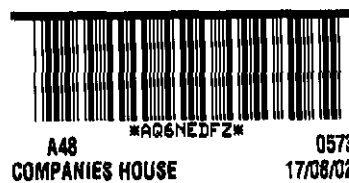


Registered Number: 2182306

**DESIGNPLAN INTERNATIONAL LIMITED**

**REPORT AND FINANCIAL STATEMENTS**

**31 DECEMBER 2001**



# DESIGNPLAN INTERNATIONAL LIMITED

## DIRECTORS' REPORT

31 December 2001

The directors present their report and the audited financial statements for the year ended 31 December 2001.

### Principal activity

The principal activity is the export sales of lighting equipment.

### Directors

The directors of the company during the year and their interests in the shares of the company as recorded in the register of directors' interests were as follows

	31 December 2001	31 December 2000
M J Biancardi	35	35
D A Cumper	-	-
M J Cumper	-	-

The directors' interests in the shares of the ultimate holding company, Designplan Lighting Limited, were as follows:-

	31 December 2001	31 December 2000
	Ordinary shares of £1 each	
D A Cumper	179,850	179,850
M J Cumper	179,850	179,850

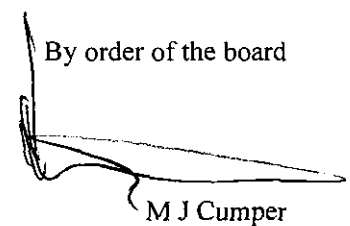
### Auditors

Baker Tilly (formerly HLB Kidsons) have agreed to offer themselves for re-election as auditors of the company.

### Small companies exemptions

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

By order of the board



M J Cumper

Secretary

Wealdstone Road  
Kimpton Industrial Estate  
Sutton  
Surrey  
SM3 9RW

15 August 2002

**DESIGNPLAN INTERNATIONAL LIMITED**  
**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

We are required under company law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss for that period.

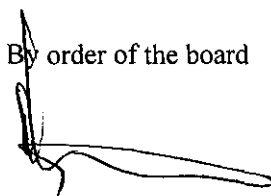
In preparing these financial statements we are required to:

- Select suitable accounting policies and apply them consistently;
- Make reasonable and prudent judgements and estimates;
- State whether accounting standards have been followed and give details of any departures;
- Prepare the financial statements on a going concern basis unless in our view the company will be unable to continue in business.

We are also responsible for:

- Keeping proper accounting records;
- Safeguarding the company's assets;
- Taking reasonable steps for the prevention and detection of fraud;
- Preparation of the directors' report and other information in the annual report in accordance with the law.

By order of the board



M J Cumper

Secretary

15 August 2002

# DESIGNPLAN INTERNATIONAL LIMITED

## AUDITORS' REPORT

### Independent auditors' report to the shareholders of Designplan International Limited

We have audited the financial statements of Designplan International Limited for the year ended 31 December 2001 on pages 4 to 9. These financial statements have been prepared under the historical cost convention and the accounting policies on page 6.

### Respective responsibilities of directors and auditors

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

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and the 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 other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

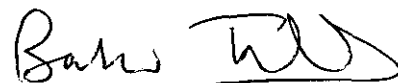
### Basis of opinion

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 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.

### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Baker Tilly  
Registered Auditors  
Chartered Accountants

Horsham

15 August 2002

# DESIGNPLAN INTERNATIONAL LIMITED

## PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2001

	Note	2001 £	2000 £
<b>Turnover</b>	2	1,147,145	1,391,017
Cost of sales		(928,052)	(1,099,391)
Gross profit		<u>219,093</u>	<u>291,626</u>
Distribution costs		(34,453)	(31,417)
Administrative expenses		(300,470)	(234,171)
Other operating income		90,354	96,155
Exchange profits on trading and monetary assets		22,517	8,595
Provision against balances due from subsidiary		<u>45,753</u>	<u>151,222</u>
<b>Operating profit</b>		<u>42,794</u>	<u>282,010</u>
Interest received	4	53,235	872
Interest payable	5	<u>(6,767)</u>	<u>(12,323)</u>
<b>Profit on ordinary activities before taxation</b>		<u>89,262</u>	<u>270,559</u>
Tax on ordinary activities		<u>(73,696)</u>	<u>(78,564)</u>
<b>Profit for the financial year</b>	10	<u><u>15,566</u></u>	<u><u>191,995</u></u>

# DESIGNPLAN INTERNATIONAL LIMITED

## BALANCE SHEET

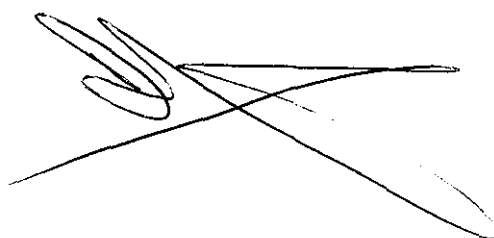
at 31 December 2001

	Note	2001 £	2000 £
<b>Fixed assets</b>			
Investments	6	140	140
<b>Current assets</b>			
Debtors: amounts falling due within one year	7	542,814	800,741
Debtors: amounts falling due after one year	7	291,243	243,827
Cash at bank and in hand		42,617	165,967
		<u>876,674</u>	<u>1,210,535</u>
<b>Creditors: amounts falling due within one year</b>	8	<u>449,319</u>	<u>798,746</u>
<b>Net current assets</b>		427,355	411,789
<b>Total assets less current liabilities</b>		<u>427,495</u>	<u>411,929</u>
<b>Capital and reserves (equity)</b>			
Share capital	9	2	2
Profit and loss account	10	427,493	411,927
Shareholders' funds	11	<u>427,495</u>	<u>411,929</u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements on pages 4 to 9 were approved by the board of directors on 15 August 2002.

D A Cumper - Director



# DESIGNPLAN INTERNATIONAL LIMITED

## NOTES ON FINANCIAL STATEMENTS

31 December 2001

### 1 Principal accounting policies

#### Basis of accounting

The financial statements have been prepared under the historical cost convention in accordance with FRSSE (effective March 2000). The company relies on the continuing support of its parent company, Designplan Lighting Limited.

#### Consolidation

The company has taken advantage of the exemption from preparing consolidated accounts available in section 228 of the Companies Act 1985 for parent companies included in the financial statements of a larger group. These financial statements show the results and position of Designplan International Limited only.

#### Stocks

Stocks are valued at the lower of cost and net realisable value.

#### Foreign currencies

Transactions expressed in foreign currencies are translated into sterling and recorded at rates of exchange approximating to those ruling at the date of transaction. Monetary assets and liabilities are translated at rates ruling at the balance sheet date.

#### Deferred taxation

Deferred taxation is provided in respect of the taxation effect of all timing differences to the extent that tax liabilities are likely to crystallise in the foreseeable future.

#### Cash flow

The company has taken advantage of the exemption from preparing a cash flow statement conferred by Financial Reporting Standard No 1 on the grounds that it is entitled to the exemptions available in sections 246 to 247 of the Companies Act 1985 for small companies.

### 2 Turnover

Turnover represents the amount derived from the provision of goods and services which fall within the company's ordinary activities, stated net of value added tax.

Turnover is attributed to the following markets

	2001 %	2000 %
Europe	31	34
North America	23	20
Far East	35	43
Rest of the World	11	3
	<u>100</u>	<u>100</u>

All the company's activities during the year are classed as continuing. There were no acquisitions during the year.

## NOTES ON FINANCIAL STATEMENTS

(continued)

The company holds more than 10% of the equity share capital of the following

- 7 -



# DESIGNPLAN INTERNATIONAL LIMITED

## NOTES ON FINANCIAL STATEMENTS

31 December 2001

(continued)

			2001 £	2000 £	
8	<b>Creditors:</b> amounts falling due within one year				
	Bank loans and overdrafts		197,226	137,459	
	Trade creditors		8,159	1,370	
	Amounts owed to parent company		110,870	465,725	
	Corporation tax		34,100	47,300	
	Other creditors		98,964	146,892	
			<u>449,319</u>	<u>798,746</u>	
9	<b>Share capital</b>				
		2001		2000	
		Number of shares	£	Number of shares	£
	<b>Authorised</b>				
	100,000 ordinary shares of 1p each	100,000	1,000	100,000	1,000
	<b>Allotted, called up and fully paid</b>	<u></u>	<u></u>	<u></u>	<u></u>
	200 ordinary shares of 1p each	200	2	200	2
		<u></u>	<u></u>	<u></u>	<u></u>
10	<b>Profit and loss account</b>				
			2001 £	2000 £	
	1 January 2001		411,927	219,932	
	Profit for the financial year		15,566	191,995	
	31 December 2001		<u>427,493</u>	<u>411,927</u>	
11	<b>Shareholders' funds</b>				
	Profit for the financial year		15,566	191,995	
	Opening shareholders funds		411,929	219,934	
	Closing shareholders funds		<u>427,495</u>	<u>411,929</u>	

# DESIGNPLAN INTERNATIONAL LIMITED

## NOTES ON FINANCIAL STATEMENTS

31 December 2001

(continued)

### 12 Guarantees and other financial commitments

The company has a cross guarantee with the following companies given to National Westminster Bank Plc against advances by the bank to these companies. The advances at 31 December 2001 totalled £615,482 (2000 £835,315).

Designplan Lighting Limited  
Carvill Lighting Limited  
Steelplan Kitchens Limited  
Richmond Lighting Limited  
Richmond Plastics Limited  
Travel by Design (Chertsey) Limited  
Designplan Management Services Limited

### 13 Related party transactions

Designplan Lighting Limited owns 82.5% of the share capital of Designplan International Limited (International) which owns 75% of the share capital of Designplan Lighting Inc (Inc) and 67% of FP Realty Inc. Designplan Lighting owns 100% of the share capital of Steelplan Kitchens Limited (Steelplan) and 55% of Carvill Lighting Limited (Carvill).

Richmond Lighting Limited (Richmond), Richmond Plastics Limited (Plastics), Travel by Design (Chertsey) Limited (Travel) and Designplan Management Services Limited (Management) are four companies that are under common control with Designplan International Limited.

During the year to 31 December 2001 the following transactions took place between them:-

- (i) International purchased goods for £916,696 (2000 £812,281) from Designplan. International reimbursed £148,508 (2000 £74,768) for wages and other expenses paid on their behalf. The balance due to Designplan at the year end was £110,870 (2000 £465,725).
- (ii) International sold goods for £263,241 (2000 £473,889) to Inc. The gross amount due from Inc at the year end was £1,036,047 (2000 £1,225,280). A provision of £211,658 (2000 £204,299) was made at the year end, £7,359 was debited (2000 £59,905 credited) to the profit and loss account together with the exchange credit of £53,112 (2000 £91,317 credit).
- (iii) International purchased goods for £nil (2000 £58,996) from Richmond. The amount due to Richmond at the year end was £nil (2000 £nil).
- (iv) International purchased goods for £4,650 (2000 £nil) from Plastics. The amount due to Plastics at the year end was £nil (2000 £nil).
- (v) International purchased services for £19,410 (2000 £9,882) from Travel. The amount due to Travel at the year end was £nil (2000 £nil).
- (vi) International was charged for services £175,070 (2000 £151,460) by Management. The amount due to Management at the year end was £96,148 (2000 £144,351).

### 14 Holding company

The company's immediate and ultimate holding company is Designplan Lighting Limited, which is incorporated in England.