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RESOURCE TELEVISUAL SYSTEMS LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30TH SEPTEMBER 1997





Wilson Sandford & Co. CHARTERED ACCOUNTANTS

97 Church Street, Brighton, East Sussex. BN1 1UJ Telephone: Brighton (01273) 728441 Facsimile: Brighton (01273) 326715



RESOURCE TELEVISUAL SYSTEMS LIMITED COMPANY INFORMATION

Directors:

D M Turner
R G Webster

Secretary: D M Turner

Registered Office: 119 - 120 Western Road

Brighton East Sussex BN1 2AD

Company No: 1573673

Bankers: National Westminster Bank PLC

8 - 11 Pavilion Buildings

Brighton East Sussex BN1 1DP

Auditors: Wilson Sandford & Co

Chartered Accountants & Registered Auditors

97 Church Street

Brighton East Sussex BN1 1W

Solicitors: Donne Mileham & Haddock

Frederick Place

Brighton East Sussex BN1 1AT

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RESOURCE TELEVISUAL SYSTEMS LIMITED NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at 119 - 120 Western Road, Brighton, BN1 2AD on 14th November 1997 at 2 p.m. for the following purposes:-

- To confirm the minutes of the meeting held on 29th November 1996 at 119 - 120 Western Road, Brighton, BN1 2AD, as circulated.
- 2. To receive the Directors report and the Accounts for the financial year ended 30th September 1997, as circulated.
- 3. To re-elect the directors.
- 4. To re-appoint the auditors, Messrs. Wilson Sandford & Co., for the year to 30th September 1998 and to authorise the directors to fix the remuneration of the auditors.
- 5. To transact any other business.

By Order of the Board

D M Turner Secretary

4 November 1997

DIRECTORS' REPORT FOR THE YEAR ENDED 30TH SEPTEMBER 1997

DIRECTORS RESPONSIBILITIES

Company law requires us as 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 we are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

We are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable us to ensure that the financial statements comply with the Companies Act 1985. We 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.

PRINCIPAL ACTIVITY

The company's principal activity during the year was the sale of industrial video equipment.

DIRECTORS AND THEIR INTERESTS

The directors in office throughout the year and their interests, and those of their families, in the shares of the company, were as follows:

	1997 Ordinary shares of £1 each <u>A shares</u> <u>B shares</u>	1996 Ordinary shares of £1 each A shares B shares
D M Turner	6,500 650	6,500 650
R G Webster	3,500 350	3,500 350

AUDITORS

The auditors, Wilson Sandford & Co, have indicated their willingness to accept re-appointment under Section 385(2) of the Companies Act 1985.

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

By Order of the Board

D M Turner Secretary 4 November 1997

AUDITORS REPORT TO THE SHAREHOLDERS OF RESOURCE TELEVISUAL SYSTEMS LIMITED

We have audited the financial statements on pages 4 to 10 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsiblity 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 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 30th September 1997 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985 as applicable to small companies.

Wilson Sandford & Co Chartered Accountants & Registered Auditors UK200 Group Member

97 Church Street Brighton East Sussex BN1 1UJ

14 November 1997

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH SEPTEMBER 1997

Continuing Operations

	<u>Notes</u>	£	1997 £	<u>1996</u>
TURNOVER	2		815,029	808,867
COST OF SALES			535,548	573,281
GROSS PROFIT			279,481	235,586
Administrative expenses			172,832	178,707
OPERATING PROFIT	3		106,649	56,879
Interest receivable		9,416		6,416
			9,416	6,416
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			116,065	63,295
Tax on ordinary activities	4		26,313	15,809
PROFIT FOR THE YEAR			89,752	47,486
Dividends	5		75,000	44,000
RETAINED PROFIT FOR THE YEAR			14,752	3,486
Retained profit brought forward			112,601	109,115
RETAINED PROFIT CARRIED FORWARD			£127,353	£112,601

There were no recognised gains or losses other than those passing through the profit and loss account.

There were no acquistions and no discontinued operations in the period.

The annexed notes form part of these financial statements.

BALANCE SHEET AS AT 30TH SEPTEMBER 1997

	<u>Notes</u>	£	1997 £	<u>1996</u> £
FIXED ASSETS				
Tangible assets	6		14,069	19,786
CURRENT ASSETS				
Stocks	7	22,097		36,757
Debtors	8	71,373		42,927
Cash at bank and in hand		155,317		100,992
		248,787		180,676
CREDITORS - amounts falling		240,707		180,070
due within one year	9	(124,503)		(76,861)
NET CURRENT ASSETS			124,284	103,815
NET ASSETS			£138,353	£123,601
CAPITAL AND RESERVES				
Called up share capital	10		11,000	11,000
Profit and loss account	2.0		127,353	112,601
	11		£138,353	£123,601
				

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

D M Turner

Directors

R G Webster

The annexed notes form part of these financial statements.

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below and have remained unchanged from the previous year, and also have been consistently applied within the same accounts.

1.1 Accounting conventions

The financial statements are prepared under the historical cost convention.

1.2 Depreciation of tangible assets

Depreciation is calculated to write off the net cost of each asset over its expected useful life and the following rates apply:-

Fixtures and fittings: 15-25% straight line
Motor vehicles: 25% reducing balance

1.3 Stocks

Stocks are valued at the lower of cost and net realisable value. Cost means purchase price including transport and handling costs, less trade discounts, calculated on a first in first out basis. Net realisable value means estimated selling price (less trade discounts) less all further costs to completion and all costs to be incurred in marketing, selling and distribution.

1.4 Deferred taxation

Provision for deferred taxation is made under the liability method only to the extent that it is possible that the liability will become payable in the foreseeable future.

1.5 Pension Costs

The company operates a defined contribution pension scheme. Contributions payable to the scheme are charged against profits of the accounting period in which they are payable.

1.6 Leases

All leases of the company are operating leases and the total payments made under them are charged to the profit and loss account on a straight line basis over the lease term.

NOTES TO THE ACCOUNTS - continued

2. TURNOVER

Turnover is the total amount receivable by the company in the ordinary course of business for goods supplied and for services provided, excluding VAT and trade discounts.

1% of the Company's turnover was attributable to exports, (1996:2%).

3.	OPERATING PROFIT	<u>1997</u>	<u>1996</u>
	This is stated after charging (crediting):	L	£
	Directors' emoluments Auditors' remuneration Depreciation Loss/(profit) on sale of fixed assets Operating lease rentals - premises	75,439 2,100 5,717 12,000	6,886 2,014
4.	TAXATION	1997 £	1996 £
	The tax charge on the profit on ordinary activities for the year was as follows:		
	U.K corporation tax at 22.5%	26,313	15,809
		£26,313	£15,809
5.	DIVIDENDS	1997	<u>1996</u>
	Dividends paid: £75 (1996 £44) per ordinary share	75,000	44,000

NOTES TO THE ACCOUNTS - continued

6. TANGIBLE FIXED ASSETS

o.	TANGIBLE FIXED ASSETS		Motor vehicles	
		£	£	£
	Cost: At 1st October 1996 & At 30th September 1997	16,029	18,685	34,714
	Depreciation: At 1st October 1996 Charge for year	10,257 2,214	4,671 3,503	14,928 5,717
	At 30th September 1997	12,471	8,174	20,645
	Net book value at 30th September 1997	£ 3,558	£10,511	£14,069
	Net book value at 30th September 1996	£ 5,772	£14,014	£19,786
7.	STOCKS		<u>1997</u>	1996 £
	Goods for resale		22,097	36 , 757
8.	DEBIORS		<u>1997</u>	1996 £
	Trade debtors Prepayments		65,790 5,583	37,286 5,641
			£71,373	£42,927

NOTES TO THE ACCOUNTS - continued

9.	CREDITIORS - AMOUNTS FALLING DUE WITHIN ONE YEAR		1997 £	1996 £
	Bank overdraft Trade creditors Corporation tax Social security and other taxes Directors' current accounts Accruals Advance corporation tax		66,714 7,563 10,467 25,002 2,257 12,500 £124,503	4,809 7,095 2
10.	SHARE CAPITAL	Authorised	Allotte and ful	d,Issued
		£	1997 £	1996 £
	'A' ordinary shares of fl each 'B' ordinary shares of fl each	10,000 1,000 £11,000	10,000 1,000 £11,000	10,000 1,000 £11,000
11.	RECONCILIATION OF MOVEMENTS IN SHAREHOLD	DERS FUNDS		
			<u>1997</u> £	<u>1996</u> £
	Profit for the financial period Dividends paid		89,752 (75,000)	•
	Net (dilution)/addition of shareholders Opening shareholders funds	funds	14,752 123,601	3,486 120,115
	Closing shareholders funds		£138,353	£123,601

12. LEASING COMMITMENTS

Operating lease rentals in respect of land and buildings amounting to £12,000 (1996 £12,000) are due within one year. The commitment to make this payment expires in more than five years.

NOTES TO THE ACCOUNTS - continued

13. PENSION COSTS

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £26,407 (1996 £20,407).