Company Registration No. 2225820 (England and Wales)

# **ECONOMATTERS LIMITED**

ANNUAL REPORT

FOR THE YEAR ENDED 31 MARCH 2004

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COMPANIES HOUSE 08/05/04

#### DIRECTORS AND ADVISERS

Directors J R Ball

C M J Spottiswoode D J de Ledesma

R Ravimohan

(Appointed 23 December 2003)

R Kudva

(Appointed 23 December 2003)

H Y Joshi

(Appointed 23 December 2003)

Secretary K Holligan

Company number 2225820

Registered office Rodwell House

100 Middlesex Street

London E1 7HD

Registered auditors Saffery Champness

Lion House Red Lion Street

London WC1R 4GB

## CONTENTS

	Page
Directors' report	1 - 4
Independent auditors' report	5 - 6
Consolidated profit and loss account	7
Statement of recognised gains and losses	8
Balance sheets	9
Notes to the consolidated financial statements	10 - 24

#### DIRECTORS REPORT FOR THE YEAR ENDED 31 MARCH 2004

The directors present their report and financial statements for the year ended 31 March 2004.

#### **Directors**

The following directors have held office since 1 April 2003:

D M Spottiswoode (Resigned 23 December 2003)

J R Ball

N P Antill (Resigned 23 December 2003)

C M J Spottiswoode

D J de Ledesma

L Evans (Resigned 23 December 2003)
R Ravimohan (Appointed 23 December 2003)
R Kudva (Appointed 23 December 2003)
H Y Joshi (Appointed 23 December 2003)

## Principal activities and review of the business

The principal activities of the group continued to be that of publishing journals, consulting and organising conferences and management training.

In April 2003 the business operations of EconoMatters Limited were structured as separate incorporated companies and EconoMatters became a mangement company for the businesses (Gas Strategies Consulting Limited, Alphatania Limited, Gas Matters Limited and Overview Conferences Limited).

Revenue for the year ending 31 March 2004 was against the trend of the previous years where revenue has increased consistently year on year. The directors are of the view that this movement was due to the major corporate restructuring that took place during the year, where the shareholders of EconoMatters Limited prepared for and carried out a sale of the group. The directors note that if the cost of the fundamental reorganisation had not been incurred, then the group would have delivered a small profit, which considering the size of the revenue reduction is considered reasonable.

In December 2003 the group was acquired by Crisil Limited, India's leading Ratings, Financial News, Risk and Policy Advisory company. This acquisition did not include the European Autumn Gas Conference (a conference organised by Overview Conferences Limited) which was sold separately.

#### Results and dividends

The consolidated profit and loss account for the year is set out on page 7.

Interim ordinary dividends were paid amounting to £164,100. The directors do not recommend payment of a final dividend.

#### **Future developments**

The directors are expecting considerable growth and improvement in financial performance for the year ending 31 March 2005. This growth will be based upon a clear vision and strategy for the businesses and action plans for implementation.

# DIRECTORS REPORT (continued) FOR THE YEAR ENDED 31 MARCH 2004

#### **Directors' interests**

The directors' interests in the shares of the company and other group companies were as stated below:

	Ordinary sl	nares of £ 1 each
	31 March 2004	1 April 2003
J R Ball	-	500
C M J Spottiswoode	-	-
D J de Ledesma	-	-
R Ravimohan	-	-
R Kudva	-	
H Y Joshi	-	-
	"A" Ordinary sh	ares of 10p each
	31 March 2004	1 April 2003
J R Ball	-	-
C M J Spottiswoode	-	-
D J de Ledesma	-	-
R Ravimohan	-	-
R Kudva	-	-
H Y Joshi	-	<del>-</del>
	Ordinary sh	ares of 10p each
	31 March 2004	1 April 2003
J R Ball	51 Waten 2004	1 April 2005
C M J Spottiswoode	_	_
D J de Ledesma	_	_
R Ravimohan	-	
R Kudva		_
H Y Joshi		
A		_

# DIRECTORS REPORT (continued) FOR THE YEAR ENDED 31 MARCH 2004

On 11 April 2003 options were surrendered by each of the parties in return for the following options:-

- J R Ball was granted options over 1,112 ordinary shares at an exercise price of £4.05 per share. The last exercise date for the option is the 10th anniversary of the option agreement.
- D J de Ledesma was granted options over 3,889 ordinary shares at an exercise price of £4.05 per share. The last exercise date for the option is the 10th anniversary of the option agreement.
- C M J Spottiswoode was granted options over 2,222 ordinary shares at an exercise price of £4.05 per share. The last exercise date for the option is the 10th anniversary of the option agreement.
- N P Antill was granted options over 2,222 ordinary shares at an exercise price of £4.05 per share. The last exercise date for the option is the 10th anniversary of the option agreement.
- L Evans was granted options over 1,111 ordinary shares at an exercise price of £4.05 per share. The last exercise date for the option is the 10th anniversary of the option agreement.
- On 23 December 2003 all of the above options were exercised. All of the directors then disposed of their interest in the company.

#### Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Saffery Champness be reappointed as auditors of the company will be put to the Annual General Meeting.

# DIRECTORS REPORT (continued) FOR THE YEAR ENDED 31 MARCH 2004

#### 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 group and of the profit or loss of the group for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies 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;
- 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 which disclose with reasonable accuracy at any time the financial position of the company and the group and to 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the board

J R Ball

Director

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ECONOMATTERS LIMITED

We have audited the financial statements of EconoMatters Limited on pages 7 to 24 for the year ended 31 March 2004. These financial statements have been prepared under the historical cost convention (as modified by the revaluation of certain fixed assets) and the accounting policies set out therein.

#### Respective responsibilities of the directors and auditors

As described in the statement of directors' responsibilities on page 4 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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.

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 the directors' report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

#### Basis of audit 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 and the group'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 AUDITORS' REPORT (continued) TO THE SHAREHOLDERS OF ECONOMATTERS LIMITED

#### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's and the group's affairs as at 31 March 2004 and of the group's loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Saffery Champness

Chartered Accountants
Registered Auditor

26th April 2004

Lion House Red Lion Street London

WC1R 4GB

# CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2004

	Notes	2004 £	2003 £
Turnover	2	2,583,184	2,992,262
Administrative expenses		(2,678,031)	(2,899,310)
Operating (loss)/profit	3	(94,847)	92,952
Cost of fundamental reorganisation	3	(33,594)	-
(Loss)/profit on ordinary activities before interest		(128,441)	92,952
Other interest receivable and similar income		-	307
(Loss)/profit on ordinary activities before taxation		(128,441)	93,259
Tax on (loss)/profit on ordinary activities	4	4,292	(18,353)
(Loss)/profit on ordinary activities after taxation		(124,149)	74,906
Dividends	6	(164,100)	-
Retained (loss)/profit for the year	14	(288,249)	74,906

The profit and loss account has been prepared on the basis that all operations are continuing operations.

# STATEMENT OF RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 MARCH 2004

	2004 £	2003 £
(Loss)/profit for the financial year	(124,149)	74,906
Prior year adjustment	-	29,198
Total gains and losses recognised since last financial		
statements	(124,149)	104,104
	<b>===</b>	=====

# BALANCE SHEETS AS AT 31 MARCH 2004

		Group	p	Compa	ny
		2004	2003	2004	2003
	Notes	£	£	£	£
Fixed assets					
Intangible assets	7	44,244	46,218	863	46,218
Tangible assets	8	28,583	44,804	16,517	44,804
Investments	9	-	-	314,522	-
		72,827	91,022	331,902	91,022
Current assets			<del></del>		
Debtors	10	750,505	897,104	274,646	897,104
Cash at bank and in hand		173,327	102,824	18,314	102,824
		923,832	999,928	292,960	999,928
Creditors: amounts falling due		(0.7.5 1.5.1)			
within one year	11	(975,451)	(945,594)	(521,497)	(945,594)
Net current (liabilities)/assets		(51,619)	54,334	(228,537)	54,334
Total assets less current liabilities		21,208	145,356	103,365	145,356
		<b></b>		<b>==</b> 3	<del></del>
Capital and reserves					
Called up share capital	13	2,089	1,000	2,089	1,000
Share premium account	14	43,012	-	43,012	-
Revaluation reserve	14	25,330	26,820	-	26,820
Profit and loss account	14	(49,223)	117,536	58,264	117,536
Shareholders' funds - equity interests	: 15	21,208	145,356	103,365	145,356
- •			<del></del>		

The financial statements were approved by the board on  $\frac{21-4-04}{}$ 

JR Ball

Director

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2004

#### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

#### 1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable accounting standards.

#### 1.3 Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 31 March 2004. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intra-group sales and profits are eliminated fully on consolidation.

#### 1.4 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

#### 1.5 Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life.

#### 1.6 Patents

Patents are valued at cost less accumulated amortisation. Amortisation is calculated to write off the cost in equal annual instalments over their estimated useful lives.

### 1.7 Other intangible assets

The rights to hold the European Autumn Gas Conference were revalued during the year, in order that it may be distributed by a dividend in specie.

## 1.8 Tangible 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 less estimated residual value of each asset over its expected useful life, as follows:

Fixtures, fittings & equipment

25% using the straight line basis

#### 1.9 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

#### 1.10Investments

Fixed asset investments are stated at cost less provision for diminution in value.

Current asset investments are stated at the lower of cost and net realisable value.

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2004

#### 1 Accounting policies

(continued)

#### 1.11Pensions

The company contributes towards a group personal pension scheme for its employees. The cost of the contributions made by the company to the scheme are charged to the profit and loss account as incurred.

#### 1.12Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

#### 1.13Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

#### 2 Turnover

In the opinion of the directors it would be seriously prejudicial to disclose the turnover by geographical area.

#### 3 Operating (loss)/profit

	2004	2003
	£	£
Operating (loss)/profit is stated after charging:		
Depreciation of intangible assets	1,974	2,437
Depreciation of tangible assets	32,097	36,485
Loss on foreign exchange transactions	-	6,874
Operating lease rentals	101,192	87,745
Auditors' remuneration (company £15,000; 2003: £9,000)	15,000	9,000

At 1 April 2003 the company hived down it's 4 divisions into subsidary companies and on 23 December 2003 shares were issued under the company's share option agreement. The external costs of these transactions are included within the profit and loss account as an exceptional item.

4	Taxation	October 2004 £	March 2003
	Current tax charge	-	-
	Deferred tax Deferred tax charge/(credit) in current year	(4,292)	18,353
	Factors affecting the tax charge for the year		
	(Loss)/profit on ordinary activities before taxation	(128,441)	93,259
	(Loss)/profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 19.00 % (2003 : 19.00 %)	(24,404)	17,719
	Effects of:		
	Non deductible expenses	63	230
	Depreciation add back	6,168	7,395
	Capital allowances	(4,802)	(6,368)
	Tax losses utilised	19,910	(18,976)
	Other tax adjustments	3,065	
		24,404	(17,719)
	Current tax charge	-	-
5	Profit for the financial year		
	As permitted by section 230 of the Companies Act 1985, the holding comp has not been included in these financial statements. The profit for the f follows:		
		2004 £	2003 £
	Holding company's profit for the financial year	78,008	74,906
6	Dividends	2004 £	2003 £
	Ordinary interim paid	120,000	
	Ordinary interim paid	44,100	-
		164,100	-

7	Intangible fixed assets Group				
	•	Patents	Goodwill	Other intangible assets	Total
		£	£	£	£
	Cost				
	At 1 April 2003	1,480	49,365	-	50,845
	Revaluation	-	-	120,000	120,000
	Disposals	-		(120,000)	(120,000)
	At 31 March 2004	1,480	49,365		50,845
	Amortisation				
	At 1 April 2003	247	4,380	-	4,627
	Charge for the year	370	1,604	-	1,974
	At 31 March 2004	617	5,984	-	6,601
	Net book value	<del></del>	· ·		
	At 31 March 2004	863	43,381		44,244
	At 31 March 2003	1,233	44,985	<del>-</del>	46,218

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2004

7	Intangible fixed assets		(	continued)
	Intangible fixed assets (continued)			
	Company			
		Patents	Goodwill	Total
		£	£	£
	Cost			
	At 1 April 2003	1,480	49,365	50,845
	Disposals	-	(49,365)	(49,365)
	At 31 March 2004	1,480		1,480
	Amortisation			<del></del>
	At 1 April 2003	247	4,380	4,627
	Amortisation on disposals	-	(4,380)	(4,380)
	Charge for the year	370	-	370
	At 31 March 2004	617	-	617
	Net book value			
	At 31 March 2004	863	-	863
	At 31 March 2003	1,233	44,985	46,218

Goodwill brought forward represents the value attributable to the business of Alphatania, which was transferred to the company during the year ended 31 March 2001, and the gas business of Trichem Consultants Limited, purchased during the year ended 31 March 2002. Both of these were transferred to subsidaries on the hive down.

Other intangible assets represent the costs associated with registration of trade marks.

8	Tangible fixed assets Group	
	•	Fixtures,
		fittings &
		equipment
		£
	Cost or valuation	
	At 1 April 2003	366,408
	Additions	15,876
	At 31 March 2004	382,284
	Depreciation	
	At 1 April 2003	321,604
	Charge for the year	32,097
	At 31 March 2004	353,701
	Net book value	
	At 31 March 2004	28,583
	At 31 March 2003	44,804

8	Tangible fixed assets (continued) Company	
		Fixtures, fittings & equipment £
	Cost	<del>-</del>
	At 1 April 2003	366,408
	Additions	6,827
	Disposals	(29,485)
	At 31 March 2004	343,750
	Depreciation	
	At 1 April 2003	321,604
	On disposals	(18,395)
	Charge for the year	24,024
	At 31 March 2004	327,233
	Net book value	
	At 31 March 2004	16,517
	At 31 March 2003	44,804

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2004

## 9 Fixed asset investments Company

Shares in
group undertakings
£

Cost	£
At 1 April 2003 Additions	314,522
At 31 March 2004	314,522

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

## Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held	
		Class	%
Subsidiary undertakings			
Alphatania Limited	United Kingdom	Ordinary	100
Gas Matters Limited	United Kingdom	Ordinary	100
Gas Strategies Consulting Limited	United Kingdom	Ordinary	100
Overview Conferences Limited	United Kingdom	Ordinary	100
Gas Strategies Limited	United Kingdom	Ordinary	100

The principal activity of these undertakings for the last relevant financial year was as follows:

	Principal activity
Alphatania Limited	Training courses
Gas Matters Limited	Publishing
Gas Strategies Consulting Limited	Consultancy for the gas industry
Overview Conferences Limited	Organising conferences for the gas industry.
Gas Strategies Limited	Dormant

Trade debtors 587,030 766,619 7,012 766,619 Amounts owed by group undertakings 1,406 - 184,001 - 184,001 71,886 Other debtors 55,542 71,886 31,516 71,886 Prepayments and accrued income 91,390 47,754 46,216 47,754 Deferred tax asset 15,137 10,845 5,901 10,845    Toology	Debtors				
Fig.		•		_	•
Trade debtors 587,030 766,619 7,012 766,619 Amounts owed by group undertakings 1,406 - 184,001 - 184,001 71,886 Other debtors 55,542 71,886 31,516 71,886 Prepayments and accrued income 91,390 47,754 46,216 47,754 Deferred tax asset 15,137 10,845 5,901 10,845    Toology					
Amounts owed by group undertakings 1,406 - 184,001 71,886 71,886 71,516 71,886 71,886 71,516 71,886 71,886 71,516 71,886 71,886 71,516 71,886 71,517 71,886 71,517 71,886 71,518 71,886 71,518 71,886 71,518 71,886 71,518 71,886 71,518		£	£	£	£
Other debtors         55,542         71,886         31,516         71,886           Prepayments and accrued income         91,390         47,754         46,216         47,754           Deferred tax asset         15,137         10,845         5,901         10,845           To,505         897,104         274,646         897,104           Company 2004 £         £         £           Balance at 1 April 2003         10,845         10,845           Profit and loss account         4,292         (4,944)           Balance at 31 March 2004         15,137         5,901           Group Company 2004         2003           2004         2003         2004         2003           2004         2003         2004         2003           £         £         £         £           Accelerated capital allowances         5,901         4,564         5,901         4,564           Tax losses available         9,236         6,281         -         6,281	Trade debtors	587,030	766,619	7,012	766,619
Prepayments and accrued income   91,390   47,754   46,216   47,754	Amounts owed by group undertakings	1,406	-	184,001	-
Deferred tax asset	Other debtors	55,542	71,886	31,516	71,886
Total   Profession   Professi	Prepayments and accrued income	91,390	47,754	46,216	47,754
Deferred tax   Group   Company   2004   £	Deferred tax asset	15,137	10,845	5,901	10,845
Company 2004		750,505	897,104	274,646	897,104
2004 £ £  Balance at 1 April 2003 10,845 Profit and loss account 4,292 (4,944)  Balance at 31 March 2004 15,137 5,901  Deferred taxation provided in the financial statements is as follows:  Group 2004 2003 £ £ £ £ £ £ £ £ £ £ £ £ £ £ £ £ £ £	Deferred tax				
### Balance at 1 April 2003					
Balance at 1 April 2003 10,845 10,845 Profit and loss account 4,292 (4,944)  Balance at 31 March 2004 15,137 5,901  Deferred taxation provided in the financial statements is as follows:    Group   Company 2004 2003 2004 2003					
Profit and loss account   4,292   (4,944)		£		£	
Balance at 31 March 2004  15,137  5,901  Deferred taxation provided in the financial statements is as follows:  Group  2004  2003  £  £  £  £  4  Accelerated capital allowances  Tax losses available  5,901  4,564  6,281  -  6,285	Balance at 1 April 2003	10,845		10,845	
Deferred taxation provided in the financial statements is as follows:    Group   Company	Profit and loss account	4,292		(4,944)	
Group         Company           2004         2003         2004         2003           £         £         £         £           Accelerated capital allowances         5,901         4,564         5,901         4,564           Tax losses available         9,236         6,281         -         6,281	Balance at 31 March 2004	15,137		5,901	
Group         Company           2004         2003         2004         2003           £         £         £         £           Accelerated capital allowances         5,901         4,564         5,901         4,564           Tax losses available         9,236         6,281         -         6,281					
2004     2003     2004     2003       £     £     £     £       £     £     £     £       £     £     £     £       Accelerated capital allowances     5,901     4,564     5,901     4,564       Tax losses available     9,236     6,281     -     6,281	Deferred taxation provided in the finance	cial statements is as foll	ows:		
£         £		Group	)	Compa	ny
Accelerated capital allowances 5,901 4,564 5,901 4,564 Tax losses available 9,236 6,281 - 6,281		2004	2003	2004	2003
Tax losses available 9,236 6,281 - 6,28		£	£	£	£
		·	•	5,901	4,564
15,137 10,845 5,901 10,845	Tax losses available	9,236	6,281	<del>-</del>	6,281
		15,137	10,845	5,901	10,845

11	Creditors: amounts falling due within or	ne year			
	<u> </u>	Group	o	Compa	ny
		2004	2003	2004	2003
		£	£	£	£
	Trade creditors	199,188	226,416	73,192	226,416
	Amounts owed to group undertakings	_	-	309,504	-
	Corporation tax	42	42	42	42
	Taxes and social security costs	170,003	32,814	120,783	32,814
	Directors current accounts	-	91,487	_	91,487
	Other creditors	1,472	-	1,056	_
	Accruals and deferred income	604,746	594,835	16,920	594,835
		975,451	945,594	521,497	945,594
12	Pension costs				
	Defined contribution				
				2004	2003
				£	£
	Contributions payable by the company for the	he year		69,902	68,910

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2004

13	Share capital	2004 £	2003 £
	Authorised		
	1,000 Ordinary shares of £1 each	-	1,000
	10,000 "A" ordinary shares of 10p each	1,000	_
	12,220 Ordinary shares of 10p each	1,222	-
		2,222	1,000
	Allotted, called up and fully paid		
	1,000 shares of £1 each	-	1,000
	10,000 "A" ordinary shares of 10p each	1,000	-
	10,890 Ordinary shares of 10p each	1,089	-
		2,089	1,000

On 11April 2003 the existing shares were split into shares with a nominal value of 10 pence per share, and were re-classified as "A" ordinary shares. The aurthorised share capital was increased to £10,000, an increase in authorised share numbers of 90,000.

Upon winding up, the "A" ordinary shares will receive the first £49,500, whereafter the "A" ordinary and ordinary shares will rank pari passu. Holders of at least 75% of the "A" ordinary shares may at any time and from time to time remove from office any director.

On 23 December 2003 10,889 ordinary shares were issued under the company's share option agreement at a premium of £3.95 per share.

14	Statement of movements on reserves Group			
	•		Revaluation	Profit and
		premium	reserve	loss account
		account		
		£	£	£
	Balance at 1 April 2003	-	26,820	117,536
	Retained loss for the year	-	-	(288,249)
	Transfer from revaluation reserve to profit and loss			
	account	-	(121,490)	121,490
	Premium on shares issued during the year	43,012	-	-
	Revaluation during the year	-	120,000	-
	Balance at 31 March 2004	43,012	25,330	(49,223)
	Datatice at 31 iviation 2004	-13,012	======	(17,223)
	Company			
		Share	Revaluation	Profit and
		premium	reserve	loss account
		account		
		£	£	£
	Balance at 1 April 2003	_	26,820	117,536
	Retained loss for the year	-	-	(86,092)
	Transfer from revaluation reserve to profit and loss			, , ,
	account	-	(26,820)	26,820
	Premium on shares issued during the year	43,012	-	-
	Balance at 31 March 2004	43,012		58,264

15	Reconciliation of movements in shareholders' funds	2004	2003
	Group	£	£
	(Loss)/Profit for the financial year	(124,149)	74,906
	Dividends	(164,100)	-
	Other recognised gains and losses Proceeds from issue of shares	(288,249) 120,000 44,101	74,906 - -
	Net (depletion in)/addition to shareholders' funds	(124,148)	74,906
	Opening shareholders' funds	145,356	70,450
	Closing shareholders' funds	21,208	145,356
	Company	2004 £	2003 £
	Profit for the financial year	78,008	74,906
	Dividends	(164,100)	-
	Proceeds from issue of shares	(86,092) 44,101	74,906
	Net (depletion in)/addition to shareholders' funds	(41,991)	74,906
	Opening shareholders' funds	145,356	70,450
	Closing shareholders' funds	103,365	145,356

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2004

## 16 Financial commitments

At 31 March 2004 the group had annual commitments under non-cancellable operating leases as follows:

	Land and b	uildings
	2004	2003
	£	£
Expiry date:		
Within one year	72,500	-
Within one year  Between two and five years	•	72,500
	72,500	72,500

At 31 March 2004 the company had annual commitments under non-cancellable operating leases as follows:

		Land and bu	ildings
		2004 £	2003 £
	Expiry date:	72,500	
	Within one year Between two and five years	-	72,500
		72,500	72,500
17	Directors' emoluments	2004 £	2003 £
	Emoluments for qualifying services Company pension contributions to money purchase schemes	272,220 45,911	289,128 40,798
		318,131	329,926
	Emoluments disclosed above include the following amounts paid to the highest paid director:		
	Emoluments for qualifying services Company pension contributions to money purchase schemes	155,000 4,250	101,440

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2004

#### 18 Employees

#### Number of employees

The average monthly number of employees (including directors) during the year was:

the year was.	2004 Number	2003 Number
Administration	22	23
Employment costs		e
Wages and salaries	£ 755,386	£ 793,825
Social security costs	80,725	73,294
Other pension costs	69,902	68,910
	906,013	936,029

#### 19 Control

The company is controlled by CRISIL Limited, a company registered on the Indian stock exchange.

## 20 Related party transactions

#### Group

During the year the group recharged costs of £11,312 to Crisil Limited, it's parent company. At the year end Crisil Limited owed the group £1,406.

#### Company

During the year the company recharged costs of £11,312 to Crisil Limited, it's parent company. At the year end Crisil Limited owed the company £1,406.