REPORT OF THE DIRECTORS AND

UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

FOR

SYSTEMS PLUS SOLUTIONS (UK) LTD

5442801

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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2010

DIRECTORS:

N Jhaven

S Choksı

SECRETARY:

S Choksi

REGISTERED OFFICE:

Soane Point

6-8 Market Place

Reading Berks RG1 2EG

REGISTERED NUMBER:

5442801 (England and Wales)

ACCOUNTANTS:

Butler & Co

Chartered Accountants

Third Floor

126 - 134 Baker Street

London W1U 6UE

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2010

The directors present their report with the financial statements of the company for the year ended 31 December 2010

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of IT Consultancy Services

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2010

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2010 to the date of this report

N Jhaveri

S Choksi

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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.

ON BEHALF OF THE BOARD

S Choksi - Secretary

in U

Date 21/09/2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2010

Notes	2010 £	2009 £
TURNOVER	415,926	601,119
Cost of sales	168,136	181,905
GROSS PROFIT	247,790	419,214
Administrative expenses	275,638	419,095
OPERATING (LOSS)/PROFIT 3	(27,848)	119
Interest receivable and similar income	33	43
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	(27,815)	162
Tax on (loss)/profit on ordinary activities 4	<u> </u>	
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	(27,815)	162

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the loss for the current year and the profit for the previous year

The notes form part of these financial statements

BALANCE SHEET 31 DECEMBER 2010

		2010		2009	
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	5		3,766		5,024
CURRENT ASSETS					
Debtors	6	164,495		165,739	
Cash at bank and in hand		37,890		125,570	
		202,385		291,309	
CREDITORS					
Amounts falling due within one year	7	154,300		216,667	
NET CURRENT ASSETS			48,085		74,642
TOTAL ASSETS LESS CURRENT	LIABILITIES		51,851		79,666
					===
CAPITAL AND RESERVES					
Called up share capital	8		1,000		1,000
Profit and loss account	9		50,851		78,666
SHAREHOLDERS' FUNDS	11		51,851		79,666
					===

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 December 2010

The members have not required the company to obtain an audit of its financial statements for the year ended 31 December 2010 in accordance with Section 476 of the Companies Act 2006

The directors acknowledge their responsibilities for

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company

The financial statements were authorised for issue by the Board of Directors on 21/01/2011 and were signed on its behalf by

S Choksi - Director

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention

Financial Reporting Standard Number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company

Turnover

Turnover represents net invoiced sales of services, excluding value added tax

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Computer - 25% on reducing balance

Fixtures & Fitting - 25% on reducing balance

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate

2 STAFF COSTS

	Wages and salaries Social security costs Other pension costs	£ 215,476 25,198	£ 334,676 35,990 3,000
		240,674	373,666
	The average monthly number of employees during the year was as follows	2010	2009
	Management & Staff	5	8
3	OPERATING (LOSS)/PROFIT		
	The operating loss (2009 - operating profit) is stated after charging		
	Depreciation - owned assets Foreign exchange differences	2010 £ 1,256 395	2009 £ 1,674 688
	Directors' remuneration	-	6,100

2010

2009

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2010

4 TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2010 nor for the year ended 31 December 2009

5 TANGIBLE FIXED ASSETS

5	TANGIBLE	FIXED ASSETS			
			Fixtures and fittings	Computer equipment	Totals
	COST		£	£	£
	At 1 January 2	010			
	and 31 Decem		275	9,243	9,518
	DEPRECIAT	ION			
	At 1 January 2	010	188	4,308	4,496
	Charge for year	ır		1,234	1,256
	At 31 Decemb	er 2010	210	5,542	5,752
	NET BOOK	VALUE			
	At 31 Decemb	er 2010	65	3,701	3,766
	At 31 Decemb	er 2009	87	4,935	5,022
			====		
6	DEBTORS: A	AMOUNTS FALLING DUE WITHIN	ONE YEAR		
				2010	2009
	Tanda dahtara			£	£
	Trade debtors Other debtors			155,975 6,950	154,425 9,752
	Prepayments			1,570	1,562
				164,495	165,739
7	CREDITORS	S: AMOUNTS FALLING DUE WITH	IN ONE YEAR		
				2010	2009
				£	£
	Trade creditor			6,153	10,344
		d to group undertakings		115,704	176,628
		and other taxes		9,049	8,572
	VAT Other creditor	s .		16,439	14,402
	Directors' curi			4,655	2,560 1,961
	Accrued expe			2,300	2,200
				154,300	216,667
				=====	====
8	CALLED U	SHARE CAPITAL			
	Allotted, issue	ed and fully paid			
	Number	Class	Nominal	2010	2009
			value	£	£
	1,000	Ordinary	£1	1,000	1,000
				- 	

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2010

9 RESERVES

Profit and loss account
78,666 (27,815)

At 1 January 2010 Deficit for the year

At 31 December 2010

50,851

10 ULTIMATE PARENT COMPANY

The ultimate holding company is Systems Plus Solutions India Pvt Ltd, a company registered in India

11 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2010 £	2009 £
(Loss)/Profit for the financial year	(27,815)	162
Net (reduction)/addition to shareholders' funds	(27,815)	162
Opening shareholders' funds	79,666	79,504
Closing shareholders' funds	51,851	79,666