

REGISTER

Company Registration No. 1831793 (England and Wales)

**MICRO MINDER PLC
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2003**



**JOHN CUMMING ROSS
150 STRAND
LONDON
WC2R 1JA**

REGISTRAR

MICRO MINDER PLC

COMPANY INFORMATION

Directors	Mr B G Sheth Miss J Gajjar Mr K Shah
Secretary	Mr V Shah
Company number	1831793
Registered office	8A Wadsworth Road Perivale, Greenford Middlesex UB6 7JD
Auditors	John Cumming Ross 150 Strand London WC2R 1JA
Bankers	National Westminster Bank PLC 116 Fenchurch Street London EC3M 5AK
Solicitors	Kumar & Company 204-226 Imperial Drive Harrow Middlesex HA2 7HH

REGISTRATION

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MICRO MINDER PLC

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2003

The directors present their report and financial statements for the year ended 31 March 2003.

Principal activities and review of the business

The principal activities of the company continued to be that of dealing in computer hardware and software, installation, support, maintenance and the provision of ancillary services.

Future developments

The directors are optimistic about the long-term prospects for continued growth.

Directors

The following directors have held office since 1 April 2002:

Mr B G Sheth
Miss J Gajjar
Mr K Shah

Directors' interests

The directors' interests in the shares of the company were as stated below:

	Ordinary shares of £ 1 each	
	31 March 2003	1 April 2002
Mr B G Sheth	100,000	87,500
Miss J Gajjar	-	-
Mr K Shah	-	-

At the balance sheet date, Mrs K B Sheth, who is Mr B G Sheth's wife owned 100,000 ordinary shares of £1 each (2002: 87,500)

Charitable donations	2003 £	2002 £
During the year the company made the following payments:		
Charitable donations	500	966

Supplier payment policy

It is the company's policy to settle the terms of payment with suppliers when agreeing each transaction, to ensure that suppliers are made aware of these terms and abide by them. In 2002/2003, it was the company's policy to pay bills 30 days after the date of receipt of the invoice, provided that the goods or work to which the invoice relates have been received or completed to their satisfaction and any credit period has not expired. The trade creditors outstanding at the year end represented 51 days purchases.

Auditors

John Cumming Ross have agreed to offer themselves for re-appointment as auditors of the company.

MICRO MINDER PLC

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2003

Directors' responsibilities

Company law requires the 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, the directors 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 the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

By order of the board



Miss J Gajjar
Director

29 /10/2003

MICRO MINDER PLC

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MICRO MINDER PLC

We have audited the financial statements of MICRO MINDER PLC on pages 4 to 15 for the year ended 31 March 2003. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the directors and auditors

As described in the statement of directors' responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

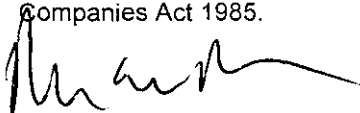
Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



John Cumming Ross
Chartered Certified Accountants and Registered Auditors
150 Strand
London
WC2R 1JA

31/10/2003

MICRO MINDER PLC

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2003

	Notes	2003 £	2002 £
Turnover	2	1,814,762	1,217,284
Cost of sales		(1,305,183)	(892,963)
Gross profit		509,579	324,321
Administrative expenses		(377,378)	(283,207)
Operating profit	3	132,201	41,114
Other interest receivable and similar income	4	1,449	710
Interest payable and similar charges	5	(4,493)	(189)
Profit on ordinary activities before taxation		129,157	41,635
Tax on profit on ordinary activities	6	(25,633)	(7,375)
Profit on ordinary activities after taxation	14	103,524	34,260

Movements in reserves are shown in note 14.

The profit and loss account has been prepared on the basis that all operations are continuing operations.

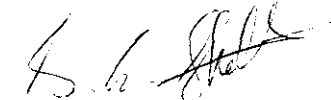
There are no recognised gains and losses other than those passing through the profit and loss account.

MICRO MINDER PLC

BALANCE SHEET AS AT 31 MARCH 2003

	Notes	2003 £	2002 £
Fixed assets			
Tangible assets	7	195,367	122,662
Current assets			
Stocks	8	75,655	55,489
Debtors	9	742,259	386,620
Cash at bank and in hand		242,840	159,682
		<u>1,060,754</u>	<u>601,791</u>
Creditors: amounts falling due within one year	10	<u>(461,980)</u>	<u>(254,450)</u>
Net current assets		598,774	347,341
Total assets less current liabilities		<u>794,141</u>	<u>470,003</u>
Creditors: amounts falling due after more than one year	11	(220,916)	(1,950)
Provisions for liabilities and charges	12	(1,648)	-
		<u>571,577</u>	<u>468,053</u>
Capital and reserves			
Called up share capital	13	200,000	175,000
Profit and loss account	14	371,577	293,053
Shareholders' funds - equity interests	15	<u>571,577</u>	<u>468,053</u>

The financial statements were approved by the Board on 21/1/2003



Mr B G Sheth
Director

MICRO MINDER PLC

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2003

	2003		2002	
	£	£	£	£
Net cash (outflow)/inflow from operating activities		(53,282)		98,602
Returns on investments and servicing of finance				
Interest received	1,449		710	
Interest paid	(4,493)		(189)	
Net cash (outflow)/inflow for returns on investments and servicing of finance		(3,044)		521
Taxation		(9,640)		(17,648)
Capital expenditure				
Payments to acquire tangible assets	(44,044)		(3,114)	
Receipts from sales of tangible assets	6,400		-	
Net cash outflow for capital expenditure		(37,644)		(3,114)
Net cash (outflow)/inflow before management of liquid resources and financing		(103,610)		78,361
Financing				
Other new long term loans	200,000		-	
Capital element of hire purchase contracts	(14,300)		(2,600)	
Net cash inflow/(outflow) from financing		185,700		(2,600)
Increase in cash in the year		82,090		75,761

MICRO MINDER PLC

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2003

1 Reconciliation of operating profit to net cash (outflow)/inflow from operating activities		2003	2002
		£	£
Operating profit		132,201	41,114
Depreciation of tangible assets		18,882	10,996
Profit on disposal of tangible assets		(3,650)	-
(Increase)/decrease in stocks		(20,166)	24,271
Increase in debtors		(357,572)	(6,356)
Increase in creditors within one year		177,023	28,577
Net cash (outflow)/inflow from operating activities		(53,282)	98,602

2 Analysis of net (debt)/funds	1 April 2002	Cash flow	Other non- 31 March 2003 cash changes
	£	£	£
Net cash:			
Cash at bank and in hand	159,682	83,158	-
Bank overdrafts	(32,849)	(1,068)	-
	<u>126,833</u>	<u>82,090</u>	<u>-</u>
Debt:			
Finance leases	(4,550)	14,300	(50,293)
Debts falling due after one year	-	(200,000)	-
	<u>(4,550)</u>	<u>(185,700)</u>	<u>(50,293)</u>
Net funds/(debt)	<u>122,283</u>	<u>(103,610)</u>	<u>(31,620)</u>

3 Reconciliation of net cash flow to movement in net (debt)/funds	2003	2002
	£	£
Increase in cash in the year	82,090	75,761
Cash (inflow)/outflow from (increase)/decrease in debt and lease financing	(185,700)	2,600
Change in net debt resulting from cash flows	(103,610)	78,361
New finance lease	(50,293)	-
Movement in net (debt)/funds in the year	(153,903)	78,361
Opening net funds	122,283	43,922
Closing net (debt)/funds	<u>(31,620)</u>	<u>122,283</u>

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

1 Accounting policies

1.1 Accounting convention

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

1.2 Turnover

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

1.3 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land 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:

Land and buildings Freehold	2.5% p.a. on a straight line basis
Plant and machinery	25% p.a. on a straight line basis
Fixtures, fittings & equipment	25% p.a. on a straight line basis
Motor vehicles	25% p.a. on a straight line basis

1.4 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and 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 on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.5 Stock

Stock is valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

1.6 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

1.7 Debtors

Factored debts are included on the balance sheet within debtors. The proceeds received from the factor are included as secured liabilities and factoring charges are recognised as they accrue.

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2003

3	Operating profit	2003	2002
		£	£
	Operating profit is stated after charging:		
	Depreciation of tangible assets	18,882	10,996
	Operating lease rentals	18,519	10,117
	Auditors' remuneration	5,250	4,500
	and after crediting:		
	Profit on disposal of tangible assets	(3,650)	-
		<u> </u>	<u> </u>
4	Investment income	2003	2002
		£	£
	Interest receivable	65	710
	Other interest received	1,384	-
		<u> </u>	<u> </u>
		1,449	710
		<u> </u>	<u> </u>
5	Interest payable	2003	2002
		£	£
	On bank overdrafts	65	74
	On other loans	2,740	-
	Hire purchase interest	1,663	90
	Other interest	25	25
		<u> </u>	<u> </u>
		4,493	189
		<u> </u>	<u> </u>

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2003

6	Taxation	2003 £	2002 £
	Domestic current year tax		
	U.K. corporation tax	22,052	9,640
	Adjustment for prior years	-	(332)
	Current tax charge	<u>22,052</u>	<u>9,308</u>
	Deferred tax		
	Deferred tax charge/credit current year	3,581	(1,933)
		<u>25,633</u>	<u>7,375</u>
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	<u>129,157</u>	<u>41,635</u>
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 19.00% (2002 : 20.00%)	<u>24,540</u>	<u>8,327</u>
	Effects of:		
	Non deductible expenses	318	494
	Depreciation	3,588	2,199
	Capital allowances	(5,700)	(1,380)
	Adjustments to previous periods	-	(332)
	Chargeable disposals	(694)	-
		<u>(2,488)</u>	<u>981</u>
	Current tax charge	<u>22,052</u>	<u>9,308</u>

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2003

7 Tangible fixed assets

	Land and buildings Freehold £	Plant and machinery £	Fixtures, fittings & equipment £	Motor vehicles £	Total £
Cost					
At 1 April 2002	142,783	2,721	1,881	43,424	190,809
Additions	-	315	26,609	67,412	94,336
Disposals	-	-	-	(16,900)	(16,900)
At 31 March 2003	142,783	3,036	28,490	93,936	268,245
Depreciation					
At 1 April 2002	29,280	1,580	459	36,827	68,146
On disposals	-	-	-	(14,150)	(14,150)
Charge for the year	3,570	719	874	13,719	18,882
At 31 March 2003	32,850	2,299	1,333	36,396	72,878
Net book value					
At 31 March 2003	109,933	737	27,157	57,540	195,367
At 31 March 2002	113,501	1,143	1,422	6,596	122,662

Included above are assets held under finance leases or hire purchase contracts as follows:

	Motor vehicles £
Net book values	
At 31 March 2003	55,362
At 31 March 2002	6,596
Depreciation charge for the year	
31 March 2003	13,146
31 March 2002	2,399

Freehold land and buildings

In the opinion of the directors there is no significant difference between the present value of the property and the amount stated in the financial statements.

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2003

8	Stocks	2003 £	2002 £
	Raw materials and finished goods	75,655	55,489
		<u>75,655</u>	<u>55,489</u>
9	Debtors	2003 £	2002 £
	Trade debtors	738,168	195,761
	Factored debtors	-	168,303
	Other debtors	2,487	9,070
	Prepayments and accrued income	1,604	11,553
	Deferred tax asset (see note 12)	-	1,933
		<u>742,259</u>	<u>386,620</u>
10	Creditors: amounts falling due within one year	2003 £	2002 £
	Bank loans and overdrafts	33,917	32,849
	Net obligations under hire purchase contracts	19,627	2,600
	Trade creditors	158,588	119,136
	Corporation tax	22,052	9,640
	Other taxes and social security costs	63,286	25,581
	Directors' current accounts	3,915	7,220
	Other creditors	147,170	52,749
	Accruals and deferred income	13,425	4,675
		<u>461,980</u>	<u>254,450</u>

The bank overdraft is secured by a debenture over all the assets of the company and a legal mortgage over the freehold property situated at 8A Wadsworth Road, Perivale, Greenford, Middlesex UB6 7JD.

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2003

11 Creditors: amounts falling due after more than one year	2003 £	2002 £
Other loans	200,000	-
Net obligations under hire purchase contracts	20,916	1,950
	<u>220,916</u>	<u>1,950</u>
Analysis of loans		
Not wholly repayable within five years other than by instalments:		
Other loans	200,000	-
	<u>200,000</u>	<u>-</u>
Net obligations under hire purchase contracts		
Repayable within one year	22,105	2,690
Repayable between one and five years	23,744	2,017
	<u>45,849</u>	<u>4,707</u>
Finance charges and interest allocated to future accounting periods	(5,306)	(157)
	<u>40,543</u>	<u>4,550</u>
Included in liabilities falling due within one year	(19,627)	(2,600)
	<u>20,916</u>	<u>1,950</u>

12 Provisions for liabilities and charges

	Deferred tax liability £
Balance at 1 April 2002	(1,933)
Profit and loss account	3,581
	<u>1,648</u>
Balance at 31 March 2003	<u>1,648</u>

The deferred tax liability is made up as follows:

	2003 £	2002 £
Accelerated capital allowances	1,648	(1,933)
	<u>1,648</u>	<u>(1,933)</u>

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2003

13	Share capital	2003	2002
		£	£
	Authorised		
	Equity shares		
	250,000 Ordinary shares of £ 1 each	250,000	250,000
		<u> </u>	<u> </u>
	Allotted, called up and fully paid		
	Equity shares		
	Ordinary shares of £1 each	175,000	150,000
	Bonus issue	25,000	25,000
		<u> </u>	<u> </u>
		200,000	175,000
		<u> </u>	<u> </u>
14	Statement of movements on profit and loss account		Profit and loss account £
	Balance at 1 April 2002		293,053
	Retained profit for the year		103,524
	Bonus issue of shares		(25,000)
			<u> </u>
	Balance at 31 March 2003		371,577
			<u> </u>
15	Reconciliation of movements in shareholders' funds	2003	2002
		£	£
	Profit for the financial year	103,524	34,260
	Opening shareholders' funds	468,053	433,793
		<u> </u>	<u> </u>
	Closing shareholders' funds	571,577	468,053
		<u> </u>	<u> </u>
16	Directors' emoluments	2003	2002
		£	£
	Emoluments for qualifying services	129,361	89,663
		<u> </u>	<u> </u>

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2003

17 Employees

Number of employees

The average monthly number of employees (including directors) during the year was:

	2003 Number	2002 Number
Office and management	19	12
Employment costs		
	£	£
Wages and salaries	363,658	289,034
Social security costs	35,088	29,170
	398,746	318,204

18 Related party transactions

i) At the balance sheet date the following amount were outstanding to/(from) related parties:

Name	Relationship	2003 £	2002 £
Mr G M Sheth	Mr B G Sheth's father	202,740	-
Imperial School of Feng Sui Limited	Mrs K B Sheth, director's wife	(1,228)	-

ii) At the balance sheet date amount due to directors was £3,915 (2002: £7,220).

iii) During the year interest payable on loan to Mr G M Sheth was £2,740 (2002: nil).

iv) For the whole year the company was under the control of Mr B G Sheth.