PRESTIGE SYSTEMS PLC FINANCIAL STATEMENTS FOR 31 MARCH 2003

Company Registration Number 2323320

HAINES WATTS

Chartered Accountants & Registered Auditors
49 Waterloo Road
Wolverhampton
West Midlands
WV1 4UZ



FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003

CONTENTS	PAGE
The directors' report	1
Independent auditors' report to the shareholders	3
Profit and loss account	5
Group statement of total recognised gains and losses	6
Group balance sheet	7
Balance sheet	8
Notes to the financial statements	9
The following page does not form part of the financial statem	ents
Detailed profit and loss account	18

THE DIRECTORS' REPORT

YEAR ENDED 31 MARCH 2003

The directors have pleasure in presenting their report and the financial statements of the group for the year ended 31 March 2003.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year under review was the supply of computer systems and related support services.

The company has experienced another difficult year for trading as shown in the profit and loss account but the directors remain optimistic about the future performance in 2003/2004.

RESULTS AND DIVIDENDS

The trading results for the year, and the group's financial position at the end of the year are shown in the attached financial statements.

The directors have recommended the following dividends:

	2003	2002
	£	£
Dividend paid on ordinary shares	24,000	_

THE DIRECTORS AND THEIR INTERESTS

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 £0.10 each		
	At	At	
	31 March 2003	1 April 2002	
J A Dawson	250,000	250,000	
E D A Dawson	250,000	250,000	
D Cleary	,	, <u> </u>	
J Tully	_		

POLICY ON THE PAYMENT OF CREDITORS

It is the company's policy to maintain good relationships with its suppliers. Suppliers are made aware of the terms of payment, which are agreed with them in advance and these terms are adhered to. The number of days' purchases included in trade creditors at 31 March 2003 was 11.

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 group at the end of the year and of the group's 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 9, and then apply them consistently;

make judgements and estimates that are reasonable and prudent; and

prepare the financial statements on the going concern basis unless it is inappropriate to

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 MARCH 2003

presume that the group 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 group 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 group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

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

Registered office: Lygon Court Hereward Rise Halesowen

West Midlands B63 3EB Signed by order of the directors

K J GRAINGER Company Secretary

Approved by the directors on ... 26/6/03

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS YEAR ENDED 31 MARCH 2003

We have audited the financial statements on pages 5 to 17 which have been prepared under the historical cost convention and the accounting policies set out on page 9.

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND THE AUDITORS

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and Accounting Standards are set out in the Statement of Directors' Responsibilities on pages 1 to 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 group'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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS (continued)

YEAR ENDED 31 MARCH 2003

OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs and of the group as at 31 March 2003 and of the profit of the group for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

49 Waterloo Road Wolverhampton West Midlands WV1 4UZ

274 June 2003

HAINES WATTS
Chartered Accountants
& Registered Auditors

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2003

	Note	2003 £	2002 £
GROUP TURNOVER	2	7,288,113	6,036,124
Cost of sales		5,272,721	4,500,201
GROSS PROFIT		2,015,392	1,535,923
Administrative expenses Other operating income	3	1,935,554 (24,000)	2,011,894
OPERATING PROFIT/(LOSS)	4	103,838	(475,971)
Exceptional item	7	160,000	
		263,838	(475,971)
Interest receivable		10,782	28,550
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		274,620	(447,421)
Tax on profit/(loss) on ordinary activities	8	43,713	(39,325)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		230,907	(408,096)
Minority interests		<u></u>	39,743
PROFIT/(LOSS) ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY	10	230,907	(447,839)
Dividends	11	24,000	_
RETAINED PROFIT/(LOSS) FOR THE FINANCIAL YEAR		206,907	(447,839)

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

The company has taken advantage of section 230 of the Companies Act 1985 not to publish its own Profit and Loss Account.

GROUP STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES YEAR ENDED 31 MARCH 2003

	2003	2002
	£	£
Profit/(Loss) for the financial year		
attributable to the shareholders of the parent company	230,907	(447,839)
Total recognised gains and losses relating to the year	230,907	(447,839)
Prior year adjustment (see note 12)	(107 000)	
rifor year adjustment (see note 12)	(107,000)	
Total gains and losses recognised since the last annual report	123,907	

GROUP BALANCE SHEET

31 MARCH 2003

	2003		2002	
	Note	£	£	£
FIXED ASSETS				
Tangible assets	13		47,558	114,914
Investments	14		-	_
			47,558	114,914
CURRENT ASSETS				
Stocks	15	99,754		24,605
Debtors	16	1,374,877		842,171
Cash at bank and in hand		642,315		771,734
		2,116,946		1,638,510
CREDITORS: Amounts falling due within one				
year	17	1,432,215		961,042
NET CURRENT ASSETS			684,731	677,468
TOTAL ASSETS LESS CURRENT LIABILITIES	ı		732,289	792,382
CREDITORS: Amounts falling due after more			•	
than one year	18			160,000
			732,289	632,382
CAPITAL AND RESERVES				
Called-up equity share capital	21		50,000	50,000
Profit and loss account	22		682,289	582,382
SHAREHOLDERS' FUNDS	23		732,289	632,382

These financial statements were approved by the directors on the ... 26/6/03. and are signed on their behalf by:

J A DAWSON DIRECTOR

BALANCE SHEET

31 MARCH 2003

	2003		2002	
	Note	£	£	£
FIXED ASSETS				
Tangible assets	13		47,558	113,631
Investments	14			20,000
			47,558	133,631
CURRENT ASSETS				
Stocks	15	99,754		24,605
Debtors	16	1,374,877		960,875
Cash at bank and in hand		641,674		757,451
		2,116,305		1,742,931
CREDITORS: Amounts falling due within one				
year	17	1,429,908		939,163
NET CURRENT ASSETS			686,397	803,768
TOTAL ASSETS LESS CURRENT LIABILITIES			733,955	937,399
CAPITAL AND RESERVES				<u></u>
Called-up equity share capital	21		50,000	50,000
Profit and loss account	22		683,955	887,399
SHAREHOLDERS' FUNDS			733,955	937,399
				

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

J A DAWSON/ DIRECTOR

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2003

1. ACCOUNTING POLICIES

Basis of accounting

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

Basis of consolidation

The consolidated accounts incorporate the accounts of the company and all group undertakings. These are adjusted, where appropriate, to conform to group accounting policies. Acquisitions are accounted for under the acquisition method and goodwill on consolidation is capitalised and written off over five years from the year of acquisition. The results of companies acquired or disposed of are included in the profit and loss account after or up to the date that control passes respectively. As a consolidated profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group accounts by virtue of section 230 of the Companies Act 1985.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Motor vehicles 25% straight line basis Office equipment 25% straight line basis

House software 33% & 50% straight line basis

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

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.

Maintenance and support income

Maintenance and support income is recognised fully to the profit and loss account at the date of invoicing. The related support expenditure is also accrued in its entirety at this point.

This policy has changed from the preceding accounting period when income and expenditure on support contracts were recognised in the profit and loss account by reference to the period of the support contract.

The effect of this change in accounting policy is shown in the prior year adjustment note to these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003

2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the group. An analysis of turnover is given below:

	United Kingdom European Union USA	2003 £ 7,236,822 51,291	2002 £ 6,031,954 2,800 1,370
		7,288,113	6,036,124
3.	OTHER OPERATING INCOME		
	Rent receivable	2003 £ 24,000	2002 £
4.	OPERATING PROFIT/(LOSS)		
	Operating profit/(loss) is stated after charging/(crediting):	2003 £	2002 £
	Depreciation Loss/(profit) on disposal of fixed assets Auditors' remuneration	64,444 15,271	94,451 (1,500)
	- as auditors	7,140	8,000
	Operating lease costs: Plant and equipment	7,514	4,405

5. PARTICULARS OF EMPLOYEES

The average number of staff employed by the group during the financial year amounted to:

	2003	2002
	No	No
Number of distribution staff	19	19
Number of administrative staff	10	10
	29	29
		
The aggregate payroll costs of the above were:		
	2003	2002
	£	£
Wages and salaries	1,123,929	1,140,924
Social security costs	129,651	137,174
Other pension costs	20,587	15,949
	1,274,167	1,294,047

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003

6. DIRECTORS' EMOLUMENTS

The directors' aggregate emoluments in respect of qualifying services were:

Emoluments receivable	2003 £ 221,950	2002 £ 249,000
Value of company pension contributions to money purchase schemes	5,557	5,557
	<u>227,507</u>	254,557
EXCEPTIONAL ITEM		
	2003 £	2002 £
Waiver of loan by minority interests	$\underbrace{(160,000)}^{\mathfrak{L}}$	
TAX ON PROFIT OR (LOSS) ON ORDINARY ACTIVITIES		
	2003 £	2002 £
Current tax:		
UK Corporation tax based on the results for the year at 30% (2002 - 30%)	43,713	(39,325)
Total current tax	43,713	(39,325)
MINORITY INTERESTS		
	2003 £	2002 £

10. LOSS ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The loss dealt with in the accounts of the parent company was £(96,444) (2002 - £(242,308)).

11. DIVIDENDS

Minority interests in profit

7.

8.

9.

The following dividends have been paid in respect of the year:

	2003	2002
	£	£
Dividend paid on ordinary shares	24,000	_

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003

12. PRIOR YEAR ADJUSTMENT

The prior year adjustment arises from a change in accounting policy on the recognition of income and expenditure on support contracts.

Support income is recognised fully at the date of invoicing and its related expenditure is accrued fully at this time.

Previously such items were recognised to the profit and loss account by reference to the period of the support contract.

The prior year effect is to include additional sales of £456,000 and related cost of sales of £349,000 by reference to the deferral of net income at 31st March 2002.

13. TANGIBLE FIXED ASSETS

Group	Office &			
_	computer	Motor	House	
	equipment	Vehicles	Software	Total
	£	£	£	£
COST				
At 1 April 2002	356,834	97,708	43,172	497,714
Additions	16,225	_	9,246	25,471
Disposals	(2,605)	(57,979)	_	(60,584)
At 31 March 2003	370,454	39,729	52,418	462,601
DEPRECIATION				
At 1 April 2002	290,803	50,830	41,167	382,800
Charge for the year	44,730	13,253	6,461	64,444
On disposals	(1,322)	(30,879)	· -	(32,201)
At 31 March 2003	334,211	33,204	47,628	415,043
NET BOOK VALUE				
At 31 March 2003	36,243	6,525	4,790	47,558
At 31 March 2002	66,031	46,878	2,005	114,914
				· · · · · · · · · · · · · · · · · · ·

Hire purchase agreements

Included within the net book value of £47,558 is £Nil (2002 - £45,073) relating to assets held under hire purchase agreements. The depreciation charged to the accounts in the year in respect of such assets amounted to £Nil (2002 - £25,677).

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003

13. TANGIBLE FIXED ASSETS (continued)

Company	Office &	3.6.4	TT	
	computer	Motor	House	
	equipment	Vehicles	Software	Total
	£	£	£	£
COST				10 = 100
At 1 April 2002	354,229	97,708	43,172	495,109
Additions	16,225	_	9,246	25,471
Disposals		(57,979)		(57,979)
At 31 March 2003	370,454	39,729	52,418	462,601
				
DEPRECIATION				
At 1 April 2002	289,481	50,830	41,167	381,478
Charge for the year	44,730	13,253	6,461	64,444
On disposals		(30,879)		(30,879)
At 31 March 2003	334,211	33,204	47,628	415,043
NET BOOK VALUE				
At 31 March 2003	36,243	6,525	4,790	47,558
At 31 March 2002	64,748	46,878	2,005	113,631

Hire purchase agreements

Included within the net book value of £47,558 is £Nil (2002 - £45,073) relating to assets held under hire purchase agreements. The depreciation charged to the accounts in the year in respect of such assets amounted to £Nil (2002 - £25,677).

14. INVESTMENTS

Company	Group companies
COOT	£
COST At 1 April 2002 and 31 March 2003	20,000
PROVISION Amount written off during year	20,000
NET BOOK VALUE At 31 March 2003	_
At 31 March 2002	20,000

The company owns 66.7% of the issued share capital of Prestige Data Services Ltd, a company registered in England and Wales.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003

15. STOCKS

	Group		Company	
	2003	2002	2003	2002
	£	£	£	£
Finished goods	99,754	24,605	99,754	24,605

16. DEBTORS

	Group		Company	
	2003	2002	2003	2002
	£	£	£	£
Trade debtors	1,181,559	602,797	1,181,559	592,297
Amounts owed by group undertakings		_	_	130,497
Other debtors	131,969	167,007	131,969	167,007
Prepayments and accrued income	61,349	72,367	61,349	71,074
	1,374,877	842,171	1,374,877	960,875

Included in other debtors are the following overdrawn directors loan accounts, Mr J A Dawson £115,082 (2002:£111,141) and Mr J Tully £3,550 (2002:£NIL). The maximum amounts outstanding during the year were Mr J A Dawson £115,082 (2002:£111,141) and Mr J Tully £4,000 (2002:£NIL).

17. CREDITORS: Amounts falling due within one year

	Group		Company	
	2003	2002	2003	2002
	£	£	£	£
Trade creditors	945,279	176,978	945,279	163,698
Hire purchase agreements	_	27,611	_	27,611
Other creditors	63,553	149,937	61,246	150,990
Accruals and deferred income	423,383	713,516	423,383	703,864
	1,432,215	1,068,042	1,429,908	1,046,163

18. CREDITORS: Amounts falling due after more than one year

	Group		Company	
	2003	2002	2003	2002
	£	£	£	£
Other creditors	_	160,000	_	
				

19. COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS

Future commitments under hire purchase agreements are as follows:

	2003	2002
	£	£
Group and Company		
Amounts payable within 1 year	-	27,611
	<u>-, -, -,</u>	

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003

20. RELATED PARTY TRANSACTIONS

During the year the company sold a motor vehicle to Mr J A Dawson for £10,129 giving rise to a loss on disposal of £15,271.

21. ULTIMATE CONTROLLING PARTY

The company was under the control of Mr J A Dawson throughout the current and previous year. Mr J A Dawson is the Chairman and major shareholder of the company.

21. SHARE CAPITAL

Authorised share capital:

500,000 Ordinary shares of £0.10 each			2003 £ 50,000	2002 £ 50,000
Allotted, called up and fully paid:				
	2003		2002	
	No	£	No	£
Ordinary shares of £0.10 each	500,000	50,000	500,000	50,000
•				

22. RESERVES

Group	Profit and loss
	account
	(restated)
	£
Balance brought forward	816,221
Loss for the year	(340,839)
Balance brought forward	475,382
Retained profit for the year	206,907
Balance carried forward	682,289
	
Company	Profit and loss

Company	Profit and loss
	account
	(restated)
	£
Balance brought forward	915,707
Loss for the year	(135,308)
Balance brought forward	780,399
Loss for the year	(96,444)
Balance carried forward	683,955
	=

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003

23. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

2003		2002
£	£ 230,907 (24,000)	£ (340,839) –
632,382 (107,000)	206,907	(340,839) 973,221
	525,382	973,221
	732,289	632,382
	£ 632,382	£ £ 230,907 (24,000) 206,907 (107,000) 525,382