

**REGISTRAR OF  
COMPANIES**

**Optichrome Computer Systems Limited**

Report and Financial Statements

Year Ended

30 April 2000



**BDO Stoy Hayward**  
Chartered Accountants

# **OPTICHROME COMPUTER SYSTEMS LIMITED**

**Annual report and financial statements for the year ended 30 April 2000**

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Directors

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## **Directors**

E Stephens  
M K Godding  
H van Esch  
J P Coen  
G R Richens  
R Spiers  
N J Tyler

## **Secretary and registered office**

M K Godding, 96-103 Maybury Road, Woking, Surrey, GU21 5HX

## **Company number**

1608093

## **Auditors**

BDO Stoy Hayward, 8 Baker Street, London, W1U 3LL.

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# **OPTICHROME COMPUTER SYSTEMS LIMITED**

## **Report of the directors for the year ended 30 April 2000**

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The directors present their annual report together with the audited financial statements for the year ended 30 April 2000.

### **Results and dividends**

The profit and loss account is set out on page 4 and shows the profit for the year.

The directors do not recommend a dividend for the year under review.

### **Principal activities, trading review and future developments**

The principal activities of the company are the development of computer software, sale of computer hardware and software and its subsequent maintenance.

The company faced increasing competitive pressure and in the circumstances the directors are satisfied with the results for the year.

The directors are addressing the level of overheads with a view to restoring the company's level of profitability to that achieved in recent years.

### **Directors**

The directors of the company during the year were:

E Stephens	
M K Godding	
H van Esch	
J P Coen	(appointed 29 December 1999)
J H Marment	(resigned 31 March 2000)
G R Richens	
R Spiers	
N J Tyler	

None of the directors had any interest in the ordinary share capital of the company.

The interests of E Stephens in the share capital of the parent company, Optichrome Group Limited, are shown in the financial statements of that company.

## **OPTICHROME COMPUTER SYSTEMS LIMITED**

**Report of the directors for the year ended 30 April 2000 (*Continued*)**

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### **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; 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **Auditors**

BDO Stoy Hayward have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

### **By order of the board**

M K Godding

  
**Director**

Date     20 DEC 2000

# **OPTICHROME COMPUTER SYSTEMS LIMITED**

## **Report of the auditors**

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### **To the shareholders of Optichrome Computer Systems Limited**

We have audited the financial statements on pages 4 to 13 which have been prepared under the accounting policies set out on page 6.

#### *Respective responsibilities of directors and auditors*

As described on page 2 the company's directors are responsible for the preparation of the 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.

#### *Basis of opinion*

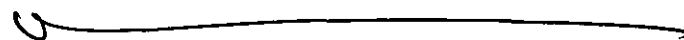
We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements 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 30 April 2000 and of the profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



  
**BDO STOY HAYWARD**  
*Chartered Accountants  
and Registered Auditors*  
London

20 December 2000

**OPTICHROME COMPUTER SYSTEMS LIMITED****Profit and loss account for the year ended 30 April 2000**

	<b>Note</b>	<b>2000 £</b>	<b>1999 £</b>
<b>Turnover</b>	2	3,471,150	3,816,560
Cost of sales		2,812,753	3,064,621
		<hr/>	<hr/>
<b>Gross profit</b>		658,397	751,939
Administrative expenses		925,254	894,907
		<hr/>	<hr/>
		(266,857)	(142,968)
Other operating income	4	360,024	369,194
		<hr/>	<hr/>
<b>Operating profit</b>		93,167	226,226
Interest payable		(939)	-
		<hr/>	<hr/>
<b>Profit on ordinary activities before taxation</b>	5	92,228	226,226
Taxation on profit from ordinary activities	7	-	86,319
		<hr/>	<hr/>
<b>Profit on ordinary activities after taxation</b>		92,228	139,907
Dividends - equity	8	-	50,000
		<hr/>	<hr/>
<b>Profit for the year</b>		92,228	89,907
Retained profit brought forward		1,409,459	1,319,552
		<hr/>	<hr/>
<b>Retained profit carried forward</b>		1,501,687	1,409,459
		<hr/> <hr/>	<hr/> <hr/>

All amounts relate to continuing activities.

All recognised gains and losses are included in the profit and loss account.

The profit for the year represents the movement in shareholders' funds.

The notes on pages 6 to 13 form part of these financial statements

# OPTICHRONE COMPUTER SYSTEMS LIMITED

Balance sheet at 30 April 2000

	Note	2000		1999	
		£	£	£	£
<b>Fixed assets</b>					
Tangible assets	9		112,061		135,153
Investments	10		84,604		80,440
			<u>196,665</u>		<u>215,593</u>
<b>Current assets</b>					
Stocks	11	99,729		32,164	
Debtors	12	2,198,674		2,138,974	
Cash at bank and in hand		999		56,355	
		<u>2,299,402</u>		<u>2,227,493</u>	
<b>Creditors: amounts falling due within one year</b>	13	977,209		1,033,127	
		<u>1,322,193</u>		<u>1,194,366</u>	
<b>Net current assets</b>					
			1,322,193		1,194,366
<b>Creditors: amounts falling due after more than one year</b>	14		(16,671)		-
			<u>1,502,187</u>		<u>1,409,959</u>
<b>Net assets</b>					
			<u>1,502,187</u>		<u>1,409,959</u>
<b>Capital and reserves</b>					
Called up share capital	16		500		500
Profit and loss account			1,501,687		1,409,459
			<u>1,502,187</u>		<u>1,409,959</u>
<b>Shareholders' funds</b>					
			<u>1,502,187</u>		<u>1,409,959</u>

All amounts within shareholders' funds are equity.

These financial statements were approved by the Board on

20 DEC 2000

E/Stephens  
Director

The notes on pages 6 to 13 form part of these financial statements.

# OPTICHRONE COMPUTER SYSTEMS LIMITED

Notes forming part of the financial statements for the year ended 30 April 2000

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## 1 Accounting policies

These financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards. The following principal accounting policies have been applied:

### *Turnover*

Turnover represents sales at invoiced amounts less value added tax.

### *Depreciation*

Depreciation is provided to write off the cost, less estimated residual values, of all fixed assets over their expected useful lives. It is calculated on the original cost of the assets at the following annual rates:

Plant and equipment	-	20% - 33 1/3%
Office equipment, fixtures and fittings	-	15%
Motor vehicles	-	20% - 25%

### *Stocks*

Stocks are valued at the lower of cost, including attributable overheads, and net realisable value.

Net realisable value is based on estimated selling price less further costs to completion.

### *Deferred taxation*

Provision is made for timing differences between the treatment of certain items for taxation and accounting purposes, except that no provision is made where it can be reasonably foreseen that such deferred taxation will not be payable in the future.

### *Research and development expenditure*

All such expenditure except that on capital equipment and licences to use software is written-off in the year it is incurred.

### *Foreign currency*

Foreign currency transactions are translated at the rates ruling when they occurred. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet dates. Any differences are taken to the profit and loss account.

### *Pension costs*

Contributions to the company's defined contribution pension scheme are charged to the profit and loss account in the year in which they become payable.



## OPTICHROME COMPUTER SYSTEMS LIMITED

Notes forming part of the financial statements for the year ended 30 April 2000 (Continued)

### 2 Turnover

Turnover is analysed by market below:

	2000 £	1999 £
UK	3,011,279	3,323,012
Europe	371,269	410,001
Australia	24,952	18,579
Other overseas	63,650	64,968
	<u>3,471,150</u>	<u>3,816,560</u>

### 3 Employees

Staff costs (including directors) consist of:

	2000 £	1999 £
Wages and salaries	939,185	862,304
Social security costs	98,196	89,268
Pension costs	23,284	6,138
	<u>1,060,665</u>	<u>957,710</u>

The average weekly number of employees during the year was as follows:

	Number	Number
Full time	38	37

### 4 Other operating income

This includes income from fellow group undertakings of £360,000 (1999 - £360,000).

**OPTICHRONE COMPUTER SYSTEMS LIMITED**Notes forming part of the financial statements for the year ended 30 April 2000 (*Continued*)**5 Profit on ordinary activities before taxation**

	2000 £	1999 £
This is arrived at after charging:		
Depreciation	68,731	60,308
Auditors' remuneration	18,005	18,500
Operating lease rentals	85,576	100,979
	<u>          </u>	<u>          </u>

**6 Directors' emoluments**

	2000 £	1999 £
Aggregate emoluments	183,126	151,801
Company pension contributions to money purchase schemes	7,740	2,708
	<u>          </u>	<u>          </u>
	190,866	154,509
	<u>          </u>	<u>          </u>

Retirement benefits are accruing to two directors under money purchase pension schemes (1999 – 2).

**7 Taxation on profit from ordinary activities**

	2000 £	1999 £
Payment relating to group relief	-	86,319
	<u>          </u>	<u>          </u>

**8 Dividends**

	2000 £	1999 £
Interim dividends paid in year	-	50,000
	<u>          </u>	<u>          </u>

# OPTICHROME COMPUTER SYSTEMS LIMITED

Notes forming part of the financial statements for the year ended 30 April 2000 (*Continued*)

## 9 Tangible assets

	Plant and equipment £	Office equipment, fixtures and fittings £	Motor vehicles £	Total £
<i>Cost</i>				
At 1 May 1999	269,005	55,210	27,109	351,324
Additions	10,868	9,322	36,923	57,113
Disposals	(95,083)	(940)	(17,714)	(113,737)
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 April 2000	184,790	63,592	46,318	294,700
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Depreciation</i>				
At 1 May 1999	170,471	31,868	13,832	216,171
Provided for the year	56,335	7,697	4,699	68,731
Disposals	(91,883)	(47)	(10,333)	(102,263)
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 April 2000	134,923	39,518	8,198	182,639
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Net book value</i>				
At 30 April 2000	49,867	24,074	38,120	112,061
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 April 1999	98,534	23,342	13,277	135,153
	<hr/>	<hr/>	<hr/>	<hr/>

Included within tangible assets are motor vehicles held under hire purchase agreement with a net book value of £27,658.

# OPTICHROME COMPUTER SYSTEMS LIMITED

Notes forming part of the financial statements for the year ended 30 April 2000 (*Continued*)

## 10 Investments

	Shares in group undertakings £
<i>Cost</i>	
At 1 May 1999	80,440
Subsidiary struck off	(500)
Investment in year	4,664
	<hr/>
At 30 April 2000	84,604
	<hr/>

The following companies were subsidiary undertakings at the end of the year:

	Country of registration	Proportion of equity held	Nature of business
Subsidiary undertakings			
Optichrome Computer Solutions Limited	England	100%	Software development
Optichrome Management Information Systems Pty Limited	Queensland, Australia	100%	Software development
Optichrome Computer Systems (Espana) SA	Spain	100%	Software development
Optichrome Computer System France Sarl	France	100%	Software development

The company is exempt from the obligations to prepare group financial statements as it is itself a subsidiary undertaking and its immediate parent undertaking is established under the law of a member state of the European Union.

## 11 Stock

	2000 £	1999 £
Finished goods and goods for resale	99,729	32,164
	<hr/>	<hr/>

**OPTICHROME COMPUTER SYSTEMS LIMITED**Notes forming part of the financial statements for the year ended 30 April 2000 *(Continued)***12 Debtors**

	2000 £	1999 £
Amounts receivable within one year		
Trade debtors	892,995	1,058,624
Amount owed by parent undertakings	910,181	670,920
Amount owed by subsidiary undertakings	303,172	270,320
Other debtors	500	500
Prepayments and accrued income	91,826	138,610
	<u>2,198,674</u>	<u>2,138,974</u>

**13 Creditors: amounts falling due within one year**

	2000 £	1999 £
Trade creditors	107,478	158,651
Taxation and social security	81,615	83,770
Amount due to subsidiary undertakings	7,062	673
Accruals and deferred income	773,554	790,033
Hire purchase	7,500	-
	<u>977,209</u>	<u>1,033,127</u>

The bank overdraft was unsecured.

**14 Creditors: amounts falling due after more than one year**

	2000 £	1999 £
Hire purchase	16,671	-
	<u>16,671</u>	<u>-</u>

# OPTICHROME COMPUTER SYSTEMS LIMITED

Notes forming part of the financial statements for the year ended 30 April 2000 (*Continued*)

## 15 Deferred taxation

	2000		1999
	Unprovided	Provided	Unprovided
	£	in	£
		accounts	
		£	accounts
			£
Accelerated capital allowances	10,053	-	11,775
	<u>10,053</u>	<u>-</u>	<u>11,775</u>

## 16 Share capital

	2000	1999
	£	£
<i>Authorised, allotted, called up and fully paid</i>		
Ordinary shares of £1 each	500	500
	<u>500</u>	<u>500</u>

## 17 Operating lease commitments

At 30 April 2000 the company had annual commitments in respect of operating leases as follows:

	Other	Other
	2000	1999
	£	£
Operating leases which expire:		
Within one year	59,587	54,100
In two to five years	60,384	37,797
	<u>119,971</u>	<u>91,897</u>

## **OPTICHROME COMPUTER SYSTEMS LIMITED**

**Notes forming part of the financial statements for the year ended 30 April 2000 (*Continued*)**

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### **18 Parent company**

The company is a wholly owned subsidiary undertaking of Optichrome Group Limited, a company registered in England.

### **19 Pension costs**

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £23,284 (1999 -£6,138). At the 30 April 2000 there were no outstanding or prepaid contributions to the scheme.

### **20 Cash flow statement**

The company has used the exemption under Financial Reporting Standard 1, 'Cash Flow Statements', not to prepare a cash flow statement as a consolidated cash flow statement is included in the financial statements of its ultimate parent company.

### **21 Related party transactions**

The company has taken advantage of the exemption available to ninety per cent owned subsidiaries under FRS8 and not disclosed transactions with group undertakings.