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ANNUAL REPORT AND FINANCIAL STATEMENTS BUSINESS COMPUTER SYSTEMS PLC 31 DECEMBER 1983



NOTICE OF MEETING

Notice is hereby given that the eighteenth annual general meeting of Business Computer Systems PLC will be held at the Company's new Head Office at Sunrise Parkway, Linford Wood, Milton Keynes on 24th May 1984 at 2.30 p.m. to consider, and if thought fit, to pass the resolutions set out below:

- That the report of the directors and the financial statements for the year ended 31 December 1983 be and are hereby adopted.
- That a final dividend of 1p per ordinary share be paid on 2 July 1984 to shareholders on the register on 31 May 1984.
- 3 That E.T.Gilliland who retires by rotation, be re-elected as a director.
- 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

30th April 1984

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

- A statement of all transactions of each director, and of their family interests, in the ordinary shares of the company.
- 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

The year 1983 was a very important stage in the development of some of the Company's activities. Against a background of continuing recession in the economic conditions affecting many of our customers, your Directors believe that we have strengthened our position by further investment in the areas of software and maintenance. This was commented upon in our 1983 half-yearly statement when we indicated that we had made a planned increase in our staff numbers. The increase of more than a third over the whole year mainly in technical staff has naturally meant a substantial increase in costs. This factor together with an ever strengthening dollar and worldwide scarcities of certain vital electronic components affecting delivery schedules has impacted on the overall final results of the Company for 1983. However, with the major investments we have made, we are confident that the Company is well placed to achieve good returns from these investments in the coming years.

By the end of the year we were able to launch and take deliveries of the new model 3250 16-bit multitasking micro computer - which has immediately proved to be a very attractive 'upgrade' machine for some of our 4000 8-bit system customers as well as a most competitive offering for potential new users.

We were encouraged that many sales both direct and through the dealer network in 1983 were made to new customers; and we hope that, in the current year, we will continue to expand our customer base as well as to develop the installations of both direct and dealer existing users. We have a strong current product line which we believe will help us to do this, and we plan to augment the range by new product announcements throughout 1984.

Shareholders will be aware of the dramatic changes in the computer industry in recent months, brought about largely by the introduction of many different micro-computers and a puzzling assortment of software. Few people not directly connected with the industry can judge the merits of the various products clearly, nor (in particular) the merits of the different standards of 'software' packages. We, ourselves, have recently completed a substantial investment in our commercial multi-tasking software which has just been launched and is being sold under the name 'Fairway'. This software is a result of more than 7 years of our own development and we now believe it to be the best available in the commercial field.

In our engineering subsidiary we are now making very significant profits and are continuing to develop our nationwide service to customers so that we can take contracts not previously possible thereby enabling us to service virtually all the systems we sell.

At the end of a busy and difficult period it is right to thank all those who have worked hard for the Company - some having been disrupted by the moves involving various offices and branches connected with the construction of our new Head Office.

We plan to continue to develop the three main parts of our business being computer hardware sales, software and maintenance and we are confident that the investments we have made and are continuing to make will prove to be beneficial for shareholders.

Meanwhile we look forward to meeting any shareholders who can come to the Annual General Meeting at our new Head Office at Milton Keynes at 2.30 p.m. on 24th May.

G J Chandler Chairman

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 1983

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 1983.

PRINCIPAL ACTIVITY

The principal activity of the group continues to be the marketing of computer systems and software, and the maintenance of computer systems and other related engineering work. A review of the group's business including significant developments and prospects is contained in the Chairman's Statement.

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 (1982 - 1p).

TANGIBLE FIXED ASSETS

Movements in tangible fixed assets are shown in note 8 to the financial statements.

RESEARCH AND DEVELOPMENT

The group has a continuing commitment to a high level of research and development. The expenditure, which is written off in the year incurred, is directed towards creating new software products and updating and refining existing products to meet identified customer requirements in the group's specific markets.

DIRECTORS

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

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 1983 (continued)

SHARE OPTION SCHEME

On 9 November 1983 the company adopted, in Extraordinary General Meeting, the Business Computer Systems PLC 1983 Share Option Scheme which authorised the grant of options to staff to subscribe for up to 586,666 ordinary shares. On the same date the company granted options under this scheme to three senior management staff in respect of a total of 335,000 ordinary shares at the prevailing market rate; such options are exercisable between one and ten years after the date of grant. The options granted, so far as they affect the directors, are set out below.

INTEREST IN SHARES

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

	31 December 1983		31 December 1982	
GJ Chandler MP Munnelly ET Gilliland MG Alcock AG Cunningham GD Royle	6,000 778,043 758,003 643,754 101,680 15,010	(13.3%) (12.9%) (11.0%)	6,000 880,000 720,000 600,000 101,680	(15.1%) (12.3%) (10.2%)

Mr AG Cunningham was also granted options during the year under the Business Computer Systems PLC Share Option Scheme in respect of 235,000 ordinary shares.

In the period from 1 January 1984 to 4 April 1984, Mr AG Cunningham disposed of 10,680 shares. 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 1983 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 4 April 1984, 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.

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

AUDITORS' REPORT TO THE MEMBERS OF BUSINESS COMPUTER SYSTEMS PLC

We have audited the financial statements on pages 8 to 16 in accordance with approved Auditing Standards.

In our opinion, the financial statements 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 1983 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.

The financial statements do not contain the current cost statements required by Statement of Standard Accounting Practice No 16.

PRICE WATERHOUSE

Knewavernouse

Nottingham

Chartered Accountants

4 April 1984

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.

Tangible fixed assets and depreciation

Tangible 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:

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

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. Monetary assets and liabilities in foreign currencies are expressed in sterling at the rates ruling at the balance sheet date.

Deferred taxation

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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.

No account has been taken in these financial statements of the proposed taxation changes announced by the Chancellor of the Exchequer in his Budget Statement on 13 March 1984, the effects of which are set out in note 6 to the financial statements.

GROUP PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1983

	Note		1983 £000		1982 £000
TURNOVER	1		8,474		7,501
Cost of Sales			(3,957)		(3,793)
GROSS PROFIT			4,517		3,708
Distribution costs (including marketing	costs)		(2,959)		(2,369)
Administrative expenses			(1,028)		(829)
OPERATING PROFIT	2		530		510
Interest receivable			1		6
Interest payable	3		(29)	,	(6)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3		502		510
Tax on profit on ordinary activities	6		(150)		(150)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	3		352		360
Proposed final dividend - 1p per ordinary share		(59)		(59)	
Less: dividends waived				23	
			(59)		(36)
AMOUNT SET ASIDE TO RESERVES	14				
Company		187		312	
Subsidiaries		106		12	
			293		324
EARNINGS PER SHARE	7		6.0p		6.1p

GROUP BALANCE SHEET - 31 DECEMBER 1983

	Note		1983 £000		1982 £0000
FIXED ASSETS					
Tangible assets	8		705		535
CURRENT ASSETS					
Stocks Debtors Cash at bank and in hand	10 11	1,861 4,050 		1,271° 3,285 186	
		5,922		4,742	
CREDITORS - amounts falling due within one year	12	(4,911)		(3,844)	
NEW CURRENT ASSETS	42		1,011		898
TOTAL ASSETS LESS CURRENT LIA	ABILITIES	, '	1,716		1.433
Provision for liabilities and charges	6	J *	(10)		(20)
	•		1,706		1,413
CAPITAL AND RESERVES			÷.	,	
Called up share capital Profit and loss account	13 14	1	587 1,119		587 826
			1,706	•	1,413

985

Approved by the Board 4 April 1984

GJ CHANDLER Directors Municipal Muni

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COMPANY BALANCE SHEET - 31 DECEMBER 1983

	Note		1983 £000		†982 £000
FIXED ASSETS					
Tangible assets Investments	8 9		347 1 348		292 1 293
CURRENT ASSETS					
Stocks Debtors Cash at bank and in hand	10 11	1,786 4,329 <u>11</u>		1,220 3,531 186	
G G		6,126		4,937	
CREDITORS — amounts falling dúe within one year	12	(4,911)		(3,844)	
NEW CURRENT ASSETS			1,215		1,093
1			1,563		1,386
DEFERRED TAX ASSET	6		25		15
TOTAL ASSETS LESS CURRENT LIABIT	LITIES		1,588		1,401
CAPITAL AND RESERVES					
Called up share capital Profit and loss account	13 14		587 1,001		587 <u>814</u>
			1,588		1,401

Approved by the Board 4 April 1984

GJ CHANDLER Directors JERC Gandler
MP MUNNELLY Directors JUNE GANDLEY
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GROUP STATEMENT OF SOURCE AND APPLICATION OF FUNDS FOR THE YEAR ENDED 31 DECEMBER 1983

		83	1982
	£0	00	£000
SOURCE OF FUNDS			
Profit on ordinary activities before taxation	Ę	502	510
Depreciation	•	190	108
Profit on disposal of fixed assets		(1)	(2)
FUNDS GENERATED FROM OPERATIONS	•	691	616
FUNDS FROM OTHER SOURCES			
Proceeds from disposal of fixed assets	· ·	71	34
		762	650
		9	
APPLICATION OF FUNDS			,
Purchase of fixed assets	(430)	_	398)
Dividend paid	(36)		(37)
٩	,	(466)	(435)
	·	296	° 215
WORKING CAPITAL MOVEMENTS	4		
(Increase) in stocks	(590)		(56)
(Increase) in debtors	(765)	(1	1,664)
Increase in creditors (excluding corporation tax)	629	_1	1,470
fevering corporation rain		(726)	(250)
(DECREASE) IN BANK AND CASH	=	(430)	(35)

NOTES TO THE 1983 FINANCIAL STATEMENTS

1	TURNOVER

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

	service income according in the form		
2	OPERATING PROFIT	1983 、 £000	1982 £000
	Profit is stated after charging:	2000	
	Depreciation of tangible fixed assets Vehicle leasing charges Auditor's remuneration	190 271 17	108 168
3	INTEREST PAYABLE		
	Bank interest Other	25 4 	66
4	EMPLOYEES		
	Staff costs during the year were:		
	Wages and salaries Social security costs Other pension costs	2,064 185 26	1,742 159 24
	The average number of persons employed by the group durin the year was 185 (1982–151). The number of employees, other than directors of the company, with emoluments in the year in excess of £30,000 was as follows:	_	
		Number	Number
	£30,001 - £35,000 £35,001 - £40,000 £40,001 - £45,000 £45,001 - £50,000 £50,001 - £55,000	1 - 1	1 1 -
	200/001 200/000		

NOTES TO THE 1983 FINANCIAL STATEMENTS (continued)

5	DIRECTORS' EMOLUMENTS	1983 £000	1982 £000
	Directors' emoluments including fees of £6,000 (1982 £6,000) 158	130
	Details of emoluments, excluding pension contributions:		
	Chaiman Highest paid director	5 	5 <u>39</u>
	Emoluments of other directors were in the following brackets	Number	Number
	Up to £5,000 £10,001 - £15,000 £30,001 - £35,000 £35,001 - £40,000	1 1 2	1 1 1
6	TAXATION		<i>t</i>
(a	Charge for the year	£000	£000
	Corporation tax at 52% (1982 52%) based on the profit for the year adjusted for tax purposes	150	115
	Deferred taxation		35
	_5 \	150	150

The charge fo the year has been reduced by stock relief of £33,000 (1982 £34,000) and by accelerated capital allowances of £92,000 (1982 £91,000).

NOTES TO THE 1983 FINANCIAL STATEMENTS (continued)

6 TAXATION (continued)

(b)	Deferred taxation		1983		1982
. ,	- Company of the Comp	Group £000	Company £000	Group £000	Company £000
	The potential liability for taxation deferred by timing differences, principally accelerated capital allowances, amounts to: Of which, provisions has been made in these accounts	332	144	240	114
	for tax benefits which may not be retained arnounting to:	35	-	35	_
	Advance corporation tax recoverable	25	25	15	15
		10	(25)	20	(15)

On 13 March 1984 the Chancellor of the Exchequer announced the government's intention to effect a gradual reduction in the rates of corporation tax and capital allowances over the next three years. If these proposals become law, the group's potential liability for taxation deferred by timing differences will be reduced to approximately £230,000. However, it is also probable that the proposed legislation will cause the reversal of the majority of these timing differences, within the foreseeable future and a provision in the region of £200,000 (an additional £165,000) will be required in anticipation of these reversals.

(c) Company status

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

7 EARNINGS PER SHARE

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

NOTES TO THE 1983 FINANCIAL STATEMENTS (continued)

8	FIXED ASSETS - TANGIBLE ASSETS	mputer O	ther plant equipment	Total
	GROUP	£000	£000	£000
	Cost			
	At 1 January 1983 Additions Disposals	463 370 (119)	291 60 (50)	754 430 (169)
	At 31 December 1983	714	301	1,015
	Depreciation			
	At 1 January 1983 Provisions for the year On disposals	89 142 (62)	130 48 (37)	219 190 (99)
	At 31 December 1983	169	141	310
,	Net book amount at 31 December 1983	545	160	705
	COMPANY	£		
	Cost			
	At 1 January 1983 Additions Disposals	195 176 (119)	288 60 (47)	483 236 (166)
	At 31 December 1983	252	301	553
	Depreciation			
	At 1 January 1983 Provision for the year On disposals	62 66 (62)	129 48 (37)	191 114 (99)
	At 31 December 1983	66	140	206
	Net book amount at 31 December 1983	186	161	347

At 31 December 1983, the directors had authorised future capital expanditure of £35,000 (1982 £40,000), all of which had been contracted for.

NOTES TO THE 1983 FINANCIAL STATEMENTS (continued)

9	FIXED ASSETS INVESTMENTS		
-		1983	1982
		£000	£000
	Shares in subsidiaries at cost	1	1
	The company owns the whole of the issued share capital of which are incorporated in Great Britain:	of the following subsidia	ries, both
	Business Computer Services Limited Business Computers Limited (dormant)		
10	STOCKS		
	Stocks represent principally computer equipment, access for resale.	sories and spares which ar	e held
11	DEBTORS		
	Trade debtors	3,922	3,117
	Other debtors	128	168
		4,050	3,285
	Amounts owed to Business Computer Systems PLC		
	by a subsidiary	279	246
	*	4,329	3,531
10	OPERITORS		
12	CREDITORS amounts falling due within one year (group and compan	ıv)	
	Bank overdraft	255	
	Trade greditors	2,116	2,273
*	Other creditors including taxation and social security	1,434	940
	Accuals and deferred income	1,047	595
	Proposed dividend	59	36
		<u>4,911</u>	<u>3,844</u>
*	Corporation tax liabilities within other creditors amoun	t to £328,000 (1982 £16	8,000)
13	CALLED UP SHARE CAPITAL		
		Group	Company
		_£000	£000
	Ordinary shares of 10p each		
	Authorised	1,000	1,000
	Allotted and fully paid	587	587
14	PROFIT AND LOSS ACCOUNT		
	At 1 January 1983	826	814
	Amount set aside from profit for the financial year	293	187
	At 31 December 1983	1,119	1,001
			

FIVE YEAR SUMMARY (Historical cost accounts)

	1983 £000	1982 £000	1981 £000	1980 £000	1979 £000
Turnover	8,474	7,501	6,239	4,798	3,926
Profit before tax	502	510	427	418	352
Taxation	<u>150</u>	150	38		
	352	360	389	418	352
Extraordinary items			(76)		
Earnings attributable to ordinary shareholders	<u>352</u>	360	313	418	352
Ordinary dividend per share	1 p	1p	1p	-	-
Earnings per share on issued share capital after capitalisation issue in 1981	6.0p	6.1p	6.6p	7,1p	6.0p
Employment of Capital					
Fixed assets	705	535	277	236	103
Net current assets	1,011	898	812	576	_290
	1,716	1,433	1,089	812	393
Sources of Capital					
Ordinary shareholders' interest	1,706	1,413	1,089	812	393
Loans	aur V	-	-	-	_
Deferred taxation	10	20			
	1,716	1,433	1,089	<u>812</u>	393