

DISTRIBUTED INTELLIGENCE SYSTEMS LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2002

Company Registration Number 02304369



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DISTRIBUTED INTELLIGENCE SYSTEMS LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

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DISTRIBUTED INTELLIGENCE SYSTEMS LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors	A P Ansell S A Jepson C Delplanque
Company secretary	S H Sweetman
Registered office	12 Sheet Street Windsor Berkshire SL4 1BG
Auditors	Feltons Chartered Accountants & Registered Auditors 12 Sheet Street Windsor Berkshire SL4 1BG
Bankers	Lloyds TSB Bank Plc 2 Thames Street Windsor Berkshire
Solicitors	Ashurst Morris Crisp Broadwalk House 5 Appold Street London EC2A 2HA

DISTRIBUTED INTELLIGENCE SYSTEMS LIMITED

THE DIRECTORS' REPORT

YEAR ENDED 31 MARCH 2002

The directors present their report and the financial statements of the company for the year ended 31 March 2002.

PRINCIPAL ACTIVITIES

The principal activity of the company continued to be that of the development and sale of computer programmes and services.

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	Ordinary Shares of £1 each	
	At 31 March 2002	At 1 April 2001
A P Ansell	1	1
S A Jepson	—	—
C Delplanque	—	—

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 at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on page 6, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also 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.

AUDITORS

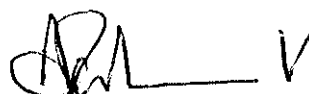
A resolution to re-appoint Feltons as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

Registered office:
12 Sheet Street
Windsor
Berkshire
SL4 1BG

Signed on behalf of the directors



A.P. Ansell
Director

Approved by the directors on 23.11.03.....

DISTRIBUTED INTELLIGENCE SYSTEMS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

YEAR ENDED 31 MARCH 2002

We have audited the financial statements on pages 4 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND THE AUDITORS

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities on page 2.

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. Our responsibilities do not extend to any other information.

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 2002 and of the loss of the company for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

12 Sheet Street
Windsor
Berkshire
SL4 1BG

FELTONS
Chartered Accountants
& Registered Auditors

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24/1/2003

DISTRIBUTED INTELLIGENCE SYSTEMS LIMITED**PROFIT AND LOSS ACCOUNT****YEAR ENDED 31 MARCH 2002**

	Note	2002 £	2001 £
TURNOVER	2	—	69,899
Cost of sales		—	27,000
GROSS PROFIT		—	42,899
Administrative expenses		<u>18,072</u>	<u>67,764</u>
OPERATING LOSS	3	(18,072)	(24,865)
Interest payable		—	7
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(18,072)	(24,872)
Tax on loss on ordinary activities		—	(110)
LOSS FOR THE FINANCIAL YEAR		(18,072)	(24,762)
Balance brought forward		<u>(8,044)</u>	<u>16,718</u>
Balance carried forward		<u>(26,116)</u>	<u>(8,044)</u>

The company has no recognised gains or losses other than the results for the year as set out above.

All of the activities of the company are classed as continuing.

DISTRIBUTED INTELLIGENCE SYSTEMS LIMITED

BALANCE SHEET

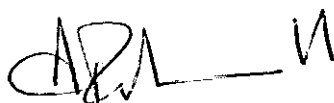
YEAR ENDED 31 MARCH 2002

	Note	2002 £	£	2001 £	£
CURRENT ASSETS					
Debtors	4	886		4,658	
Cash at bank and in hand		<u>2,020</u>		<u>1,876</u>	
		2,906		6,534	
CREDITORS: Amounts falling due within one year					
	5	<u>29,020</u>		<u>14,576</u>	
NET CURRENT LIABILITIES			(26,114)		(8,042)
TOTAL ASSETS LESS CURRENT LIABILITIES			(26,114)		(8,042)
CAPITAL AND RESERVES					
Called-up equity share capital	7		2		2
Profit and Loss Account			<u>(26,116)</u>		<u>(8,044)</u>
DEFICIENCY	8		(26,114)		(8,042)

These financial statements have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

These financial statements were approved by the directors on the 22/1/03..... and are signed on their behalf by:

A P ANSELL
Director



DISTRIBUTED INTELLIGENCE SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2002

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention.

Cash flow statement

The company has taken advantage of the exemptions in Financial Reporting Standard No. 1 from the requirement to produce a cash flow statement on the grounds that it is a small company.

Turnover

Turnover comprises the value of sales excluding value added tax and trade discounts.

Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the Profit and Loss Account on a straight line basis.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

2. TURNOVER

The turnover was derived from the company's principal activity which was carried out wholly in Europe.

3. OPERATING LOSS

Operating loss is stated after charging:

	2002	2001
	£	£
Directors' emoluments	—	—
Auditors' fees	<u>1,350</u>	<u>1,600</u>

4. DEBTORS

	2002	2001
	£	£
Amounts owed by group undertakings	596	2,884
Other debtors	<u>290</u>	<u>1,774</u>
	<u>886</u>	<u>4,658</u>

DISTRIBUTED INTELLIGENCE SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2002

5. CREDITORS: Amounts falling due within one year

	2002	2001
	£	£
Trade creditors	233	553
Amounts owed to group undertakings	24,730	12,211
Other taxation and social security	246	-
Other creditors	3,811	1,812
	<u>29,020</u>	<u>14,576</u>

6. RELATED PARTY TRANSACTIONS

The company's ultimate holding company is Technology in Action Group Limited, a company incorporated in the United Kingdom and registered in England and Wales.

During the year the company was charged £nil (2001: £15,000) in management fees by Technology in Action Group Limited. During the year the company sold goods and services to Technology in Action Group Ltd in the normal course of business for £42 (2001: £nil). The company also reimbursed Technology in Action Group Limited £378 (2001: £484) for expenses paid on their behalf. At 31 March 2002 the amount due to TIA Group Ltd was £7,141 (2001: £954)

During the year the company sold goods and services in the normal course of business to Distributed Intelligence Systems SARL for £21,214 (2001: £10,959). The company also purchased goods and services from Distributed Intelligence System SARL for £2,012 (2001: £22,870). The price charged was cost plus 15% in the case of each individual purchase and sale. At 31 March 2002 the amount due to Distributed Intelligence Systems SARL was £12,565 (2001: £11,208)

During the year the company sold goods in the normal course of business to Distributed Intelligence Systems Incorporated for £645 (2001: nil). The price charged was cost plus 15% in the case of each individual purchase and sale. At 31 March 2002 the amount due from Distributed Intelligence Systems Incorporated was £596 (2001: due from £49).

During the year the company paid royalties of £nil (2001: £12,000) to Retail Research and Development Limit, in the normal course of business. This charge is based on 30% of software sales and 70% of maintenance sales. At 31 March 2002 the amount due from Retail Research and Development Ltd was £nil (2001: £2,400)

During the year the company made various loans to behalf of Distributed Intelligence Consultants International Limited, in the normal course of business. At 31 March 2002 the amount due to Distributed Intelligence Consultants International Limited was £4,000 (2001: due to £119).

Retail Computer Services Limited is the group VAT representative for the Technology in Action Group. At 31 March 2002 £1,025 (2001: due to £365) was due to Retail Computer Services Limited, for VAT reclaims.

These companies are all fellow subsidiaries of Technology In Action Group Limited.

DISTRIBUTED INTELLIGENCE SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2002

7. SHARE CAPITAL

Authorised share capital:

	2002	2001
	£	£
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

Allotted, called up and fully paid:

	2002	2001
	£	£
Ordinary share capital	<u>2</u>	<u>2</u>

8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2002	2001
	£	£
Loss for the financial year	(18,072)	(24,762)
Opening shareholders' equity (deficit)/funds	<u>(8,042)</u>	<u>16,720</u>
Closing shareholders' equity deficit	<u>(26,114)</u>	<u>(8,042)</u>