Reg.

2695678 (England and Wales)

SYSTEMATION EURO LIMITED

ABBREVIATED ACCOUNTS

FOR THE YEAR ENDED 31 MARCH 1997

A08 *A0J9MYSE* 254 COMPANIES HOUSE 03/09/97

CONTENTS

| | Pa | ıge | = |
|-----------------------------------|----|-----|----------|
| Auditors' Report | 1 | _ | 2 |
| Balance Sheet | 3 | - | 4 |
| Notes to the Abbreviated Accounts | 5 | - | 9 |

AUDITORS' REPORT TO SYSTEMATION EURO LIMITED PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8 TO THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 3 to 9 together with the financial statements of Systemation Euro Limited prepared under section 226 of the Companies Act 1985 for the year ended 31 March 1997.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with Schedule 8 to the Companies Act 1985. It is our responsibility to form an independent opinion as to the company's entitlement to the exemptions claimed in the directors' statement on page 3 and whether the abbreviated accounts have been properly prepared in accordance with that Schedule.

Basis of opinion

We have carried out the procedures we considered necessary to confirm, by reference to the audited financial statements, that the company is entitled to the exemptions and that the abbreviated accounts have been properly prepared from those financial statements. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled under sections 246 and 247 of the Companies Act 1985 to the exemptions conferred by Section A of Part III of Schedule 8 to that Act, in respect of the year ended 31 March 1997, and the abbreviated accounts on pages 3 to 9 have been properly prepared in accordance with that Schedule.

Other information

On .22/.8/97... we reported, as auditors of Systemation Euro Limited, to the members on the financial statements prepared under section 226 of the Companies Act 1985 for the year ended 31 March 1997, and our audit report was as follows:

'We have audited the financial statements on pages 4 to 5 which have been prepared under the historical cost convention and the accounting policies set out on page 9.

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 responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

AUDITORS' REPORT TO SYSTEMATION EURO LIMITED PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8 TO THE COMPANIES ACT 1985 (CONTINUED)

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 1997 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.'

Chartered Accountants Registered Auditor

HASLERS

22/8/97

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Johnston House 8 Johnston Road Woodford Green Essex IG8 0XA

ABBREVIATED BALANCE SHEET AS AT 31 MARCH 1997

| | AS AT 31 | L MARCH IS | 197 | | |
|--|----------------|------------|-----------|-----------|-----------|
| | | 1997 | | 1996 | |
| | Notes | £ | £ | £ | £ |
| FIXED ASSETS | | | | | |
| Intangible assets | 2 | | 61,411 | | 84,706 |
| Tangible assets | 3 | | 392,222 | | 402,365 |
| Investments | 4 | | 2 | | 2 |
| | | | | | |
| CURRENT ASSETS | | | 453,635 | | 487,073 |
| Stocks | | 75,884 | | 93,390 | |
| Debtors | | 241,213 | | 246,622 | |
| Cash at bank and in hand | | 1,934 | | 5,966 | |
| | | 319,031 | | 345,978 | |
| CREDITORS: amounts falling due within one year | | (322,633) | | (454,614) | |
| NET CURRENT LIABILITIES | | | (3,602) | | (108,636) |
| TOTAL ASSETS LESS CURRENT | | | | | 7 |
| LIABILITIES | | | 450,033 | | 378,437 |
| CREDITORS: amounts falling dafter more than one year | ue 5 | | (103,501) | | (48,894) |
| PROVISION FOR LIABILITIES | | | | | |
| AND CHARGES | | | (15,000) | | (18,000) |
| | | | £ 331,532 | | £ 311,543 |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 6 | | 100,000 | | 100,000 |
| Profit and loss account | | | 231,532 | | 211,543 |
| SHAREHOLDERS' FUNDS | | | £ 331,532 | | £ 311,543 |
| | | | | | |

ABBREVIATED BALANCE SHEET (CONTINUED) AS AT 31 MARCH 1997

In preparing these abbreviated accounts:

- (a) Advantage has been taken of the exemptions conferred by Section A of Part III of Schedule 8 to the Companies Act 1985, and
- (b) In the directors' opinion the company is entitled to these exemptions as a small company.

The financial statements were approved by the Board on 22/8/.97...

Director

HIS PATEL

Notes to the Abbreviated Accounts for the year ended 31 March 1997

1. ACCOUNTING POLICIES

1.1 ACCOUNTING CONVENTION

The financial statements are prepared under the historical cost convention and include the results of the company's operations as indicated in the directors' report, all of which are continuing.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a small company.

1.2 TURNOVER

Turnover represents amounts receivable for services provided net of VAT and trade discounts.

1.3 GOODWILL

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life of 5 years.

1.4 TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost less depreciation.

Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery - 20% Straight line

Fixtures, fittings

and equipment - 20% Straight line Motor vehicles - 25% Straight line

1.5 LEASING AND HIRE PURCHASE COMMITMENTS

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge in each period. .

Notes to the Abbreviated Accounts for the year ended 31 March 1997

1.6 INVESTMENTS

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

1.7 STOCK

Stock is valued at the lower of cost and net realisable value.

1.8 DEFERRED TAXATION

Provision is made for deferred taxation using the liability method to take account of timing differences between the incidence of income and expenditure for taxation and accounting purposes except to the extent that the directors consider that a liability to taxation is unlikely to crystallise.

1.9 FOREIGN CURRENCY TRANSLATION

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the accounting date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

2. Intangible Fixed Assets

| | Go | odwill |
|-------------------|----|---------|
| | | → £ |
| Cost | | |
| At 1 April 1996 & | | |
| at 31 March 1997 | | 116,481 |
| Amortisation | _ | |
| At 1 April 1996 | | 31,775 |
| Charge for year | | 23,295 |
| | _ | |
| At 31 March 1997 | | 55,070 |
| Net book value | _ | |
| Net book value | | |
| At 31 March 1997 | £ | 61,411 |
| | = | |
| At 31 March 1996 | £ | 84,706 |
| | = | - |

Notes to the Abbreviated Accounts for the year ended 31 March 1997

3. Tangible Assets

| rangible Assets | 733 | 714-1 | 70-1- | |
|------------------|------------------------|-------------|-------------------|----------|
| | Plant and machinery | - | Motor vehicles | Total |
| | £ | £ | £ | £ |
| Cost | | | | |
| At 1 April 1996 | 459,605 | 53,032 | 22,730 | 535,367 |
| Additions | 93,947 | 10,119 | 19,874 | 123,940 |
| Disposals | (6,000) | - | (16,300) | (22,300) |
| At 31 March 1997 | 547,552 | 63,151 | 26,304 | 637,007 |
| Depreciation | | | | |
| At 1 April 1996 | 109,563 | 18,825 | 4,614 | 133,002 |
| On disposals | (6,000) | - | (2,304) | (8,304) |
| Charge for year | 104,556 | 11,623 | 3,908 | 120,087 |
| At 31 March 1997 | 208,119 | 30,448 | 6,218 | 244,785 |
| Net book values | | | | |
| At 31 March 1997 | £ 339,433 | £ 32,703 | £ 20,086 £ | 392,222 |
| At 31 March 1996 | £ 350,042 | £ 34,208 | £ 18,115 £ | 402,365 |
| | | | | |

Notes to the Abbreviated Accounts for the year ended 31 March 1997

| 4. | Fixed Asset Investments | | 1997 £ | 1996 £ |
|----|---|------------------------|-------------|-------------|
| | Subsidiary undertakings | | 2 | 2 |
| | Investment in subsidiary unde | rtakings | | Shares £ |
| | Cost | | | - |
| | At 1 April 1996 & | | | |
| | at 31 March 1997 | | | 2 |
| | Net Book Values | | | |
| | At 31 March 1997 | | £ | 2 |
| | At 31 March 1996 | | £ | 2 |
| | In the opinion of the director investment in subsidiary under included in the balance sheet | rtakings is not less t | | |
| | Holdings of more than 10% | | | • |
| | The company holds more than 1 companies: | 0% of the share capita | l of the fo | ollowing |
| | _ | Country of registrati | on Share | s held |
| | Company Subsidiary undertaking | or incorporation | Class | 용 |
| | Groatmoor Limited (Dormant) | England and Wales | Ordina | ry 100 |
| | The aggregate amount of capita undertakings for the last relations | | | |
| | Cay | pital and reserves P | rofit for | the year |
| | Groatmoor Limited | £100 | £- | |

Notes to the Abbreviated Accounts for the year ended 31 March 1997

| 5. | Creditors: amounts falling due after more than one year | 1997 £ | 1996 £ |
|----|---|--------------------|-----------|
| | Loans (secured) Net obligations under finance leases | 52,854 | - |
| | and hire purchase contracts | 50,647 | 48,894 |
| | | 103,501 | 48,894 |
| | | = | - |
| | Loans | | |
| | Wholly repayable within five years Included in current liabilities | 97,524 (44,670) | - |
| | | £ 52,854 £ | |

The bank loan bears interest at 2.5% over the bank base rate.

| 6. | Share Capital | 1997 £ | 1996 £ |
|----|------------------------------------|-----------|-----------|
| | Authorised | - | ~ |
| | 500,000 Ordinary shares of £1 each | 500,000 | 500,000 |
| | Allotted, called up and fully paid | | |
| | 100,000 Ordinary shares of £1 each | 100,000 | 100,000 |

7. Related Party Transaction

The bank loan is also secured by a personal guarantee given by the directors.

The company rents a property from the directors at an annual rent of £44,400.