SINCLAIR RESEARCH LIMITED

135105

REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 1982

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DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year ended 31st March 1982.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the company during the year were the research, development, manufacture and marketing of electronic, particularly computer, equipment, software and peripherals. There has been no significant change in the activities of the company. As at 31st March 1982 the company acquired the whole of the issued share capital of Sinclair Equipment International Limited, whose principal activity is the wholesale export of consumer durables.

The company has continued its rapid expansion in the high-technology field and will continue to market microcomputers as well as developing other high-technology products for the consumer market in 1982/83.

RESULTS AND DIVIDENDS

The profit for the year after taxation amounted to £4,245,013. It is recommended that this should be transferred to reserves. The directors do not recommend the payment of a dividend.

RESEARCH AND DEVELOPMENT

The company is actively engaged upon a programme of research and development in many areas of science and technology, particularly the development of the flat-tube television.

SIGNIFICANT CHANGES IN FIXED ASSETS

The company has increased its fixed assets substantially by the acquisition of the freehold of three of its office sites, an aeroplane and a considerable amount of plant and equipment. The changes are detailed in note 7 to the accounts.

DIRECTORS

The directors of the company throughout the year and their interests in the shares of the company are as follows:

Ordinary shares of 10p each

,	As at 31.3.19	82 <u>1.4; 1981</u>
C. M. Sinclair Mrs. A. Sinclair	9,370 NIL	937 NIL
CHARITABLE AND POLITICAL CONTRIBUTIONS		· ;>
During the year the company has made the following	contributions	• <u>•</u>
United Kingdom charitable organisations	,	£34,269
United Kingdom political organisations:		
The Conservative Association Amnesty International		7,000 5,000
	•	£12,000

DIRECTORS' REPORT (continued)

CURRENT COST ACCOUNTS (CCA)

It is the opinion of the directors that the cost of presentation and audit of a CCA statement to accompany these financial statements would outweigh the possible benefits to be gained from its existence. Accordingly no such statement has been prepared or made available for audit.

AUDITORS

The auditors, Vlieland-Boddy & Co., merged with Deloitte Haskins & Sells with effect from 1st July 1982. In accordance with Section 14 of the Companies Act 1976, a resolution proposing the reappointment of Deloitte Haskins & Sells as auditors to the company will be put to the annual general meeting.

BY ORDER OF THE BOARD

McRarenz

Secretary

AUDITORS' REPORT TO THE MEMBERS OF SINCLAIR RESEARCH LIMITED

We have addited the financial statements on pages 5 to 17 in accordance with approved Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group at 31st March 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.

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

Jelnithe Haskurdell 1115

Chartered Accountants

Mount Pleasant House, Cambridge, CB3 OEB.

20th byt 1982

25/9/82

SINCLAIR RESEARCH LIMITED

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The group has adopted the historical cost basis in preparing these financial statements. The group financial statements include the financial statements of the subsidiary, which was acquired on 31st March 1982.

RESEARCH AND DEVELOPMENT

Expenditure incurred on research and development is charged against profits arising in the year in which it is incurred.

TANGIBLE FIXED ASSETS

Tangible fixed assets are stated at cost to the group, including legal and installation costs, where applicable, less depreciation to date.

Depreciation has been charged using rates and methods suitable to reduce the fixed assets of the company to their respective residual values over their useful working lives. The rates and methods principally applied are:

Freehold buildings Plant and equipment	10 -	2% p.a. 20% p.a.		
Motor vehicles Aircraft			Reducing Reducing	

GOVERNMENT GRANTS

Government grants are credited against the cost of the assets/expenses which they are intended to finance. Credit for grants receivable is taken at such time as the company becomes eligible to apply for them. The grants are written off over the same period as the relevant agsets.

FIXED ASSET INVESTMENT

The investment in Sinclair Equipment International has been valued at cost in the financial statements of the holding company, this value being substituted by the underlying assets and liabilities in the consolidated financial statements.

TURNOVER

Turnover comprises sales, as follows:

- (i) Credit sales represent amounts invoiced in respect of goods supplied during the year.
- (ii) Mail-order sales are accounted for by reference to the date of receipt of the customers written order by the company or its agents; no sale is accounted for unless the company is in a position to comply with its stated terms for despatch of the goods ordered. A suitable provision is maintained in respect of goods to be returned by customers under the terms of the mail-order warranty or their statutory rights.
- (iii) All sales are accounted for exclusive of Value Added Tax.

ACCOUNTING POLICIES (coatinued)

STOCK

Stock is valued at the lower of cost and net realisable value. Cost means the cost of labour and materials and a proportion of direct overheads as applicable on an item by item basis.

Net realisable value means the expected selling price of the item less Value Added Tax and all costs of completion, transport, storage, packing, marketing and direct advertising and discounts necessary to achieve that selling price.

FOREIGN CURRENCIES

Assets and liabilities of foreign branches have been translated into sterling at the Barclays Bank mid-market rate of exchange ruling at the balance sheet date. Transactions occurring in these branches have been translated at the average Barclays Bank mid-market rate of exchange for the year except in the case of major transfers of goods to the branch from the U.K., when the rate ruling on the first day of the week of the transfer has been applied.

DEFERRED TAXATION

Deferred taxation is provided using the liability method in respect of the taxation effect of all timing differences other than those which are expected with reasonable probability to continue in the foreseeable future. The provision is calculated at the current rate of U.K. Corporation Tax.

PATENTS AND TRADE MARKS

Expenditure on patents and trade marks is written off as incurred.

	Notes	<u>1982</u>	<u>1981</u>
TURNOVER	1	27,167,767	4,624,349
Net operating expenses	2	17,977,606	3,617,311
Less Directors' bonus	3	9,190,161	1,007,038
OPERATING PROFIT Investment income	4	8,190 :51 357,132	757,038 60,547
PROFIT BEFORE TAXATION	•	8,547,293	817,585
Naxation	5	4,302,280	149,946
PROFIT FOR THE FINANCIAL YEAR	, , , , , , , , , , , , , , , , , , , ,	£4,245,013	£ 667,639

STATEMENT OF RETAINED PROFITS FOR THE YEAR ENDED 31st MARCH 1982

	a, 1 € .	1982 £	1981 £
Retained profits at 1st April 1981:	, , , , , , , , , , , , , , , , , , ,		
As previously reported Prior-year adjustment	6	826,327 (54,257)	104,431
As restated		772,070	104,431
Profice the financial year	\\	4,245,013	667,639
Appropriation re bonus issue of shares		(900)	
Retained profits at 31st March 1982		£5,016,183	£772,070

The 1981 figures have been restated as a result of the prior-year adjustment explained in Note 6.

The retained profits at 31st farch 1982 are all dealt with in the profit and loss account of the holding company. As the subsidiary was acquired on 31st March 1982, no profit or loss is included in respect of the current year.

SINCLAIR RESEAT H LIMITED

CONSOLIDATED BALANCE STEET AT 31st MARCH 1982

	Notes	1982 £	1981 £
FIXED ASSETS			
Tangible assets	7	2,029,294	101,598
CURRENT ASSETS			
Stocks	10	2,103,780	888,082
Debtors	11	5,218,228	1,194,972
Cash at bank and in hand		5,209,584	773,925
Cash in stakeholders' account		109,138	171,873
		12,640,730	3,028,852
CURRENT LIABÍLITIES - CREDITORS			
Amounts falling due within one year	12	8,967,569	2,358,280
NET CURRENT ASSETS	• ,	2 (4)70 161	170 F70
MAL COLUMN ABOUTO		3,673,161	670,572
TOTAL ASSETS LESS CURRENT LIABILITIES	5	5,702,455	772,170
CREDITORS	V I St	v;	, ,
Amounts falling due after more than	#		•
one year (including loan)	12	26,000	400
The state of the s	dy)	86	
PROVISIONS FOR LIABILITIES AND CHARGE			, , , , , , , , , , , , , , , , , , ,
Deferred taxation	13	631,000	- / //
NET ASSETS	3/3	£5,045,455	£ 772,170
and the state of t		 .	
CAPITAL AND RESERVES	, , , ,		
Called-up share capital	14	1,000	100
Capital reserve arising on consolidat	ion 8	28,272	, , , , , , , , , , , , , , , , , , ,
Profit and loss account		5,016,183	772,070
	, ,	VE OVE VIE	6 770 170
	, <u>.</u>	¥5,045,4,15	£ 772,170
Section 1.	• .		

The 1981 figures have been restated as a result of the prior-year adjustment explained in Note 6.

The financial statements on pages 5 to 17 were approved by the board of and were signed on its behalf by:-

Directors

BALANCE SHFET AT 31st MARCH 1982

	No tes	1982 £	<u>1981</u>
FIXED ASSETS Tangible assets Investments	7 8	1,959,631 250,000	101,598
		2,209,631	101,598
CURRENT ASSETS Stocks Debtors Cash at bank and in hand Cash in stakeholders' account	10 11	1,549,110 6,438,156 4,148,975 109,138	888,082 1,194,972 773,925 171,873
		12,245,379	3,028,852
CURRENT LIABILITIES - CREDITORS Amounts falling due within one year	1.2	8,806,827	2,358,280
NET CURRENT ASSETS	vi, vi	3,438,552	670,572
TOTAL ASSETS LESS CURRENT LIABILITIES	,	5,648,183	772,170
PROVISIONS FOR LIABILITIES AND CHARGES Deferred taxation	13 / `	631,000	, <u> </u>
NET ASSETS		£5,017,183	£ 772,170
CAPITAL AND RESERVES	, ,		,
Called-up share capital Profit and loss account	d4	1,000 5,016,183 💀	100 772,070
	<i>1</i> ,3	£5,017,183	£ 772,170
The state of the s	j		

The 1981 figures have been restated as a result of the prior-year adjustment explained in Note 6,

The financial statements on pages 5 to 17 were approved by the board of directors on and were signed on its behalf by:-

Diréctors

CONSOLIDATED STATEMENT OF SOURCE AND APPLICATION OF FUNDS FOR THE YEAR ENDED 31st MARCH 1982

•	<u>1982</u>	1981 £
SOURCE OF FUNDS Profit on ordinary activities before taxation	8,547,293	817,585
Items not involving the movement of funds: Depreciation Loss on disposals of fixed assets	171,598 11,324	29,171 1,826
FUNDS GENERATED FROM OPERATIONS	8,730,215	848,582
Government grants receivable Proceeds of disposals of tangible tixed assets	383,330 12,710	-
TOTAL SOURCE OF FUNDS	9,126,255	848,582
APPLICATION OF FUNDS	;	/
Purchase of tangible fixed assets Purchase of Sinclair Equipment International Ltd.	2,436,995 250,000	112,546
Tax paid	68,256	62,846
TOTAL APPLICATION OF FUNDS	2,755,251	175,302
NET SOURCE OF FUNDS	£6,371,004	£ 673,190
THE NET SOUTH OF FUNDS IS REPRESENTED BY THE FOLLOWING INCREASE IN WORKING CAPITAL		n,
Stocks Debtors	661,028 3,462,451	820,713 1,165,825
Creditors falling due within one year, excluding corporate taxation	(1,064,790)	(1,478,677)
	3,058,689	507,861
Movements in net liquid funds: Cash at bank and in hand Cash in stakeholders account Bank overdraft	3,375,050 (62,735)	557,534 (392,205)
bank overdrait	3,312,315	165,329
INCREASE IN WORKING CAPITAL	£6,371,004	£ 673,190
Analysis of the acquisition of Sinclair Equipment	Internationa	1 Limited
Net Assets acquired	Discharged	
Stocks 554,670 Debtors 560,805 Bank 1,060,609	Cash	250,000
Creditors (1,941,475) Mortgage (26,000) Capital Reserve (28,272) £ 250,000		£250,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 1982

	TURNOVER		
1.	· ·	1982 £	1981 £
	Geographical markets supplied:		
	U.K. Export	15,809,583 11,358,184	2,855,840 1,768,509
	· .	£27,167,767	24,624,349
2.	NET OPERATING EXPENSES		
		1982 £	1981 £
,	Change in stocks of finished goods and in work in progress Raw materials and consumables Other external chargee Staff costs:	(661,028) 12,153,582 2.278,387	(820,713) 2,567,497 365,549
	Wages and salaries Social security costs Other pension costs 3,261		•
	Depreciation of tangible fixed assets Other operating charges	171,598 3,564,655	29,172 1,362,047
, <i>i</i> ,		£17,977,606	= £3,617,311
	Other operating charges are stated after charging:		· · · · · · · · · · · ·
	Auditors' remuneration (including expenses)	£8,000	£2,500
3.	DIRECTORS AND EMPLOYEES The average number of employees is 26 (19)	981 11).	
· · · ·	The number of senior employees of the conreceived remuneration (excluding pension ranges was:	npany, other than direc	tors, who following
er"	φ.	1982	1981
2	620 001 cor 000	<i>h</i>	พำ

r .	1982	1981
£20,001 - £25,000	4	Nil
The remuneration paid to directors was:		
Management remuneration	£1,048,346	£266,500
Remuneration disclosed above includes amoun paid to:	ts	
The chairman	£1,012,767	£242,500

3. DIRECTORS AND EMPLOYEES (continued)

The number of other directors who received remuneration in the following ranges was:

G.		£4,302,280	£149,946
	Current	(28,720)	(54)
,	Over-progision in respect of prior years:		<u> </u>
	Current Deferred	3,700,000 631,000	150,000
	U.K. corporation tax at 52%:	, Co	,
,, ,		£	£
,		1982	1981
5.	TAXATION	,	
	•		
. S	Interest receivable,	£357,132	£60,547
,		1982	1981
4.	INVESTMENT INCOME		
	£30,001 - £35,000	1	<u> </u>
	£20,001 - £25,000	1302	<u>1981</u>
		1982	1001

6. PRIOR-YEAR ADJUSTMENT

The policy followed regarding the accounting treatment of the company's operations in France and Germany was revised to bring it into line with the manner in which the operations were trading with the U.K. division. An agency basis of accounting has now been adopted.

Prior-year reserves and the comparatives for 1981 have been restated to reflect this change of policy.

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. TANGIBLE FIXED ASSETS

(a)	THE	GROUP
-----	-----	-------

	Freehold and				
į,	leasehold property	Plant and equipment	Motor vehicles	Aircraft	<u> Total</u>
Cost	£	£	£. , , , ,	£	•3
lst April 1981	••	68,614	67,782	-	136,396
Additions	681,961	1,141,358	103,339	580,000	2,506,658
We the second of	681,961	1,209,972	171,121	580,000	2,643,054
Legs Government grants receivable	,- ', ',	383 ₀ 330	t was	• f	383,330
	681,961	826,642	171,121	580,000	2,259,724
Disposals	· ·	6,300	22,828	<u>.</u> .	29,128
Cost at 31st March 1982	681,961	820,342	148,293	580,000	2,230,396
Depreciation Stapril 1981	N	13,980	20,818		34,798
Charge for year 200	3,863	§ 127,362	30,706	3,667	171,598
	3,863	141,342	51,524	9.9,667	206,396
Disposals	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	i,409	3,685		
Depreciation 31st March 1982	£ 3,863	£ 139,933	£47,839	£ 9,607	£ 201,302
NET BOOK VALUE 31st March 1982	£678,098	£ 680,409	£100,454 ©	£570,333	£2,029,294
NET LOOK VALUE 31st March 1981	£	£ 54,634	E 46,964	£ -	£ (101,598

Freehold and leasehold property may be further analysed as follows:

Freehold proper	ty	635,637
Short term leas	sehold 3	g 42,461
	,	£678,098

7. TATGIBLE FIXED ASSETS (continued)

b) THE COMPANY

		· ·			
	Freehold property	Plant and equipment	Motor vehicles	Aircraft	Total
4	· · · · · · · · · · · · · · · · · · ·	, L	Ĺ	L ,	` L
Cost 1st April 1981	•••	68,614	67,782	_,	136,396
Additions	639,500	1,122,494	95,001	580,000	130,390
Silver Market Silver	639,500	1,191,108	162,783	580,000	2,573,391
Less Government girnts receivable		383,330			383,330
	639,500	807,778	162,783	580,000	2,190,061
Disposals		6,300	22,828	Service Services	29,128
Cost		0 0	, ,	pto .	
31st March 1982	639,500	801,478	139,955	580,000	2,160,933
Depreciation				e)	9
1st April 1981) - Topp - A体別が	13,980	20,818	· • • • • • • • • • • • • • • • • • • •	34,798
Charge for year	3,863	127,362	30,706	9,657	7171,598
3 1 10 1	, , , 3, 863·	141,342	51,524	9.667	206,396
Disposals	2 200	1,409	3,685	, -	5,094
Depreciation	, ,	, ,	ري غ	, 	1,
31st March 1982	£ 3,863	£ 139,933	£47,839	E 9,667	£ 201,302
NET BOOK VALUE 31st March 1982	£635,637	£ 661,545	£92,116	£570,333	£1,9 <u>5</u> 9,631
NET BOOK VALUE	, £ " → c	F 54,634	£46,964		£ 101,598
				. <u></u>	(1.2)

MOTES TO THE FINANCIAL STATEMENTS (continued)

FIXED ASSET INVESTMENTS

Interest in subsidiary company

As at 31st March 1982 the company acquired the whole of the issued share capital of Sinclair Equipment International Ltd., a company incorporated in England. The following is a note of its assets and liabilities at that date:

	£
Tangible fixed assets	69,663
Stock	354,670
Debtors	560,805
Cash at bank	1,060,609
Creditors	(1,941,475)
Montgage	(26,000)
	278,272
Capital reserve arising on consolidation	(28,272)
Cost of acquisition for cash	£ 250,000

CAPITAL COMMITMENTS	٠, .	et.
		, 9
	1982	1981
Capital expenditure that has been contracted for but has not been provided for in the financial statements	£1,738,000	£Nil
Capital expenditure that has been authorised by the directors but has not yet been contracted for	enil "	£Nil
	0.00	

10. STOCKS

		Group 1982	Company 1982	1981
Stocks comprise:		.	£	# - £
Raw materials and consumables Finished goods	,	631,882 1,471,898	631,882 917,228	596,756 291,326
		£2,103,780 f	1,549,110	£888,082

The replacement cost of finished goods held by the subsidiary is less than the balance sheet value by £266,790.

11. DEBTORS

· ·	Group 1982	Company 1982	<u>1981</u>
Amounts falling due within one year:	£	£	£
Trade debtors Amounts owed by fellow subsidiaries Other debtors (including VAT	4,087,920 —	3,544,853 1,780,733	583,666
refunds due) Prepayments and accrued income	1,000,054	985,461 127,109	606,416 4,890
	5,218,228	£6,438,156	£1,194,972
12. CREDITORS			· ·
	Group 1982 £	Compuny 1982	1981 £
Amounts falling due within one year:	,	•	
Bank overdraft Trade creditors Corporation tax	3,622,581 3,753,024	- 3,499,266 3,742,269	392,205 1,202,000 150,700
Other taxation and social security of payable Other creditors Accruals	671,567 873,535 46,862	662,761 870,031 32,500	593,575 20,500
	8,967,569	£8,806,827	£2,358,280

Amounts falling due after more than one year:

Mortgage:

A legal charge dated 26th February 1982 has been secured on the leasehold property at 23 Motcombe Street, London, S.W.1. The loan is repayable in full on or after 31st December 1983, with no interim capital repayments scheduled. Interest is payable quarterly on the balance outstanding at three percent over bank base rate.

13. DEFERRED TAXATION

Deferred taxation provided in the financial statements, and the total potential liability including the amounts for which provision has been made, are as follows:

	* · · · · · · · · · · · · · · · · · · ·	, ,	Amount pro	vided and ntial liability
Tax effect of	ciming differences	because of:	1982	1981
Excess of tax	allowances over dep	preciation	£631,000	£Nil

14. CALLED-UP SHARE CAPITAL

Authorised	1982	1981
10,000 ordinary shares of 10p each	£1,000	£100
Allotted, called up and fully paid		7
10,000 ordinary shares of 10p each	£1,000	£100

Allotments during the year

During the year a 9° for 1 bonus issue was made by the capitalisation of reserves at par.

15. CONTINGENT LIABILITIES

The Government grants receivable in respect of the flat-tube television project are refundable should the project fail to achieve the results expected by the Department of Industry. At the balance sheet date credit had been taken for £383,330 of grants receivable in respect of capital expenditure on the project.

16. TRANSACTIONS WITH DIRECTORS

On 31st March 1982 the company acquired for a consideration of £250,000 the entire issued share capital (of 5,000 fl Ordinary Shares) of Sinclair Equipment International Limited, whose principal activity is the wholesale export of consumer durables. The assets and liabilities thus acquired have been consolidated into the balance sheet of Sinclair Research Limited as at that date. The shares were acquired from Mr. and Mrs. G.W.C. Sinclair, the parents of Mr. C. M. Sinclair.

Under an arrangement between Mr. C. M. Sinclair and the company he is entitled to an annual bonus which is based on the company's operating profit after taking account of its future financial commitments. An amount of £1,000,000 has been provided in respect of the bonus this year.

17. COMPANIES ACT 1981

The financial statements have been drawn up in accordance with the Companies Act 1981.

SINCLAIR RESEARCH LIMITED

DETAILED ANALYSES OF NET OPERATING EXPENSES FOR THE YEAR ENDED 31st MARCH 1982

	1982 £	1981 £
OTHER EXTERNAL CHARGES	,	
Fulfilment costs Credit card charges Repairs to products Programming fees Royalties	1,908,959 173,706 144,161 51,104 11,663	171,839 437 14,863 - 1,795
Net increase (decrease) in provision for undespatched goods	(13,206)	176,615
	£2,278,387	£365,549
STAFF COSTS	200 441	97,259
Wages and salaries Temporary staff Directors' salaries	399,661 22,405 48,346	16,500
	£470,412	£113,759

		1982		1981
	£	ì	£	£
Advertising and publicity	2 770 000			
Exhibitions	2,770,222		860,450	
Agents' commissions	34,095		26,759	
Entertaining - U.K.	_			
Foreign	8,666		5,115	
roreign	1,174		1,805	
		2,814,157		894,129
Printing postage stationery	64,828		/ = 707	
Motor and travel	•		45,737	
Telephone and telex	143,706		53,895	
Light and heat	29,277		8,661	• •
Rent and Tates	5,291		1,190	
Insurance	58,106		14,512	
Cleaning	29,926		6,877	
	5,032		2,558	1,
Repairs and renewals - buildings	10,060		6,488	į
- plant Staff welfare	1,874		-	1
Staff recruitment	10,431		5,660	;
Pensions	20,105		_	ļ
	3,261	· ·	8,380	! F }
Relocation	3,312		-	Š.
Legal and professional	49,123		62,017	
Donations and subscriptions	46,269	<i>2</i> }	2,991	-
Sponsorship	16,052			1
General expenses	38,693		1,212	ķ
Management fee	,	· ·	221,000	
Professional subscriptions	8,228	, -	2,382	ř t
·		543,574		443,560
Trade marks and patents	21,624	n		1
Research and development	136,582			Į.
Design	8,104	,	_	
Tooling	58,477	ľ		}
		224,787		
		4 · · · · · · · · · · · · · · · · · · ·		ř
Audit and accountancy	40,655	4)	9,797.	1
Bank charges	11,946	,	4,967	· ` ` }
(Profit) loss on exchange	(83,757)		7,550	1
, ,		(31,156)		22,314
Tage on Managed of		,		
Loss on disposal of assets	11,324	•	1,826	1 k
Hire of equipment	1,969	,	218	* #
•	,	13,293	•	2,044
,		-	* * *	
,	•	£3,564,655		£1,362,047
			- '	======