

Company Registration No. 1831793 (England and Wales)

**MICRO MINDER PLC
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2004**

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



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

MICRO MINDER PLC

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MICRO MINDER PLC

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2004

The directors present their report and financial statements for the year ended 31 March 2004.

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 ancilliary services.

The results for the year and the financial position at the year end were considered satisfactory by the directors.

Results and dividends

The results for the year are set out on page 4.

The directors do not recommend payment of an ordinary dividend.

Future developments

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

Directors

The following directors have held office since 1 April 2003:

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 2004	1 April 2003
Mr B G Sheth	100,000	100,000
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 (2003: 100,000).

Charitable donations	2004	2003
	£	£
During the year the company made the following payments:		
Charitable donations	-	500

MICRO MINDER PLC

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2004

Creditor payment policy

The company's current policy concerning the payment of trade creditors is to:

- settle the terms of payment with suppliers when agreeing the terms of each transaction;
- ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts; and
- pay in accordance with the company's contractual and other legal obligations.

In 2003/2004, it was the company policy to pay bills 30 days after the date of receipt of the invoice, provided the goods or work to which the invoice relates have been received or completed to their satisfaction and any credit period has not expired. On average, trade creditors at the year end represented 81 days' purchases.

Auditors

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

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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

On behalf of the board



Mr K Shah

Director

26.12.2004

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 2004. 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.

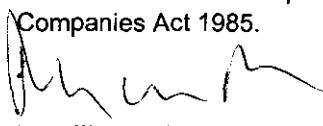
Basis of audit opinion

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 2004 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

27/10/2004

MICRO MINDER PLC

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2004

	Notes	2004 £	2003 £
Turnover	2	1,715,519	1,814,762
Cost of sales		(1,246,719)	(1,305,183)
Gross profit		<u>468,800</u>	<u>509,579</u>
Administrative expenses		(430,064)	(377,378)
Operating profit	3	<u>38,736</u>	<u>132,201</u>
Other interest receivable and similar income	4	1,124	1,449
Interest payable and similar charges	5	(18,401)	(4,493)
Profit on ordinary activities before taxation		<u>21,459</u>	<u>129,157</u>
Tax on profit on ordinary activities	6	(3,766)	(25,633)
Profit on ordinary activities after taxation	14	<u><u>17,693</u></u>	<u><u>103,524</u></u>

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

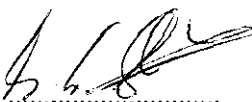
There are no recognised gains and losses other than those passing through the profit and loss account.

MICRO MINDER PLC

BALANCE SHEET AS AT 31 MARCH 2004

	Notes	2004 £	£	2003 £	£
Fixed assets					
Tangible assets	7		260,114		195,367
Current assets					
Stocks	8	67,860		75,655	
Debtors	9	865,412		742,259	
Cash at bank and in hand		226,943		242,840	
		<u>1,160,215</u>		<u>1,060,754</u>	
Creditors: amounts falling due within one year	10	<u>(565,817)</u>		<u>(461,980)</u>	
Net current assets			<u>594,398</u>		<u>598,774</u>
Total assets less current liabilities			<u>854,512</u>		<u>794,141</u>
Creditors: amounts falling due after more than one year	11		(262,279)		(220,916)
Provisions for liabilities and charges	12		<u>(2,963)</u>		<u>(1,648)</u>
			<u>589,270</u>		<u>571,577</u>
Capital and reserves					
Called up share capital	13	200,000		200,000	
Profit and loss account	14	389,270		371,577	
Shareholders' funds - equity interests	15		<u>589,270</u>		<u>571,577</u>

The financial statements were approved by the Board on 26/10/04.



Mr B G Sheth
Director

MICRO MINDER PLC

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2004

	2004	2003
£	£	£
Net cash inflow/(outflow) from operating activities	94,725	(53,282)
Returns on investments and servicing of finance		
Interest received	1,124	1,449
Interest paid	(18,401)	(4,493)
Net cash outflow for returns on investments and servicing of finance	(17,277)	(3,044)
Taxation	(22,053)	(9,640)
Capital expenditure		
Payments to acquire tangible assets	(55,682)	(44,044)
Receipts from sales of tangible assets	17,600	6,400
Net cash outflow for capital expenditure	(38,082)	(37,644)
Net cash inflow/(outflow) before management of liquid resources and financing	17,313	(103,610)
Financing		
Other new long term loans	30,822	200,000
Capital element of hire purchase contracts	(30,115)	(14,300)
Net cash inflow from financing	707	185,700
Increase in cash in the year	18,020	82,090

MICRO MINDER PLC

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2004

1	Reconciliation of operating profit to net cash inflow/(outflow) from operating activities	2004 £	2003 £
	Operating profit	38,736	132,201
	Depreciation of tangible assets	36,160	18,882
	Profit on disposal of tangible assets	(7,288)	(3,650)
	Decrease/(increase) in stocks	7,795	(20,166)
	Increase in debtors	(123,153)	(357,572)
	Increase in creditors within one year	142,475	177,023
	Net cash inflow/(outflow) from operating activities	94,725	(53,282)

2	Analysis of net debt	1 April 2003 £	Cash flow £	Other non- cash changes £	31 March 2004 £
	Net cash:				
	Cash at bank and in hand	242,840	(15,897)	-	226,943
	Bank overdrafts	(33,917)	33,917	-	-
		<u>208,923</u>	<u>18,020</u>	<u>-</u>	<u>226,943</u>
	Debt:				
	Finance leases	(40,543)	30,115	(55,537)	(65,965)
	Debts falling due after one year	(200,000)	(30,822)	-	(230,822)
		<u>(240,543)</u>	<u>(707)</u>	<u>(55,537)</u>	<u>(296,787)</u>
	Net debt	<u>(31,620)</u>	<u>17,313</u>	<u>(55,537)</u>	<u>(69,844)</u>

3	Reconciliation of net cash flow to movement in net debt	2004 £	2003 £
	Increase in cash in the year	18,020	82,090
	Cash inflow from increase in debt and lease financing	(707)	(185,700)
	Change in net debt resulting from cash flows	<u>17,313</u>	<u>(103,610)</u>
	New finance lease	(55,537)	(50,293)
	Movement in net debt in the year	(38,224)	(153,903)
	Opening net (debt)/funds	(31,620)	122,283
	Closing net debt	<u>(69,844)</u>	<u>(31,620)</u>

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2004

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.

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 2004

3	Operating profit	2004	2003
		£	£
	Operating profit is stated after charging:		
	Depreciation of tangible assets	36,160	18,882
	Operating lease rentals	3,266	18,519
	Auditors' remuneration	6,060	5,250
	and after crediting:		
	Profit on disposal of tangible assets	(7,288)	(3,650)
		<u><u> </u></u>	<u><u> </u></u>
4	Investment income	2004	2003
		£	£
	Interest receivable	1,124	65
	Other interest received	-	1,384
		<u><u> </u></u>	<u><u> </u></u>
		1,124	1,449
		<u><u> </u></u>	<u><u> </u></u>
5	Interest payable	2004	2003
		£	£
	On bank overdrafts	41	65
	On other loans	14,991	2,740
	Lease finance charges and hire purchase interest	3,369	1,663
	Other interest	-	25
		<u><u> </u></u>	<u><u> </u></u>
		18,401	4,493
		<u><u> </u></u>	<u><u> </u></u>

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2004

6	Taxation	2004 £	2003 £
	Domestic current year tax		
	U.K. corporation tax	2,450	22,052
	Current tax charge	2,450	22,052
	Deferred tax		
	Deferred tax charge/credit current year	1,316	3,581
		3,766	25,633
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	21,459	129,157
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 19.00% (2003: 19.00%)	4,077	24,540
	Effects of:		
	Non deductible expenses	419	318
	Depreciation	6,870	3,588
	Capital allowances	(6,122)	(5,700)
	Chargeable disposals	(1,385)	(694)
	Other tax adjustments	(1,409)	-
		(1,627)	(2,488)
	Current tax charge	2,450	22,052

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2004

7 Tangible fixed assets

	Land and buildings Freehold £	Plant and machinery £	Fixtures, fittings & equipment £	Motor vehicles £	Total £
Cost					
At 1 April 2003	142,783	3,036	28,490	93,936	268,245
Additions	35,725	7,500	3,757	64,237	111,219
Disposals	-	-	-	(36,179)	(36,179)
At 31 March 2004	178,508	10,536	32,247	121,994	343,285
Depreciation					
At 1 April 2003	32,850	2,299	1,333	36,396	72,878
On disposals	-	-	-	(25,867)	(25,867)
Charge for the year	3,570	2,444	5,862	24,284	36,160
At 31 March 2004	36,420	4,743	7,195	34,813	83,171
Net book value					
At 31 March 2004	142,088	5,793	25,052	87,181	260,114
At 31 March 2003	109,933	737	27,157	57,540	195,367

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

	Motor vehicles £
Net book values	
At 31 March 2004	85,691
At 31 March 2003	55,362
Depreciation charge for the year	
31 March 2004	23,596
31 March 2003	13,146

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 2004

8	Stocks	2004 £	2003 £
	Raw materials and finished goods	67,860	75,655
9	Debtors	2004 £	2003 £
	Trade debtors	850,169	738,168
	Other debtors	15,243	2,487
	Prepayments and accrued income	-	1,604
		865,412	742,259
10	Creditors: amounts falling due within one year	2004 £	2003 £
	Bank overdrafts	-	33,917
	Net obligations under finance leases and hire purchase contracts	34,508	19,627
	Trade creditors	223,136	158,588
	Corporation tax	2,450	22,052
	Other taxes and social security costs	54,793	63,286
	Directors' current accounts	8,433	3,915
	Other creditors	228,482	147,170
	Accruals and deferred income	14,015	13,425
		565,817	461,980

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2004

11 Creditors: amounts falling due after more than one year	2004 £	2003 £
Other loans	230,822	200,000
Net obligations under finance leases and hire purchase contracts	31,457	20,916
	<u>262,279</u>	<u>220,916</u>
Analysis of loans		
Not wholly repayable within five years other than by instalments:		
Other loans	230,822	200,000
	<u>230,822</u>	<u>200,000</u>
Net obligations under finance leases and hire purchase contracts		
Repayable within one year	39,077	22,105
Repayable between one and five years	35,448	23,744
	<u>74,525</u>	<u>45,849</u>
Finance charges and interest allocated to future accounting periods	(8,560)	(5,306)
	<u>65,965</u>	<u>40,543</u>
Included in liabilities falling due within one year	(34,508)	(19,627)
	<u>31,457</u>	<u>20,916</u>

12 Provisions for liabilities and charges

	Deferred tax liability £
Balance at 1 April 2003	1,648
Profit and loss account	1,316
	<u>2,963</u>
Balance at 31 March 2004	<u>2,963</u>

The deferred tax liability is made up as follows:

	2004 £	2003 £
Accelerated capital allowances	<u>2,963</u>	<u>1,648</u>

MICRO MINDER PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2004

13 Share capital	2004	2003
	£	£
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	200,000	175,000
Bonus issue	-	25,000
	<u> </u>	<u> </u>
	200,000	200,000
	<u> </u>	<u> </u>
14 Statement of movements on profit and loss account		Profit and loss account £
Balance at 1 April 2003		371,577
Retained profit for the year		17,693
		<u> </u>
Balance at 31 March 2004		389,270
		<u> </u>
15 Reconciliation of movements in shareholders' funds	2004	2003
	£	£
Profit for the financial year	17,693	103,524
Opening shareholders' funds	571,577	468,053
	<u> </u>	<u> </u>
Closing shareholders' funds	589,270	571,577
	<u> </u>	<u> </u>

16 Contingent liabilities

The Natwest Bank facilities of £15,000 in bank overdraft and £17,000 on company cards are secured over a first 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 2004

17 Directors' emoluments	2004 £	2003 £
Emoluments for qualifying services	134,689	129,361

18 Employees

Number of employees

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

	2004 Number	2003 Number
Office and management	23	19

Employment costs

	£	£
Wages and salaries	431,283	363,658
Social security costs	44,310	35,088
	475,593	398,746

19 Related party transactions

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

Name	Relationship	2004 £	2003 £
Mr G M Sheth	Mr B G Sheth's father	235,313	202,740
Imperial School of Feng Sui Limited	Mrs K B Sheth, wife of the director, is also a director of the company.	(1,445)	(1,228)

ii) At the balance sheet date amount due to directors was £8,433 (2003: £3,915).

iii) During the year interest payable on loan to Mr G M Sheth was £14,991 (2003: £2,740).

iv) During the year, total amounts of building works carried out by J Design Consultants Ltd, where Miss J Gajjar is also a director, were £35,725 (2003: £15,000).

v) Mr B G Sheth and Mrs K B Sheth had given a personal guarantee of £20,000 for the facilities provided by Natwest Bank Plc.

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