated depreciation. In calculating the gross current replacement cost, specific asset indices as published by the Government Statistical Service have been used, where available, and in all other cases internally generated indices have been used.

Depreciation has been calculated on the gross current replacement cost using the same rates as in the historical financial statements. The excess of the depreciation charge so calculated over that in the historical financial statements is shown as a current cost operating adjustment in the current cost profit and loss account.

(c) Stocks and cost of sales

Stocks are stated at the lower of current replacement cost and net realisable value.

The difference between the historical cost of stock sold and its replacement cost at the date of sale, calculated by the averaging method, is shown as a current cost operating adjustment in the current cost profit and loss account.

(d) Monetary working capital

This comprises trade debtors and prepayments less trade creditors and accruals. The change in the finance required for monetary working capital as a result of price changes during the year is shown as a current cost operating adjustment in the current cost profit and loss account.

(e) Gearing adjustment

The company has been financed from internal resources and accordingly no gearing adjustment arises.

NOTES TO THE CURRENT COST FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1982 (continued)

			£000
2	RESERVES		
	Balance at 1 January 1982		508
	Retained current cost profit for the year		256
	Revaluation Kirpluses reflecting price changes:		
	Fixed assets Stucks	24 113	137
	Monetary working capital adjustment		(61)
	Gearing adjustment		
	Balance at 31 December 1982		840

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FIVE YEAR SUMMARY (Historical cost accounts)

	1982 £000	1981 £000	1980 £000	1979 £000	1978 £000
Turnover	7,501	6,239	4,798	3,926	2,518
Profit before tax	510	427	418	352	· 108
Taxation	<u>150</u>	38			
	360	389	418	352	108
Extraordinary items	=	_(76)			131
Earnings attributable to ordinary shareholders		313	418	352	239
Ordinary dividend per share	1p	1р	, <u>-</u>	-	_
Earnings per share on issued share capital after capitalisation issue in 1981	6.1p	6.6p	7.1p	6.0p	2.6p
Employment of Capital			ě		
Fixed assets	535	277	236	103	61
Net current assets	898	_812	576	_290	(8)
	1,433	1,089	812	393	53
Sources of Capital				e	
Ordinary shareholders' interest	1,413	1,089	812	393	42
Loans		_	_		, 11
Deferred taxation	20		=	=	
	1,433	1,089	812	393	<u>53</u>

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