CONDOMANIA PLC FINANCIAL STATEMENTS

31st MARCH 2007

Company Registration Number 03922312

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FINANCIAL STATEMENTS

YEAR ENDED 31st MARCH 2007

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OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

D J Bretel FCMA

F J French

S Sukumaran

G M Sutherland

Company secretary

D J Bretel FCMA

Registered office

Unit 1 Rivermead

Pipers Way

Thatcham Berkshire

RG19 4EP

Auditor

James Cowper

Chartered Accountants

3 Wesley Gate Queen's Road Reading RG1 4AP

THE DIRECTORS' REPORT

YEAR ENDED 31st MARCH 2007

The directors present their report and the financial statements of the company for the year ended 31st March 2007

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was that of the sale of sexual health products

The turnover has remained relatively consistent compared to the prior year, but the company's sales targets have not been met and the directors are hoping for increased trading activity in future years

Turnover has increased from £320,175 in the previous year to £328,539 in the current period. The gross profit made by the company is £135,820 compared to £104,570 in 2006.

The principal risks and uncertainty facing the company is the continuing reliance on long-established contracts, notably with the NHS and the armed forces, although the directors are attempting to mitigate this risk by diversifying its selling base

Financial Key Performance Indicators

	2007	2006
Turnover	328,539	320,175
Increase in turnover	2.6%	2 5%
Gross Profit	135,820	104,570

Non-Financial Key Performance Indicators

The company seeks to ensure that responsible business practice is fully integrated into the management of all its operations and into the culture of all parts of its business. It believes that the consistent adoption of responsible business practice is essential for operational excellence, which in turn is expected to ensure the delivery of its core objectives of sustained real growth in future profitability

In a company this size the directors consider there are collectively numerous non-financial performance indicators but none individually are key

The directors do not anticipate any material change in the nature of the company's operations in the foreseeable future

RESULTS AND DIVIDENDS

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements. The directors have not recommended a dividend

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company's principal financial instruments comprise bank balances, debt factoring, trade creditors, trade debtors, loans to the company by group undertakings and hire purchase agreements. The main purpose of these instruments is to raise funds for the company's operations and to finance the company's operations.

THE DIRECTORS' REPORT

YEAR ENDED 31st MARCH 2007

Due to the nature of the financial instruments used by the company there is no exposure to price risk. The company's approach to managing other risks applicable to the financial instruments concerned is shown below

In respect of bank balances the liquidity risks are managed by maintaining a balance between the continuity of funding and flexibility through use of loans from group undertakings. The company makes use of money market facilities where funds are available

In respect of loans these comprise loans from group undertakings. The company manages the liquidity risk by ensuring there are sufficient funds to meet these payments. The directors are aware of the company's required finance and have determined that these will only be repaid, in whole or in part, when finance is available.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits

Trade creditors, debt factoring and hire purchase liquidity risk is managed by ensuring sufficient funds are available to meet amounts due

DIRECTORS

The directors who served the company during the year were as follows

D J Bretel FCMA

F J French

S Sukumaran

G M Sutherland

None of the directors has an interest in the shares of the company

Other directors' interests in the share capital of the ultimate parent undertaking are disclosed in the directors' report of that company

POLICY ON THE PAYMENT OF CREDITORS

The company does not follow any specified code or standard on payment practice. However, it is the company's policy to negotiate terms with its suppliers and to ensure that they are aware of the terms of payment when business is agreed. Every effort is made to adhere to these terms and payment is made when it can be confirmed that goods and/or services have been provided in accordance with the relevant contract conditions.

The creditor payment period of the company for the year was 147 days (2006 194 days)

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

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 year

THE DIRECTORS' REPORT

YEAR ENDED 31st MARCH 2007

In preparing those financial statements, the directors are required to

- select suitable accounting policies, as described on pages 9 to 12, 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 group will continue in business

The directors are responsible for keeping proper accounting records that 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.

In so far as the directors are aware

there is no relevant audit information of which the company's auditors are unaware, and

the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information

AUDITOR

Brebner Allen & Trapp resigned as auditors and James Cowper have been appointed by the directors

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

Signed on behalf of the directors

D J Bretel FCMA

Director

Approved by the directors on 30 H August 2007

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CONDOMANIA PLC

YEAR ENDED 31st MARCH 2007

We have audited the financial statements of Condomania PLC for the year ended 31st March 2007 on pages 7 to 19 which have been prepared on the basis of the accounting policies set out on pages 9 to 12

This report is made solely to the company's members, 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 members those matters we are required to state to them in an auditor's 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 members as a body, for our audit work, for this report, or for the opinions we have formed

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

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, and whether the information given in the Directors' Report is consistent with the financial statements. We also report to you if, in our opinion, 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 other transactions 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

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CONDOMANIA PLC (continued)

YEAR ENDED 31st MARCH 2007

OPINION

In our opinion

- The financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2007 and of its loss for the year then ended
- The financial statements have been properly prepared in accordance with the Companies Act 1985
- The information given in the Directors' Report is consistent with the financial statements year ended 31 March 2007

James Compu

3 Wesley Gate Queen's Road Reading Berkshire RG1 4AP

30 August 2007

JAMES COWPER Chartered Accountants & Registered Auditors

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31st MARCH 2007

	Note	2007 £	2006 £
TURNOVER	2	328,539	320,175
Cost of sales		192,719	215,605
GROSS PROFIT		135,820	104,570
Distribution costs Administrative expenses Other operating income	3	29,293 310,914 (2,823)	29,250 394,332 (30,413)
OPERATING LOSS	4	(205,640)	(288,599)
Interest receivable Interest payable and similar charges	7 8	266 (6,483)	182 (6,166)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(207,781)	(294,583)
Tax on loss on ordinary activities	9	-	_
LOSS FOR THE FINANCIAL YEAR		(207,781)	(294,583)

All of the activities of the company are classed as continuing

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

The notes on pages 9 to 19 form part of these financial statements

BALANCE SHEET

31st MARCH 2007

			_	
	Note	200		2006
	Note	£	£	£
FIXED ASSETS				
Intangible assets	10		81,730	87,838
Tangible assets	11		5,834	9,152
Investments	12		1,000	1,000
			88,564	97,900
CURRENT ASSETS				
Stocks	13	45,349		41,873
Debtors	14	82,390		78,634
Cash at bank and in hand		14,646		17,653
		142,385		138,160
CREDITORS: Amounts falling due within one				
year	15	236,377		201,161
NET CURRENT LIABILITIES			(93,992)	(63,001)
TOTAL ASSETS LESS CURRENT LIABILITIES			(5,428)	34,989
CREDITORS: Amounts falling due after more				
than one year	16		589,801	422,437
			(595,229)	(387,448)
			W	
CAPITAL AND RESERVES				
Called-up equity share capital	20		2,666,781	2,666,781
Share premium account	21		23,000	23,000
Profit and loss account	22		(3,285,010)	(3,077,229)
DEFICIT	23		(595,229)	(387,448)

These financial statements were approved by the directors on the 30H August 2007 and are signed on their behalf by

D J B**y**etel FCMA

Director

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st MARCH 2007

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention

Going Concern

At the balance sheet date the company had a deficit of funds of £595,229, including net current liabilities of £93,992, having incurred a loss for the year of £207,781 Further losses to the end of July are estimated to be approximately £30,000

The deficit of funds continues to be funded by long-term debt in the form of group debt, and net current liabilities by a combination of trade credit and a factoring facility

Detailed forecasts have been prepared and approved by the directors for each company in the group who believe that they are prudent and readily achievable

The directors have considered cash flow and funding requirements on a group basis

Long term funding in the form of loan notes and directors' loans continues in place for the group

On the basis of the above the directors consider it appropriate that the company continues in business and that the accounts should be prepared on the going concern basis

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements, on the grounds that a cash flow statements is included in the accounts of the parent company, Sexual Health Group PLC

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st MARCH 2007

1. ACCOUNTING POLICIES (continued)

Turnover

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

Goodwill

Positive purchased goodwill arising on acquisitions is capitalised, classified as an asset on the Balance Sheet and amortised over its estimated useful life up to a maximum of 20 years. This length of time is presumed to be the maximum useful life of purchased goodwill because it is difficult to make projections beyond this period. Goodwill is reviewed for impairment at the end of the first full financial year following each acquisition and subsequently as and when necessary if circumstances emerge that indicate that the carrying value may not be recoverable.

Amortisation

Amortisation 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

Goodwill is written off over its estimated useful life of twenty years

Fixed assets

All fixed assets are initially recorded at cost

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

Plant & Machinery

25% on reducing balance

Fixtures & Fittings

- 25% on reducing balance

Equipment

· 33% on cost

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.

Operating lease agreements

Rentals applicable to operating leases, where substantially all of the benefits and risks of ownership remain with the lessor, are charged against profits on a straight line basis over the period of the lease

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st MARCH 2007

1. ACCOUNTING POLICIES (continued)

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

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.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st MARCH 2007

1. ACCOUNTING POLICIES (continued)

Consolidation policy

The company has taken advantage of section 228 of the Companies Act 1985 not to prepare consolidated accounts Consolidated accounts are prepared by Sexual Health Group PLC, which owns 100% of the share capital of Condomania PLC The accounts therefore include information about the company and not the group

2. TURNOVER

The turnover and loss before tax are attributable to the one principal activity of the company An analysis of turnover is given below

	United Kingdom	2007 £ 328,539	2006 £ 320,175
3.	OTHER OPERATING INCOME		
		2007	2006
		£	£
	Rent receivable	2,823	413
	Management charges receivable	-	30,000
		2,822	30,413
4.	OPERATING LOSS		
	Operating loss is stated after charging		
		2007	2006
		£	£
	Amortisation	6,108	6,108
	Depreciation of owned fixed assets	2,097	2,829
	Depreciation of assets held under hire purchase agreements	1,221	2,210
	Loss on disposal of fixed assets	-	7,395
	Auditor's remuneration		
	- as auditor	2,000	6,000
	Operating lease costs		
	Other	-	32,094
	Net (gain)loss on foreign currency translation	(1,382)	2,991

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st MARCH 2007

5. PARTICULARS OF EMPLOYEES

6.

7.

8.

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

The average number of staff employed by the company during the fi	nancial year amo	unted to
	2007	2006
	No	No
Number of administrative staff	3	5
Number of management staff	2	2
G		
	5	7
The aggregate payroll costs of the above were		
	2007	2006
	£	£
Wages and salaries	178,876	211,767
Social security costs	13,507	18,195
Other pension costs	500	500
	192,883	230,462
		-
DIRECTORS' EMOLUMENTS		
The directors' aggregate emoluments in respect of qualifying service	es were	
	2007	2006
	£	£
Emoluments receivable	123,889	129,454
INTEREST RECEIVABLE		
	2007	2006
	£	£
Bank interest receivable	266	182
	<u> </u>	
INTEREST PAYABLE AND SIMILAR CHARGES		
	2007	2006
	£	£
Interest payable on bank borrowing	3	28
Finance charges	4,076	2,526
Other interest	377	2,917
Factoring interest	2,027	605
	6,483	6,166

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st MARCH 2007

9. TAXATION ON ORDINARY ACTIVITIES

Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 30% (2006 - 19%)

Loss on ordinary activities before taxation	2007 £ (207,781)	2007 £ (294,583)
2005 on ordinary activities octore taxation	(207,701)	(271,303)
Profit/(loss) on ordinary activities @ 30%/ 19% Effects of	(62,334)	(55,971)
Disallowable expenses	1,851	1,447
Capital allowances in excess of depreciation	121	(1,523)
Tax losses carried forward	28,742	56,047
Other short term timing differences	9,001	
Group relief surrendered	22,619	
Total current tax		

Factors that may affect future tax charges

The company has corporation tax losses of £689,685 to carry forward against future profits

10. INTANGIBLE FIXED ASSETS

Purchased Goodwill

	£
COST At 1st April 2006 and 31st March 2007	122,288
AMORTISATION	
At 1st April 2006	34,450
Charge for the year	6,108
At 31st March 2007	40,558
NET BOOK VALUE	
At 31st March 2007	81,730
At 31st March 2006	87,838

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st MARCH 2007

11. TANGIBLE FIXED ASSETS

	Plant & Machinery £	Fixtures & Fittings £	Motor Vehicles £	Equipment £	Total £
COST					
At 1 April 2006	9,936	2,654	_	7,263	19,853
Additions	-	-	-	_	-
Disposals	_				
At 31 March 2007	9,936	2,654		<u>7,263</u>	19,853
DEPRECIATION					
At 1 April 2006	2,995	1,816	_	5,890	10,701
Charge for the year	1,735	210		1,373	3,318
At 31 March 2007	4,730	2,026		7,263	14,019
NET BOOK VALUE		_			
At 31 March 2007	5,206	628		-	5,834
At 31 March 2006	6,941	838	_	1,373	9,152

Hire purchase agreements

Included within the net book value of £5,834 is £5,090 (2006 - £6,311) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £1,221 (2006 - £2,210)

12. INVESTMENTS

Subsidiary Undertakings

COST	£
COST At 1st April 2006 and 31st March 2007	1,000
NET BOOK VALUE	
At 31st March 2007	1,000
At 31st March 2007	1,000

The company owns 100% of the share capital of Condomania (UK) Limited and Sexual Health Company Limited, both of which are registered in England and Wales Neither company traded in the year Total capital and reserves on 31 March 2007 of Condomania (UK) Limited were £(24,931) (2006 £24,931) and of Sexual Health Company Limited were £1 (2006 £1)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st MARCH 2007

13.	STOCKS		
		2007 £	2006 £
	Goods for resale	45,349	41,873
14.	DEBTORS		
		2007 £	2007
	Trade debtors	75,505	£ 71,057
	Other debtors	6,885	6,885
	Prepayments and accrued income	-	692
	. •	00.000	
		82,390	78,634
15.	CREDITORS: Amounts falling due within one year		
		2007	2006
	— • • •	£	£
	Trade creditors	128,468	114,137
	Amounts owed to group undertakings		-
	Other taxation and social security	7,809	19,896
	Hire purchase agreements Other creditors	1,607	1,435
	Accruals and deferred income	46,492 52,001	39,943 25,750
	Accidate and deterror income	32,001	
		236,377	201,161
			_ _

Included within "other creditors" is an amount of £46,488 (2006 £35,184) relating to the factoring of trade debts. The factoring agreement is secured by a fixed charge over book debts and a floating charge over the assets and undertakings of the company

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

	2007	2006
	£	£
Amounts owed to group undertakings	586,318	416,897
Hire purchase agreements	3,483	5,540
Other creditors	_	-
	589,801	422,437

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st MARCH 2007

17. COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS

Future commitments under hire purchase agreements are as follows

	2007 £	2007 £
Amounts payable within 1 year	1,607	1,435
Amounts payable between 2 to 5 years	3,483	5,540
	5,090	6,975

The commitments under hire purchase agreements are secured on the assets involved

18. COMMITMENTS UNDER OPERATING LEASES

At 31st March 2007 the company had annual commitments under non-cancellable operating leases as set out below

	2007		2006	
	Land &	Other	Land &	Other
	Buildings	Items	Buildings	Items
	£	£	£	£
Operating leases which expire				
Within 2 to 5 years	-	-	-	4,320
After more than 5 years	-	-	30,185	-
				4.000
			30,185	4,320

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st MARCH 2007

19. RELATED PARTY TRANSACTIONS

Control

Control of the company vests with the parent undertaking as disclosed in note 24. Ultimate control vests with G M Sutherland, director

Related Party Transactions

During the year consultancy fees of £15,203 (2006 £16,954) were paid to the John French Consultancy in respect of F J French's services F J French is a director and shareholder These are included in directors' emoluments

In accordance with FRS 8, exemption is taken not to disclose transactions in the year between group undertakings where 90% or more of the voting rights are controlled within the group and the consolidated financial statements in which Condomania PLC is included are publicly available

20. SHARE CAPITAL

Authorised share capital:

100,000,000 Ordinary shares of £0 10	0 each		2007 £ 10,000,000	2006 £ 10,000,000
Allotted, called up and fully paid:				
	2007		200	07
	No	£	No	£
Ordinary shares of £0 10 each	26,667,810	2,666,781	26,667,810	2,666,781

21. SHARE PREMIUM ACCOUNT

There was no movement on the share premium account during the financial year

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st MARCH 2007

22. PROFIT AND LOSS ACCOUNT

	2007	2006
	£	£
Balance brought forward	(3,077,229)	(2,782,646)
Loss for the financial year	(207,781)	(294,583)
Balance carried forward	(3,285,010)	(3,077,229)

23. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2007 £	2006 £
Loss for the financial year	(207,781)	(294,583)
Opening shareholders' (deficit)/funds	(387,448)	(92,865)
Closing shareholders' deficit	(595,229)	(387,448)

24. ULTIMATE PARENT COMPANY

The directors consider the immediate and ultimate parent undertaking to be Sexual Health Group PLC, a company registered in England and Wales Group accounts are publicly available from Unit 1 Rivermead, Pipers Way, Thatcham, Berkshire, RG19 4EP