MSE (CONSULTANTS) LIMITED COMPANY No. 02414457 ENGLAND AND WALES

FINANCIAL STATEMENTS
For the year ended 31 January 2003

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COMPANY INFORMATION

DIRECTOR:

Dr M S Akhtar

SECRETARY:

Mrs J S Akhtar

REGISTERED OFFICE:

11 Regent Place

Rugby

Warwickshire CV21 2PJ

REGISTERED NUMBER:

02414457

England and Wales

BANKERS:

Natwest Bank plc

North Street

Rugby CV21 2FB

REPORT OF THE DIRECTOR FOR THE YEAR ENDED 31 JANUARY 2003

The director presents his report and financial statements for the year ended 31 January 2003.

PRINCIPAL ACTIVITIES

The company's principal activity continues to be that of $\frac{\text{engineering and}}{\text{consultancy services}}$.

DIRECTOR

The director who served the company during the year and his beneficial interest in the company's issued share capital was:

Ordinary shares of £1 each 31 January 2003 1 February 2002

Dr M S Akhtar 1,600 1,600 Mrs J S Akhtar 400 400

SMALL COMPANY RULES

This report, which has been prepared taking advantage of special exemptions applicable to small companies, was approved by the board on 26 May 2003 and signed on its behalf.

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 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 judgments and estimates that are reasonable and prudent; and prepare the financial statements on a going concern basis unless it is inappropriate to assume 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 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.

SMALL COMPANY RULE

In preparing the above report, the director has taken advantage of special exemptions applicable to small companies provided by Part VII of the Companies Act 1985.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS

Mrs J S Akhtar Secretary

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 JANUARY 2003

		2003 £	2002 £
TURNOVER	1	326,929	369,414
Administrative expenses		(276,232)	(308,590)
OPERATING PROFIT	4	50,697	60,824
Net interest received/(payable)	5	(11,440)	(9,578)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		39,257	51,246
TAXATION ON PROFIT ON ORDINARY ACTIVITIES	6	3,112	(5,082)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		£42,369	£46,164
DIVIDENDS			(48,000)
RETAINED PROFIT FOR THE PERIOD		f34.319	(£1,836)
RETAINED PROFIT BROUGHT FORWARD			28,882
RETAINED PROFIT CARRIED FORWARD		61,365	27,046
		========	=======

The notes from pages 6 to 10 form part of these financial statements

BALANCE SHEET AS AT 31 JANUARY 2003

		£	2003 £	£	2002 £
	Note				
FIXED ASSETS:					
Intangible Assets	7	208,772		155,702	
Tangible Assets	8	25,232		26,207	
			234,004		181,909
CURRENT ASSETS:					
Stock		12,750		34,500	
Debtors	9	38,053		33,853	
Cash at bank and in hand		883		280	
		51,686		69 633	
CREDITORS: amounts falling		31,000		68,633	
due within one year	10	(97,110)		(88,316)	
NET CURRENT ASSETS/(LIABI	LITIES)		(45,424)		(19,683)
CREDITORS:amounts falling					
due after more than one	vear		(125,215)		(133,180)
······································	,				(155,100)
NET ASSETS			£63,365		£29,046
					223,010
			======		======
CAPITAL AND RESERVES					
Called up share					
capital	12		2,000		2,000
Profit and loss					
account			61,365		27,046
CHAREDOI DERC! TURE					
SHAREHOLDERS' FUNDS			£63,365		£29,046
			======		======

BALANCE SHEET AS AT 31 JANUARY 2003

The director considers that the company is entitled to exemption from the requirement to have an audit under the provision of section 249A (1) of the Companies Act 1985 and no notice requiring an audit has been deposited under section 249B (2) of the Act. The director acknowledges his responsibility for ensuring that the company keeps accounting records which comply with section 221 of the Companies Act 1985, and for preparing financial statements which give a true and fair view of the state of affairs of the company as at 31 January 2003 and of its profit for the year then ended in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Act relating to the financial statements so far as applicable to the company.

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and in accordance with the Financial Reporting Standard for Smaller Entities (Effective March 1999).

Dr M S Akhtar

(Director)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2003

1 ACCOUNTING POLICIES

a) Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities and include the results of the company's operations which are described in the Director's Report.

b) Turnover

Turnover comprises the invoiced value of goods and services supplied by the company, exclusive of Value Added Tax.

c) Tangible and Intangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Equipment 20% Software development costs 5%

d) Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

e) Foreign currencies

Transactions denominated in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Assets and liabilities in foreign currencies are translated into Sterling at rates of exchange ruling at the end of the financial year. All exchange differences are dealt with in the profit and loss account.

2 SOFTWARE DEVELOPMENT COSTS

The director has capitalised £64,070 of direct costs as software development costs in the accounting period ended 31 January 2003.

3 TURNOVER

The company has derived 8.2% (2002 6.4%) of its turnover from supplying geographical markets outside the UK.

4	OPERATING PROFIT	2003	2002
	The operating profit is stated after charging:	£	£
	Depreciation: Owned tangible and intangible fixed assets	17,150	23,700
	Exceptional items: Bad debts written off	16,000	_
		======	

MSE (CONSULTANTS) LIMITED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2003

5	NET INTEREST PAYABLE AND RECEIVABLE	2003 £	2002 £
	Interest payable and similar charges:		
	Bank overdraft and loan interest	(11,442)	(9 , 793)
		(£11,442)	
	Interest receivable and similar income		215
		(£11,440)	(£9,578)
		======	======
6	TAX ON PROFIT ON ORDINARY ACTIVITIES	2003 £	2002 £
	Corporation tax based on the profit for the		
	year at the rate of 19% (2002 : 20%)	_	5,082
	Overprovision: previous years	(3,112)	-
		(3,112)	5,082
		======	======
7	INTANGIBLE ASSETS Cost		
	Software development costs at 1 February 2002		196,567
	Additions		64,070
	At 31 January 2003		260,637
	Depreciation		
	Balance at 1 February 2002		(40,865)
	Charge for the year		(11,000)
	At 31 January 2003		(51,865)
	Net book value		
	At 31 January 2003		208,772 ======
	At 1 February 2002		155,702 ======

MSE (CONSULTANTS) LIMITED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2003

8 TANGIBLE ASSETS

О	TANGIBLE ASSETS	FIXTURES &	
		EQUIP.	TOTAL
	Cost	£	£
	At 1 February 2002	93,109	=
	Additions	5,175 	5 , 175
	At 31 January 2003	98,284	98,284
	Depreciation 2000	66 000	66 000
	At 1 February 2002		66,902
	Charge for the year	6,150	6,150
	At 31 January 2003	73,052	73,052
	Net book values	005 000	505 000
	At 31 January 2003	£25,232	£25,232 ======
	At 1 February 2002	£26,207	£26,207
9	DEBTORS	2003 £	2002 £
	Due within one year	-	_
	Trade debtors	38,053	33,853
		£38,053	£33,853
		======	======
10	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2003	2002
	Bank overdraft and loans	£ 31,096	£ 36,071
	Trade Creditors	9,265	9,528
	Accruals	3,500	-
	Corporation Tax	3,3 00	5,082
	Other taxation	25,731	
	Director's loan account	27,518	-
		£97,110	£88,316
			•
11	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YE	LAR	
		2003	2002
	Bank loans	125,215	133,180
		======	======

MSE (CONSULTANTS) LIMITED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2003

12 C	CALLED UP SHARE CAPITAL	2003 £	2002 £.
	Authorised:	_	_
	5,000 ordinary shares of £1 each	£5,000 =====	£5,000 =====
	Called up, allotted and fully paid:		
	2,000 ordinary shares of £1 each	£2,000 =====	£2,000 =====

13 TRANSACTION WITH THE DIRECTOR

Director's loan account	2003	2002
	£	£
Balance due to the director at 1 February	27,518	18,272

The number of directors during the current and preceding year was one and the maximum liability during the year was £Nil (2002 £Nil). The above balance due to the director on the loan account is unsecured and interest free and is repayable on demand.

14 ULTIMATE CONTROL

The company is under the joint control of Dr M S Akhtar and Mrs J Akhtar who own 80% and 20% of the issued share capital respectively.

MSE (CONSULTANTS) LIMITED DETAILED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 JANUARY 2003

		2003		2002
	£	£	£	£
Work done		326,929		369,414
ADMINITARD ARTHUR THEORY OF				
ADMINISTRATIVE EXPENSES	141 005		100 101	
Staff salaries	141,995		138,101	
Staff recruitment expenses	1,950		9,301	
Travelling expenses	20,004		19,058	
Air fare	8,542		10,453	
Sales, marketing & advertising	1,327		33,592	
Rent	15,951		19,206	
Removal expenses	_		223	
Heating and light	2,121		894	
General and water rates	3,109		3,267	
Insurances	3,543		4,717	
Printing, stationery and posta	8,397		4,659	
Computer expenses	1,508		5,509	
Carriage and freight	_		57	
Telephone and fax	3,742		2,972	
Repairs and maintenance			614	
Accountancy and book-keeping	5,070		4,739	
Consultancy fees	17,717		22,515	
Professional subscriptions & magazines	1,457		470	
Bad debts written off (Enron)	16,000		_	
Cleaning and hygiene	1,950		1,825	
Sundry expenses	1,595		578	
Staff welfare (canteen)	425		375	
Lease rental	904		298	
Bank charges	1 , 775		1,467	
Depreciation	17,150		23,700	
	£276,232		£308,590	
		50,697		60,824
				00,021
OPERATING PROFIT		50,697		60,824
OTHER INTEREST RECEIVABLE AND		_		215
SIMILAR INCOME				
		50,697		61,039
INTEREST PAYABLE		·		,
Bank overdraft and loan interest	(11,440)		(9,793)	
			, , ,	
		(11,440)		(9,793)
		,		, - , /
PROFIT ON ORDINARY ACTIVITIES				
BEFORE TAXATION		£39,257		£51,246
		======		======

This page does not form part of the statutory financial statements