

Company Registration No. 2619023

RSI INTERNATIONAL LIMITED

**Annual Report and Financial Statements
30 November 2001**



REPORT AND FINANCIAL STATEMENTS 2001

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OFFICERS AND PROFESSIONAL ADVISORS

DIRECTORS

K A Hayward
A.W.Wilkinson
C v Grolman

SECRETARY

A W Wilkinson

REGISTERED OFFICE

Communication House
Knight Road
Strood
Rochester
Kent
ME2 2AX

BANKERS

National Westminster Bank plc
PO Box 192
116 Fenchurch St.
London
EC3M 5AN

SOLICITORS

Dakers Green Brett
The Captains House
Central Avenue
Pembroke
Chatham Maritime
Kent
ME4 4UF

AUDITORS

Ernst & Young LLP
Rolls House
7 Rolls Buildings
Fetters Lane
London EC4A 1NH

DIRECTORS' REPORT

The directors present their report and the financial statements for the period ended 30 November 2001

ACTIVITIES

The principal activity of the company is that of a holding company.

REVIEW OF DEVELOPMENTS

RSI INTERNATIONAL LIMITED

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

DIVIDENDS

The directors recommend that a final dividend for the period ended 30 November 2001 of £ Nil (2000: Nil) per ordinary share in the company be paid to each member.

DIRECTORS AND THEIR INTERESTS

The directors of the company during the period end at 30 November 2000 were:

K A Hayward
C. Von Grolman (USA)
A.W. Wilkinson

None of the directors had any interests in the shares of the company or other UK group companies at 1 December 2000 or 30 November 2001

STATEMENT OF DIRECTORS' RESPONSIBILITIES

A statement by the directors of their responsibilities for preparing the financial statements is included on page 3.

AUDITORS

The previous auditors, PricewaterhouseCoopers, resigned on 19th December 2001. The directors appointed Ernst & Young LLP as auditors of the company.

A resolution for the re-appointment of Ernst & Young LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board

A W Wilkinson
Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period and of the profit or loss and total recognised gains or losses of the company for that period.

In preparing the financial statements for the period 1 December 2000 to 30 November 2001 on pages 5 to 11, the directors consider that the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates.

The directors also consider that all applicable accounting standards have been followed and confirm that the financial statements have been prepared on a going concern basis.

The directors are responsible for ensuring that the company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and which 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.

RSI INTERNATIONAL LIMITED

PROFIT AND LOSS ACCOUNT

Period ended 30 November 2001

	Note	2001 £	2000 £
TURNOVER	2	-	-
Cost of sales		-	-
		<hr/>	<hr/>
Gross profit		-	-
Administrative expenses		-	-
Income from group undertakings		-	-
		<hr/>	<hr/>
OPERATING PROFIT	4	-	-
		<hr/>	<hr/>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	-
Tax charge on result of ordinary activities		-	-
		<hr/>	<hr/>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		-	-
Dividends proposed	5	-	-
		<hr/>	<hr/>
RETAINED PROFIT FOR THE FINANCIAL PERIOD		-	-
Profit and loss account brought forward		8	8
		<hr/>	<hr/>
Profit and loss account carried forward		8	8
		<hr/>	<hr/>

All results derive from continuing operations. There are no further recognised gains or losses for the current financial period or previous financial year other than as stated in the profit and loss account. The retained profit for the period represents the change in shareholder's funds.

RSI INTERNATIONAL LIMITED

CASH FLOW STATEMENT

Period ended 30 November 2001

	Note	2001 £	2000 £
Net cash inflow from operating activities	6	-	-
Returns on investments and servicing of finance		-	-
		<hr/>	<hr/>
Net cash inflow from returns on investments and servicing of finance		-	-
Taxation		-	-
Net cash outflow for capital expenditure and financial investment		-	-
Equity dividends paid to shareholders		-	-
		<hr/>	<hr/>
Net cash (outflow)/inflow before use of liquid resources and financing		-	-
Management of liquid resources			
Reduction/(increase) in short-term deposits with bank	7,8	-	-
		<hr/>	<hr/>
Increase in net cash	7	-	-
		<hr/>	<hr/>

RSI INTERNATIONAL LIMITED

BALANCE SHEET At 30 November 2001

	Note	2001	2000
		£	£
FIXED ASSETS			
Investments	9	143,971	143,971
CURRENT ASSETS			
Debtors	10	5,998	5,998
Cash at bank		3,922	3,922
		9,920	9,920
CREDITORS : amounts falling due within one year	11	9,912	9,912
NET CURRENT ASSETS		8	8
TOTAL ASSETS LESS CURRENT LIABILITIES		143,979	143,979
CAPITAL AND RESERVES			
Called up share capital	12	143,971	143,971
Profit and loss account		8	8
Total equity shareholder's funds		143,979	143,979

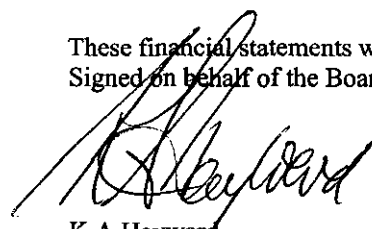
"For the year ended 30 November 2001 the company was entitled to the exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249(B)(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- (i) ensuring the company keeps accounting records which comply with section 221; and
- (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company."

These financial statements were approved by the Board of Directors on 24th April 2002
Signed on behalf of the Board of Directors



K A Hayward
Director

NOTES TO THE ACCOUNTS
Period ended 30 November 2001

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

Accounting convention

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

Investments

Investments held as fixed assets are stated at cost less any provision for diminution in value.

2. TURNOVER

Turnover, which excludes value added tax, represents the invoiced value of goods and services supplied.

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

With the exception of the directors, the company had no direct employees during the period. The directors did not receive any remuneration (2000: £ Nil).

4. OPERATING PROFIT

There were no dividends from subsidiary companies, CSA Limited, in the period (2000: Nil).

The auditors' remuneration amounting to £Nil (2000: £Nil).

5. DIVIDENDS

	2001 £	2000 £
Proposed dividends – ordinary shares		
£ NIL per ordinary share	-	-

6. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2001 £	2000 £
Continuing operations		
Operating (loss)/profit	-	-
(Increase)/Decrease in debtors	-	-
Net cash inflow from operating activities	-	-

RSI INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS Period ended 30 November 2001

7. RECONCILIATION TO NET (DEBT)/CASH

	2001 £	2000 £
Net cash at 1 January	3,922	3,922
Increase in net cash	-	-
Net (debt)/cash at 30 November	<u>3,922</u>	<u>3,922</u>

8. RECONCILIATION OF MOVEMENTS IN NET DEBT

	2000 £	Cash flow £	2001 £
Cash in hand and in bank	3,922	-	3,922
Debt	-	-	-
Liquid resources	-	-	-
	<u>3,922</u>	<u>-</u>	<u>3,922</u>

9. INVESTMENTS HELD AS FIXED ASSETS

	2001 £	2000 £
Shares in subsidiary companies at cost	<u>143,971</u>	<u>143,971</u>

All the above investments are unlisted.

RSI INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS Period ended 30 November 2001

9. INVESTMENTS HELD AS FIXED ASSETS (continued)

Subsidiary	Activity	Portion of ordinary shares held	Profit for the period ended 30 November 2001 £	Aggregate of capital and reserves 30 November 2001 £
CSA Limited	Design, manufacture and installation of professional antenna systems for the international communications market.	100%	-764,114	6,958,922
C&S Antennas Limited	Dormant	98.2%	-	260,993

All of the above subsidiary companies are registered and operate in England and Wales. The remaining portion of the ordinary shares of C&S Antennas Limited is held by CSA Limited.

The company has taken advantage of the exemptions conferred by Section 248 of the Companies Act 1985 as the group headed by it qualified as a medium sized group and is not an ineligible group. These accounts therefore present information about RSI International Limited as a company and not as a group.

10. DEBTORS

	2001 £	2000 £
Amounts falling due within one year:		
Dividends receivable	-	-
Amounts owed by parent company	5,990	5,990
Other debtors	8	8
	<hr/> 5,998	<hr/> 5,998

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2001 £	2000 £
Amounts owed to subsidiary companies	9,779	9,779
Other taxes and social security	133	133
	<hr/> 9,912	<hr/> 9,912

RSI INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS Period ended 30 November 2001

12. CALLED UP SHARE CAPITAL

	2001	2000
	£	£
Authorised		
15,000,000 ordinary shares of 1p each	<u>150,000</u>	<u>150,000</u>
Allotted and fully paid		
14,397,135 ordinary shares of 1p each	<u>143,971</u>	<u>143,971</u>

13. ULTIMATE PARENT COMPANY

The immediate parent company is Prodelin Holding Corporation, a company incorporated in the USA and the ultimate parent company is TBG Holdings NV, a company incorporated in Curacao, Netherlands Antilles.

15. RELATED PARTY TRANSACTIONS

Details are shown in notes 4, 5, 9, 10, 11 and 13 of transactions and balances with the immediate parent company and fellow subsidiary companies.