

VIRIDIAN INTERNATIONAL LIMITED

**DIRECTORS' REPORT
AND
FINANCIAL STATEMENTS**

FOR THE YEAR ENDED 30 APRIL 2002

COMPANY NUMBER: 3750310



VIRIDIAN INTERNATIONAL LIMITED

Directors

J Steenson
C J Thallon

Secretary and Registered Office

J Steenson
15 Station Road
St Ives
Cambridgeshire
PE27 5BH

REPORT OF THE DIRECTORS

The directors present their report, together with the financial statements for the year ended 30 April 2002.

ACTIVITIES AND BUSINESS REVIEW

The principal activity during the year was that of wholesale and distribution of health products.

The results for the year are shown on page 4. No dividends have been paid or proposed during the year (2001 - £Nil).

DIRECTORS AND THEIR INTERESTS

The directors who served during the year were as follows:-

	Ordinary shares of £1 each	
	At end of year No	At beginning of year No
J Steenson	1	1
C J Thallon	1	1

AUDITORS

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of Edwards as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

VIRIDIAN INTERNATIONAL LIMITED
DIRECTORS' REPORT CONTINUED
FOR THE YEAR ENDED 30 APRIL 2002

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 year. 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. The directors 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.

The above report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

13 January 2001.

By Order of the Board


J Steenson
Secretary

Edwards

CHARTERED ACCOUNTANTS

15 Station Road

St Ives

Cambridgeshire

PE27 5BH

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REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF VIRIDIAN INTERNATIONAL LIMITED

We have audited the financial statements of Viridian International Limited for the year ended 30 April 2002 on pages four to eight. These accounts have been prepared on the basis of the accounting policies set out therein.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards.

We report to you our opinion as to whether the accounts 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 accounts, 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

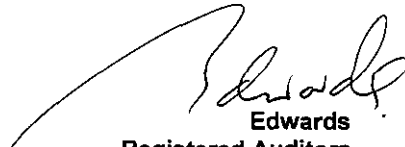
We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

OPINION

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 30 April 2002 and of its result for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985.

13 January 2003


Edwards
Registered Auditors

VIRIDIAN INTERNATIONAL LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 APRIL 2002

	Notes	2002 £	2001 £
TURNOVER	2	834,138	488,543
Cost of sales		(438,783)	(249,624)
GROSS PROFIT		395,355	238,919
DISTRIBUTION EXPENSES		(415,877)	(239,513)
ADMINISTRATIVE EXPENSES		(156,737)	(79,272)
OPERATING LOSS	3	(177,259)	(79,866)
Other income		21	-
Interest receivable		428	-
Interest payable		(23,545)	(2,368)
(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		(200,355)	(82,234)
RETAINED (LOSSES) BROUGHT FORWARD		(102,771)	(20,537)
RETAINED (LOSSES) CARRIED FORWARD		£(303,126)	£(102,771)

Continuing Operations

Turnover and operating loss derive wholly from continuing operations.

Total Recognised Gains and Losses

There were no recognised gains or losses either in the current or preceding year other than those recorded in the profit and loss account.

VIRIDIAN INTERNATIONAL LIMITED

BALANCE SHEET

AS AT 30 APRIL 2002

	Notes	£	2002 £	£	2001 £
FIXED ASSETS					
Tangible assets	5		65,723		59,435
CURRENT ASSETS					
Stock		164,387		78,968	
Debtors	6	206,800		114,416	
Cash at bank and in hand		43,154		-	
			414,341	193,384	
CREDITORS: Amounts falling due within one year	7	(768,896)		(328,511)	
NET CURRENT (LIABILITIES)			(354,555)	(135,127)	
TOTAL ASSETS LESS CURRENT LIABILITIES			(288,832)	(75,692)	
CREDITORS: Amounts falling due within more than one year	8		(14,292)	(27,077)	
NET (LIABILITIES)			£(303,124)	£(102,769)	
CAPITAL AND RESERVES					
Called up share capital	10		2	2	
Profit and loss account			(303,126)	(102,771)	
SHAREHOLDERS' FUNDS	11		£(303,124)	£(102,769)	

These financial statements were approved by the board of directors on 13/02/03 and were signed on its behalf by:



C J Thallon
Director

VIRIDIAN INTERNATIONAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2002

1 ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention in accordance with the following accounting policies:

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax

Tangible Fixed Assets

Tangible fixed assets acquired by the company have been capitalised at cost.

Depreciation of Tangible Fixed Assets

Depreciation is provided on tangible fixed assets except freehold land, at rates calculated to write off the cost less estimated residual value over the estimated useful life as follows:

Fixtures, fittings and equipment	- 20% reducing balance
Motor vehicles	- 20% reducing balance

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost comprises the purchase cost plus the cost incurred in bringing each product to its present location or condition. Net realisable value is based on estimated selling price and further costs expected to be incurred.

Operating Leases

Rentals under operating leases, under which substantially all of the benefits and risks of ownership remain with the lessor, are charged against profits as incurred.

Finance Leases

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a 'finance lease'. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated over its estimated useful life or the term of the lease, whichever is shorter. Future instalments under such leases, net of finance charges, are included within creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account, and the capital element.

Deferred Taxation

The accounting policy in respect of deferred tax has been changed to reflect the requirements of FRS19 'Deferred Tax'. Deferred tax is provided on the liability method to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. The company has adopted a policy of discounting deferred tax liabilities.

Despite the adoption of the standard, no prior year adjustment has been made, as under the previous accounting policies, no provision was required in 2001. In addition, the comparatives for 2001 have not been restated as a deferred tax asset would not have been provided for, as due to taxable losses being incurred for the foreseeable future, there was insufficient evidence to support recognition of this.

2 TURNOVER

The turnover and pre-tax loss are wholly attributable to the company's main activities.

Turnover attributable to geographical markets outside the United Kingdom amounted to 19% (2001 – 15%).

3 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Is stated after charging:

	2002 £	2001 £
Depreciation:		
- owned assets	2,260	1,080
- leased	11,101	12,032
Auditors remuneration	2,500	1,015

VIRIDIAN INTERNATIONAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 APRIL 2002

4 TAXATION

	2002 £	2001 £
a) Analysis of charge in year		
Current tax:		
UK corporation tax on profits for the year	-	-
Deferred tax	-	-
	<u>£ -</u>	<u>£ -</u>
b) Factors affecting the current tax charge for year		
(Loss) on ordinary activities before tax	(200,355)	(82,234)
Profit on ordinary activities multiplied by standard rate of UK corporation tax of 20% (2001: 20%)	(40,771)	(16,446)
Effects of:		
Capital allowances for the year in excess of depreciation	(733)	(2,130)
Expenses disallowed	2,443	1,621
Current year tax losses carried forward	38,361	16,955
	<u>£ -</u>	<u>£ -</u>
c) Factors that may affect future tax charges		

There is an excess deferred tax asset of £59,458 (2001 - £38,360) relating to taxable losses carried forward which has not been recognised, as the directors indicate there is insufficient evidence to support recognition of a deferred tax asset. The losses are available to carry forward under current law.

5 TANGIBLE FIXED ASSETS

	Motor vehicles £	Fixtures, fittings and equipment £	Total £
COST			
At 1 May 2001	56,105	10,669	66,774
Additions	14,900	4,749	19,649
Disposals	-	-	-
	<u>71,005</u>	<u>15,418</u>	<u>86,423</u>
At 30 April 2002	71,005	15,418	86,423
DEPRECIATION			
At 1 May 2001	5,568	1,771	7,339
Charge for year	11,101	2,260	13,361
Released	-	-	-
	<u>16,669</u>	<u>4,031</u>	<u>20,700</u>
At 30 April 2002	16,669	4,031	20,700
NET BOOK VALUE			
At 30 April 2002	£ 54,336	£ 11,387	£ 65,723
At 30 April 2001	£ 50,537	£ 8,898	£ 59,435

Included in fixed assets are motor vehicles held under hire purchase agreements. The net book value of such assets is £54,336 (2001 £50,537).

VIRIDIAN INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

FOR THE YEAR ENDED 30 APRIL 2002

6	DEBTORS	2002	2001
		£	£
	Trade debtors	203,570	114,416
	Prepayments	1,822	-
	Other debtors	1,408	-
		£206,800	£114,416
7	CREDITORS: Amounts falling due within one year	2002	2001
		£	£
	Bank overdraft	-	3,330
	Trade creditors	313,905	126,393
	Other taxes and social security	5,626	3,928
	Hire purchase agreements	20,542	16,542
	Other creditors	403,280	177,318
	Accruals	25,543	1,000
		£768,896	£328,511
8	CREDITORS: Amounts falling due in more than one year		
	Hire purchase agreements	£ 14,292	£ 27,077
9	DEFERRED TAXATION	2002	2001
		£	£
	Accelerated capital allowances	2,657	1,924
	Tax losses carried forward	(59,458)	(38,360)
	Undiscounted provision	£(56,301)	£(36,436)

No deferred tax asset net of deferred tax liability has been recognised as the directors indicate there is insufficient evidence to support recognition of this. The losses are available to carry forward under current law.

10	SHARE CAPITAL	2002	2001
		£	£
	Authorised		
	100 Ordinary shares of £1 each	£ 100	£ 100
	Allotted, called up and fully paid		
	2 Ordinary shares of £1 each	£ 2	£ 2
11	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		
	(Loss) after taxation	(200,355)	(82,234)
	Opening shareholders' funds	(102,769)	(20,535)
	Closing shareholders' funds	£(303,124)	£(102,769)
12	CONTROL		

The company was under the control of the directors.

13 POST BALANCE SHEET EVENTS

The company had been experiencing financial difficulties. However, this has been resolved with a \$500,000 loan being agreed subsequent to the year end date.