

FINANCIAL STATEMENTS
FOR THE YEAR ENDED
30 SEPTEMBER 2003

Company No: 1208441

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2003

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OFFICERS AND PROFESSIONAL ADVISERS FOR THE YEAR ENDED 30 SEPTEMBER 2003

Company registration number:	1208441
Registered office:	Viglen House Alperton Lane Alperton Middlesex HA0 1DX
Directors:	Sir Alan Sugar DSc Bordan Tkachuk Michael Ray BSc ACA
Secretary:	Michael Ray
Bankers:	Lloyds TSB Bank Plc 72 Lombard Street London EC3P 3BT
Auditors:	Deloitte & Touche LLP Chartered Accountants London

REPORT OF THE DIRECTORS

The directors have pleasure in presenting their report and the audited financial statements for the year ended 30 September 2003.

Principal activities

The supply of IT solutions to the educational markets, the public sector and corporate markets. The solutions supplied incorporate the latest PC Technology, networking, software and services.

Business review and future prospects

The company continues to focus its growth on the educational markets. The award of four major contracts in Northern Ireland together with our managed service solutions in Scotland to Dumfries and Galloway have shown that our strategy is working.

During the coming year we will install the balance to the outstanding schools in Northern Ireland and look to focus on selling solutions and services as well as keeping our cost base under tight control.

Results and dividends

The results for the year are set out on page 6. The profit for the period after taxation amounted to £4,428,609 (2002: £752,076). On 9 December 2002 a dividend of £7,426,848 (2002:£nil) was declared and paid, this represented a dividend of £742.6848 per share (2002:£nil).

Directors and directors' interests

The current membership of the Board is set out on page 1. Sir Alan Sugar was appointed as a director on 27 November 2002. Armand Abramian resigned on 12 December 2002 and Razmik Babaian resigned on 31 January 2003. Other than these changes all directors severed throughout the year. No director has or had, during the period, any interests in the shares of the company. The interests held by Sir Alan Sugar, Bordan Tkachuk and Michael Ray in the shares of the parent company are disclosed in the financial statements of Viglen Technology Limited.

Directors' responsibilities for the financial statements

United Kingdom company law requires the directors to prepare financial statements for each financial year, which give a true and fair view of the state of the affairs of the company as at the end of the financial year 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;
- state whether applicable accounting standards have been followed;
- make judgements and estimates that are reasonable and prudent; and
- 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 the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE DIRECTORS

Payment policy

It is the company's normal practice to pay its suppliers within agreed terms provided that the suppliers meet their obligations. Trade creditors at the period end amounted to 45 days (2002:80 days) of average supplies for the period.

Political and charitable donations

Charitable donations of £50,000 (2002:£nil) were made in the period. No political donations were made during the period.

Research and development

The company carries out research and development as part of its day-to-day activities in relation to its products according to the market in which it operates.

Employee involvement

The company has continued its practice of keeping employees informed of matters affecting them as employees and the financial and economic factors affecting the performance of the company.

This is achieved through the notice boards and announcement of daily sales performance against targets.

Employment of disabled persons

It is the policy of the company to give full and fair consideration to applications for employment from disabled persons, to continue wherever possible the employment of members of staff who may become disabled and to ensure that suitable training, career development and promotion is afforded to such persons.

Auditors

On 1 August 2003, Deloitte & Touche, the Company's auditors transferred their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Company's consent has been given to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003 under the provisions of section 26(5) of the Companies Act 1989. A resolution to re-appoint Deloitte & Touche LLP as the Company's auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed by order of the Board

M E Ray Secretary

5 December 2003

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VIGLEN LIMITED

We have audited the financial statements of Viglen Limited for the year ended 30 September 2003, which comprise the profit and loss account, the balance sheet, cash flow statement, the statement of Principal Accounting Policies, and the related notes 1 to 24. These financial statements have been prepared under 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 auditors' 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 directors and auditors

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and 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 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 for the above period and consider the implications for our report if we become aware of any apparent misstatements.

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 30 September 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors

London

5 December 2003 Page 4

PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom and under the historical cost convention except that certain freehold properties are shown at their revalued amounts. The principal accounting policies set out below have remained unchanged from the previous year.

Turnover

Turnover comprises the invoiced value of goods sold and services supplied by the company, excluding value added tax and trade discounts.

Depreciation

Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets other than freehold land by equal annual instalments over their expected useful lives. The rates generally applicable are:

Leasehold improvements

- over life of lease

Motor vehicles

- 25% on cost

Fixtures and fittings

- 10% - 20% on cost

Equipment held at third parties as part of a managed service are depreciated over the life of the contract.

Managed Services

Assets used in providing managed services are capitalised at cost. These assets are then depreciated over the life of the contract. Revenue from these contracts is recognised over the life of the contract in line with the services provided.

Stocks and work in progress

Stocks and work in progress are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow moving stocks.

Research and development

Expenditure on research and development is charged against profits in the period in which it is incurred.

Foreign currencies

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities are translated at the rates of exchange ruling at the balance sheet date. All exchange differences are dealt with through the profit and loss account.

Deferred taxation

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded, as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Warranty

Warranty revenues are recognised as profit in the year of sale. Provision is made in the same period for the expected future cost of providing the warranty.

Exemption from preparing group accounts

The financial statements contain information about Viglen Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as it is a wholly owned subsidiary of Viglen Technology Limited (see note 24).

Leased assets

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

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 SEPTEMBER 2003

		Year ended 30 September 2003	Year ended 30 September 2002
	Note	£	£
Turnover	1	77,611,373	70,647,493
Operating costs	2	(71,618,996)	(69,644,273)
Operating profit		5,992,377	1,003,220
Net interest	4	353,788	602,723
Profit on ordinary activities before taxation	5	6,346,165	1,605,943
Tax on profit on ordinary activities	6	(1,917,556)	(853,867)
Profit on ordinary activities after taxation		4,428,609	752,076
Equity dividends	7	(7,426,848)	
Retained (loss)/profit for the period transferred to reserves	16	(2,998,239)	752,076

All results are derived from continuing operations.

No statement of Recognised Gain and Losses has been prepared because there have been no recognised gains or losses other than the profit or loss for current and prior year.

	Note		As at 30 September 2003		As at 30 September 2002
		£	£	£	£
Fixed assets					
Tangible assets	8		11,277,357		13,837,307
Current assets					
Stocks	9	4,576,189		6,965,486	
Debtors	10	14,883,752		18,179,102	
Cash at bank and in hand		5,007,498		24,458,366	
		24,467,439		49,602,954	
Creditors: amounts falling due		,		, ,	
within one year	11	(23,145,316)		(41,201,486)	
Net current assets			1,322,123		8,401,468
Total assets less current liabilities Creditors: amounts falling due			12,599,480		22,238,775
after more than on year	12		(3,538,354)		(11,675,344)
Provisions for liabilities and charges	13		(4,622,450)		(3,126,516)
			4,438,676		7,436,915
Capital and reserves					
Called up share capital	15		10,067		10,067
Profit and loss account	16		4,428,609		7,426,848
Shareholders' funds			4,438,676		7,436,915
Equity shareholders' funds			4,428,676		7,426,915
Non equity shareholders' funds			10,000		10,000
			4,438,676		7,436,915

The financial statements were approved by the Board of Directors on 5 December 2003.

M E Ray

CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER 2003

			Year ended		Year ended
	Note		30 September 2003		30 September 2002
		£	£	£	£
Net cash (outflow)/inflow from operating activities	18		(7,900,296)		28,915,358
Return on investments and servicing of finance					
Interest received Interest paid	_	355,872 (2,084)		605,241 (2,518)	
Net cash inflow from returns on investments and servicing of finance			353,788		602,723
Taxation Corporation tax paid			(880,371)		(588,243)
Capital expenditure and financial investment Purchase of tangible fixed assets Sale of tangible fixed assets		(3,627,261) 30,120		(13,728,336) 46,599	
Net cash outflow from capital expenditure and financial investment		_	(3,597,141)		(13,681,737)
Equity dividends paid			(7,426,848)		
Increase in cash in the period	19		(19,450,868)		15,248,101

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2003

1 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Turnover and profit on ordinary activities before taxation are attributable to the manufacturing and marketing of computers, peripherals and software. The company operates in one class of business activity. Turnover and operations arise predominantly in the UK.

2 OPERATING COSTS

	Year ended 30 September 2003	Year ended 30 September 2002
	£	£
Other operating income	(10,537)	(7,865)
Changes in work in progress and finished goods	2,202,654	(2,070,807)
Raw material and consumables	49,962,158	52,792,868
Other external charges	5,072,221	5,158,358
Staff costs	7,915,093	8,852,737
Depreciation	6,173,489	2,053,558
Profit on sale of fixed assets	(16,398)	(11,428)
Other operating charges	320,316	2,876,852
	71,618,996	69,644,273

3 STAFF COSTS

Staff costs during the year were as follows:

	Year ended 30 September 2003	Year ended 30 September 2002
	£	£
Wages and salaries	7,171,385	8,067,837
Social security costs	743,708	784,900
	7,915,093	8,852,737

The average number of employees of the company during the year was 246 (2002:291).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2003

3	STAFF COSTS (continued)		
	Remuneration in respect of directors was as follows:	Year ended 30 September 2003	Year ended 30 September 2002
	Management remuneration	£ 733,847	£ 861,386
	Pension contributions	-	-
		733,847	861,386
	The amounts set out above include remuneration in r follows:	espect of the highest p	paid director as
		Year ended 30 September 2003	Year ended 30 September 2002
	Highest paid director	£ 223,272	£ 369,607
4	NET INTEREST	Year ended 30 September 2003	Year ended 30 September 2002
	Interest receivable	£ 355,872	£ 605,241
	Interest payable on bank overdrafts	(2,084)	(2,518)
		353,788	602,723
5	PROFIT ON ORDINARY ACTIVITIES BEFOR Profit on ordinary activities before taxation is after c		
		Year ended	Year ended
		30 September 2003	30 September 2002
		£	£
	Auditors' remuneration:	05.000	21 000
	 - Audit services - Non audit services 	25,000 14,090	31,000 23,600
	Operating lease payments - land and buildings	915,000	23,000 849,000
	Sperding rease balments - iand and oundings	717,000	1 244 072

Provision against non-recoverable group balance

Depreciation on owned assets

1,244,973

2,053,558

6,173,489

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2003

6 TAX ON PROFIT ON ORDINARY ACTIVITIES

	Year ended 30 September 2003 £	Year ended 30 September 2002 £
Current taxation		
United Kingdom corporation tax:		
Current tax on income for the year at 30% (2002 - 30%)	2,553,920	225,522
Adjustment in respect of prior years' tax provisions	-	(207,444)
Total current taxation	2,553,920	18,078
Deferred taxation		
Movement in short term timing difference	(636,364)	646,288
Prior year adjustments	-	189,501
Tax on profit on ordinary activities.	1,917,556	853,867

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 30%. The actual tax charge of the current and the previous year differs from the standard rate for the reasons set out in the following reconciliation:

	Year ended 30 September 2003 £	Year ended 30 September 2002 £
Profit on ordinary activities before tax	6,346,165	1,605,943
Tax on profit on ordinary activities before tax at standard rate	(1,903,850)	(481,783)
Factors affecting charge for the year:		
Expenses not deductible for tax purposes	(13,706)	(390,027)
Capital allowances in excess of depreciation	(641,794)	623,679
Movement in short term differences	5,430	22,609
Prior period adjustments		207,444
Current tax charge for the year	(2,553,920)	(18,078)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2003

7 DIVIDENDS

On 9 December 2002 a dividend of £7,426,848 was declared and paid (2002:£nil). This represented a dividend of £742.6848 per share (2002:£nil).

8 TANGIBLE FIXED ASSETS

im	Leasehold provements £	Fixtures, fittings and equipment £	Managed Service Assets £	Motor vehicles £	Total £
Cost or valuation					
At 1 October 2002	796,602	5,722,194	14,263,876	592,973	21,375,645
Additions	14,700	78,758	3,533,803	-	3,627,261
Disposals		(2,500,761)	(18,877)	(170,973)	(2,690,611)
At 30 September 2003	811,302	3,300,191	17,778,802	422,000	22,312,295
Depreciation					
At 1 October 2002	747,373	4,978,846	1,379,296	432,823	7,538,338
Disposals	_	(2,500,761)	(18,877)	(157,251)	(2,676,889)
Charged in the year	28,366	380,014	5,673,495	91,614	6,173,489
At 30 September 2003	775,739	2,858,099	7,033,914	367,186	11,034,938
Net book amount					
At 30 September 2003	35,563	442,092	10,744,888	54,814	11,277,357
Net book amount					
At 30 September 2002	49,229	743,348	12,884,580	160,150	13,837,307

During the year £13,895,027 of revenue (2002:£3,200,338) was recognised in respect of managed service assets.

9 STOCKS

	30 September 2003	30 September 2002
	£	£
Raw materials, consumables and bought in		
products	3,253,111	3,439,754
Work in progress and finished goods	1,323,078	3,525,732
	4,576,189	6,965,486

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2003

10 DEBTORS

	30 September 2003	30 September 2002
	£	£
Trade debtors	13,405,505	17,050,938
Amounts owed by group undertakings	613,713	260,000
Other debtors	950	457,377
Corporation tax	259,992	179,624
Deferred tax asset (see note 14)	269,270	-
Prepayments and accrued income	334 <u>,32</u> 2	231,163
	14,883,752	18,179,102

11 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30 September 2003	30 September 2002
	£	£
Trade creditors	6,019,437	11,774,008
Amounts owed to group undertakings	249,855	12,632,653
Corporation tax	1,753,917	-
Deferred tax liability	-	367,094
Other taxes and social security costs	1,471,376	1,788,663
Accruals	795,819	1,161,210
Deferred Income	12,854,912	13,477,858
	23,145,316	41,201,486

12 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	30 September 2003 £	30 September 2002 £
Deferred Income		
Falling due between 1 and 2 years	2,661,394	9,771,833
Falling due between 2 and 5 years	876,960	1,903,511
	3,538,354	11,675,344

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2003

13	PROVISIONS FOR LIABILITIES AND CHARGE	ES	
			£
	At 1 October 2002		3,126,516
	Utilised during the year Provided during the year		(2,078,893) 3,544,827
	At 30 September 2003	-	4,622,450
	These provisions relate to the expected future cost of provide	ding warranty support.	4,022,450
		- , .,	
14	DEFERRED TAXATION	30 September	30 September
		2003	2002
		£	£
	Movement on deferred taxation balance in year		
	Opening balance – provision/(asset)	367,094	(468,695)
	(Credit)/charge to profit and loss amount	(636,364)	835,789
		(269,270)	367,094
		30 September	30 September
		2003	2002
		£	£
	Capital allowances in excess of depreciation	(250,809)	390,985
	Short term timing differences	(18,461)	(23,891)
	Deferred tax liability/(asset)	(269,270)	367,094
15	CALLED UP SHARE CAPITAL		
10		30 September	30 September
		2003 £	2002 £
	Authorised, allotted, called up and fully paid	ı	x.
	10,000 deferred shares of £1 each	10,000	10,000
	10,000 ordinary shares of \$0.01 each	67	67
		10,067	10,067
	The deferred shares do not have voting rights attached to	them and are not entitled to re	eceive a dividend.
16	PROFIT AND LOSS ACCOUNT		
10	TROFIT AND LOSS ACCOUNT	30 September	30 September
		2003	2002
		£	£
	At 1 October Retained (loss)/profit for the period	7,426,848 (2,998,239)	6,674,772
	At 30 September	4,428,609	752,076 7,426,848
	At 30 September	+,+20,007	7,420,640
17	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		
		30 September 2003	30 September
		2003 £	2002 £
	Profit for the financial period	4,428,609	752,076
	Dívidends	(7,426,848)	
	Net (decrease)/increase in shareholders' funds	(2,998,239)	752,076
	Shareholders' funds at 1 October	7,436,915	6,684,839
	Shareholders' funds at 30 September	4,438,676	7,436,915

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2003

Over five years

18	NET CASH INFLOW FROM OPERATIN	G ACTIVITIES		
-0			30 September	30 September
			2003	2002
	Out 174 in 1991 64		£	£
	Operating profit Depreciation		5,992,377 6,173,489	1,003,220 2,053,558
	Profit on sale of fixed assets		(16,398)	(11,428)
	Decrease/(Increase) in stocks		2,389,297	(2,754,809)
	Decrease/(Increase) in debtors		3,644,988	(366,147)
	(Decrease)/Increase in creditors		(18,820,047)	17,298,791
	(Decrease)/Increase in deferred income		(8,759,936)	10,885,116
	Increase in provisions		1,495,934	807,057
	Net cash inflow from continuing operating ac	ctivities	(7,900,296)	28,915,358
	· · · ·			
19	RECONCILIATION OF NET CASH FLO	OW TO MOVEME	NT IN NET FUNDS	
			2003	2002
			£	£
	A. 1. O. a. b.		24.450.266	0.010.005
	At 1 October		24,458,366	9,210,265
	Change in net funds resulting from cash flov	VS	<u>(19,450,868)</u> 5,007,498	15,248,101
	At 30 September		3,007,498	24,458,366
20	ANALYSIS OF CHANGES IN NET FUN	ms		
20	AMELDIO OF CHARGES HARD FOR	30 September	Cash flow	30 September
		2003		2002
		£	£	£
	~	5 00 7 100	(40.450.060)	21.452.266
	Cash in bank and in hand	5,007,498	(19,450,868)	24,458,366
21	COMPINICIONE L'ADIT PRIEC			
21	CONTINGENT LIABILITIES There were no contingent liabilities at 30 Se	entember 2003 (2002	·fnil)	
	There were no contingent nationales at 50 Sc	premier 2003 (2002	٠,٠٠٠٠	
22	LEASING COMMITMENTS			
	At 30 September 2003 the company had an	annual operating lea	se commitment of £ 9	15,000
	(2002:£849,000). The operating leases to v			
			30 September	30 September
			2003	2002
			Land and	Land and
			buildings	buildings
			£	£
	In one year or less		-	_
	Between one and five years		465,000	849,000
	Over five viere		450,000	3 ,- ,-

849,000

465,000 450,000

915,000

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2003

23 RELATED PARTY TRANSACTION

The company's headquarters, Viglen House, is owned by Amsprop Estates Limited a company wholly owned by Sir Alan Sugar. On 1 December 2002 the company signed a fifteen year lease agreement on Viglen House with Amshold Securities Limited for an annual rent of £450,000. The building was subsequently sold by Amshold Securities to Amsprop Investments Limited.

24 PARENT COMPANY AND CONTROLLING PARTY

Viglen Technology Limited, incorporated in Great Britain, is the company's parent company. The ultimate parent company is Amsprop London Limited, a company incorporated in Great Britain. Consolidated accounts are prepared by Amsprop London Limited. Copies of the accounts for both of these companies can be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff CF14 3UZ. The ultimate controlling party is Sir Alan Sugar.

The company has taken advantage of the exemptions conferred by Financial Reporting Standard Number 8 "Related Party Disclosures", in respect of transactions with group undertakings.