Option Systems Limited

Directors' report and financial statements

31 December 1998 Registered number 2446995



Directors' report and financial statements

Contents

Directors' report	1
Statement of directors' responsibilities	3
Auditors' report to the members of Option Systems Limited	4
Profit and loss account	5
Balance sheet	6
Cash flow statement	7
Notes	8

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 1998.

Principal activities

The principal activity of the company continues to be the supply and installation of software and hardware and related consulting services specific to the clothing, footwear and home textile industries.

Business review

Turnover increased to £2,236,900 (1997: £1,666,460) this represented a 34% increase on the previous year. The directors are pleased with the continued growth of the company.

Proposed dividend and transfer from reserves

The directors do not recommend the payment of a dividend for the year.

The profit for the year after taxation is £9,212 and has been added to reserves.

Research and development

The company continued to develop its products to keep pace with market changes.

Directors and directors' interests

The directors who held office during the year were as follows:

AG Parkinson AD Russell PN Miller-Smith

None of the directors who held office during the year had any interests in the shares or debentures of the company. Their interests in the shares of O.S.L. International plc (Option Systems Limited's holding company) are shown in its directors report.

Political and charitable contributions

The company made no political contributions during the year. Donations to UK charities amounted to £623.

Directors' report (continued)

Year 2000

The directors have considered the likely impact of the Year 2000 issue on the company's affairs.

Formal plans have been produced and a multi-disciplinary Millennium team has been formed, under executive direction. Targets and timetables have been established to check compliance of all internal company systems likely to be affected by the Millennium.

Key suppliers have been identified and are subject to an ongoing audit process. Where necessary alternative sources of supply have been selected.

Major equipment has been tested by outside specialists and confirmation of compliance obtained. Other equipment and systems are being tested internally.

Costs expected to be incurred have been formally budgeted for and most of these are likely to be expenses in 1999.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board

AG Parkinson

Director

Ashcroft House Ervington Court Leicester LE3 2WL

Statement of 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 profit or loss 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 company 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 to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



Auditors' report to the members of Option Systems Limited

We have audited the financial statements on pages 5 to 18.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with 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 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants Registered Auditors

KIMS

23 June 1999

Profit and loss account

for the year ended 31 December 1998

	Note	1998 £	1997 £
Turnover	1	2,236,900	1,666,460
Cost of sales		(580,869)	(387,890)
Gross profit		1,656,031	1,278,570
Administrative expenses		(1,640,972)	(1,263,712)
Operating profit		15,059	14,858
Other interest receivable and similar income Interest payable and similar charges	5 6	6,274 (4,111)	3,153 (7,392)
Profit on ordinary activities before taxation	2	17,222	10,619
Tax on profit on ordinary activities	7	(8,010)	(9,491)
Profit for the financial year		9,212	1,128
Retained profit at 1 January 1998		27,328	26,200
Retained profit at 31 December 1998		36,540	27,328

The notes on pages 8 to 17 form part of these accounts.

There were no recognised gains and losses other than profit for the year.

The company has made no material acquisitions and no operations have been discontinued during the current or preceding accounting periods.

Balance sheet at 31 December 1998

	Note	19	98		1997
		£	£	£	£
Fixed assets					
Intangible assets	8		-		5,000
Tangible assets	9		81,240		92,110
			81,240		97,110
Current assets					
Stocks	10	19,731		7,652	
Debtors	11	720,436		426,264	
Cash at bank and in hand		40,289		113,014	
		780,456		546,930	
Creditors: amounts falling					
due within one year	12	(778,561)		(551,791)	
,					
Net current assets/(liabilities)			1,895		(4,861)
Total assets less current liabilities			83,135		92,249
Creditors: amounts falling					
due after more than one year	13		(17,281)		(35,607)
·					
					
Net assets			65,854		56,642
Capital and reserves					
Called up share capital	14		17,000		17,000
Share premium account	15		12,314		12,314
Profit and loss account	15		36,540		27,328
1.021.0110.000 0000	••				
			65,854		56,642

These financial statements were approved by the board of directors on 23 June 1949

and were signed on its behalf by:

AG Parkinson Director

Cash flow statement

for the year ended 31 December 1998

	Note	1998 £	1997 £
Cash (outflow)/inflow from operating activities	19	(18,728)	114,377
Returns on investments and servicing of finance	20	2,163	(4,243)
Taxation		(7,123)	(5,903)
Capital expenditure	20	(26,621)	(51,231)
Cash (outflow)/inflow before financing		(50,309)	53,000
Financing	20	(22,416)	(28,191)
(Decrease)/increase in cash in the period		(72,725)	24,809
Reconciliation of net cash flow to movement in net funds			
(Decrease)/increase in cash in the period	21	(72,725)	24,809
Cash to repay loans	21	6,859	17,910
Capital element of finance lease repaid	21	15,557	10,281
Change in net (debt)/funds resulting from cash flows		(50,309)	53,000
Movement in net (debt)/funds in the period	21	(50,309)	53,000
Net funds at the start of the period	21	55,350	2,350
Net funds at the end of the period	21	5,041	55,350

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Fixed assets and depreciation

Depreciation is provided by the company to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Computers - 25% on cost
Office fixtures, fittings and equipment - 25% on cost
Motor vehicles - 25% on cost
Software - 25% on cost

Previously capitalised development costs incurred by the company are amortised over their estimated useful economic life of 5 years.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Leases

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a 'finance lease'. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated over its estimated useful life or the term of the lease, whichever is shorter. Future instalments under such leases, net of finance charges, are included with creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account, and the capital element which reduces the outstanding obligation for future instalments.

All other leases are accounted for as 'operating leases' and the rental charges are charged to the profit and loss account on a straight line basis over the life of the lease.

Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

Stocks

Stocks are stated at the lower of cost and net realisable value. For work in progress this includes an appropriate proportion of attributable overheads.

1 Accounting policies (continued)

Long term contracts

The amount of profit attributable to the stage of completion of a long term contract is recognised when the outcome of the contract can be foreseen with reasonable certainty. Turnover for such contracts is stated at cost appropriate to their stage of completion plus attributable profits, less amounts recognised in previous years. Provision is made for any losses as soon as they are foreseen.

Contract work in progress is stated at cost incurred, less those costs transferred to the profit and loss account, after deducting foreseeable losses and payments on account not matched with turnover.

Amounts recoverable on contracts are included in debtors and represent turnover recognised in excess of payments on account.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers during the year from continuing activities.

Research and development costs

During 1994 the directors decided that, in the interests of showing a true and fair view, the policy of not amortising previously capitalised development costs should be changed to amortising such costs over a 5 year period.

Research and development costs incurred within the year are written off to the profit and loss account unless they are directly attributable to specific orders in which case they are included in work in progress.

2 Profit on ordinary activities before taxation

	1998	1997
	£	£
Profit on ordinary activities before taxation is stated		
after charging		
Auditors' remuneration:		
Audit	3,990	3,800
Other services	2,190	900
Depreciation of tangible fixed assets	38,067	32,615
Research and development expenditure:		
Incurred during the year	250,000	110,000
Amortisation of deferred development costs	5,000	5,000
Hire of other assets - operating leases	49,194	39,383
Loss on foreign exchange	· 10	4,929
	·	

3 Remuneration of directors

	1998 £	1997 £
Directors' emoluments Company contributions to money purchase pension schemes	199,596 18,000	187,927 18,000
	217,596	205,927
	Advantage of the second second	·
	Numbe 1998	r of directors 1997
Number of directors who are members of money purchase pension schemes	3	3

4 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

	Number of emplo		
	1998	1997	
Management	9	5	
Development and support	19	14	
Other	8	9	
	36	28	
			
The aggregate payroll costs of these persons were as follows:			
	1998	1997	
	£	£	
Wages and salaries	991,361	736,879	
Social security costs	98,820	74,076	
Other pension costs	18,000	18,000	
	1,108,181	828,955	

5 Other interest receivable and similar income		
	1998 £	1997 £
Bank interest receivable	6,274	3,153
6 Interest payable and similar charges		
	1998 £	1997 £
On bank loans and overdrafts	3,188	4,060
Finance charges payable in respect of finance leases and hire purchase contracts	923	3,332
	4,111	7,392
7 Taxation		
	1998 £	1997 £
UK corporation tax at 21% (1997: 21%) on		
the profit for the year on ordinary activities Deferred taxation	7,853	6,966 1,050
Adjustment relating to an earlier year	157	1,475
	8,010	9,491

8 Intangible fixed assets

	Development costs £
Cost At beginning and end of year	25,160
Amortisation At beginning of year Charged in year	20,160 5,000
At end of year	25,160
Net book value At 31 December 1998	Nil
At 31 December 1997	5,000

9 Tangible fixed assets

	Computer equipment and software £	Office fixtures, fittings and equipment £	Motor vehicles £	Total £
Cost At beginning of year Additions Disposals	91,254 29,390	19,363 3,401 (455)	49,529 (23,806)	160,146 32,791 (24,261)
At end of year	120,644	22,309	25,723	168,676
Depreciation and diminution in value At beginning of year Charge for year On disposals	31,824 23,182	10,076 4,981 (315)	26,136 9,904 (18,352)	68,036 38,067 (18,667)
At end of year	55,006	14,742	17,688	87,436
Net book value At 31 December 1998	65,638	7,567	8,035	81,240
At 31 December 1997	59,430	9,287	23,393	92,110

Included in the total net book value of motor vehicles is £8,035 (1997: £23,393) in respect of assets held under finance leases and hire purchase contracts. Depreciation for the year on these assets was £9,904 (1997: £12,384).

187,828

551,791

Notes (continued)

Accruals and deferred income

10	Stocks				
				1998 £	1997 £
Work in	n progress I goods and goods for resale			2,720 17,011	6,160 1,492
1 111101100	2 Boogs and Boogs 101 100mg				
				19,731	7,652
	D.14				
11	Debtors				
				1998	1997
				£	£
Trade d				676,140	366,035
Other de				42,074	1,052 27,549
	nents and accrued income ts recoverable on contracts			2,222	31,628
					••
				720,436	426,264
None o	of the amounts above are due after more	e than one year.			
12	Creditors: amounts falling due wit	hin one year			
			1998		1997
		£	£	£	£
Bank lo	an		6,500		6,500
	ions under finance leases and		11,467		15,557
	archase contracts ats received on account		156,672		116,232
Trade c			231,922		170,733
	reditors including taxation				
	ocial security oration tax	7,853		6,966	
	taxes and social security	59,723		47,975	
			67,576		54,941

304,424

778,561

13 Creditors: amounts falling due after more than one year

	1998 £	1997 £
Bank loan Obligations under finance leases and hire purchase contracts	17,281	24,140 11,467
	17,281	35,607
The maturity of obligations under finance leases and hire purchase contracts is as follows	s: 1 998	1997
	1998 £	£
Within one year In the second to fifth years	11,550	16,787 11,550
Less future finance charges	11,550 (83)	28,337 (1,313)
	11,467	27,024
		
The bank loan is repayable as follows:	1998 £	1997 £
Within one year Between one and two years Between two and five years	6,500 6,500 10,781	6,500 6,500 17,640
	23,781	30,640

The loan is secured by a debenture held by the company's bankers. The interest rate on the loan is 3% above base rate.

14 Called up share capital

	1998 £	1997 £
Authorised Ordinary shares of Ip each	1,000,000	1,000,000
Allotted, called up and fully paid Ordinary shares of Ip each	17,000	17,000

15 Reserves

	Share premium account £	Profit and loss account	
		£	
At beginning of year Profit for the year	12,314	27,328 9,212	
	12.214	26.540	
At end of year	12,314	36,540	

16 Commitments

Annual commitments under non-cancellable operating leases are as follows:

	Buildings			Other	
	1998	1997	1998	1997	
	£	£	£	£	
Operating leases which expire:			4 5 5 1	5 200	
Within one year	-	- 20.152	4,771	5,299	
In the second to fifth years inclusive	28,152	28,152	90,139	29,192	
		April 19	•		
	28,152	28,152	94,910	34,491	

17 Ultimate parent company

The company is a subsidiary undertaking of OSL International PLC registered in England and Wales, and whose registered office is : Ashcroft House, Ervington Court, Leicester, LE3 2WL.

(18,728)

114,377

Notes (continued)

18 Reconciliation of movements in shareholders' funds

Net cash (outflow)/inflow from operating activities

	1998	1997
	£	£
	0.212	. 120
Profit for the financial year	9,212	1,128
Opening shareholders' funds	56,642	55,514
Closing shareholders' funds	65,854	56,642
19 Reconciliation of operating profit to net cash inflow from o	perating activities	
19 Reconciliation of operating profit to net cash inflow from o	perating activities	1997
19 Reconciliation of operating profit to net cash inflow from o	-	1997 £
• • •	1998	
Operating profit	1998 £ 15,059	£ 14,858
Operating profit Depreciation charge	1998 £ 15,059 43,067	£
Operating profit Depreciation charge (Profit)/loss on sale of tangible fixed assets	1998 £ 15,059 43,067 (576)	£ 14,858 37,615 4
Operating profit Depreciation charge (Profit)/loss on sale of tangible fixed assets (Increase)/decrease in stocks	1998 £ 15,059 43,067 (576) (12,079)	£ 14,858 37,615 4 37,175
Operating profit Depreciation charge (Profit)/loss on sale of tangible fixed assets	1998 £ 15,059 43,067 (576)	£ 14,858 37,615 4

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20 Analysis of cash flows shown net in cash flow statement

	1998	1997
	£	£
Returns on investments and servicing of finance		
Interest received	6,274	3,153
Interest paid	(3,188)	(4,064)
Interest element of finance leases	(923)	(3,332)
Net cash inflow/(outflow) from returns on investments and servicing of finance	2,163	(4,243)
The cash mile in (duties) from returns on mressing at the second of the		
Capital expenditure		
Purchase of tangible fixed assets	(32,791)	(51,281)
Sale of tangible fixed assets	6,170	50
Net cash outflow from capital expenditure	(26,621)	(51,231)
Financing		
Repayments of amounts borrowed	(6,859)	(17,910)
Capital element of finance leases	(15,557)	(10,281)
Net cash outflow from financing	(22,416)	(28,191)

21 Analysis of net funds

	At 31 December 1997 £	Cash flow £	Other changes £	At 31 December 1998 £
Cash in hand and at bank	113,014	(72,725)	-	40,289
Debt due within one year	(6,500)	•	-	(6,500)
Debt due after more than one year	(24,140)	6,859	-	(17,281)
Finance leases	(27,024)	15,557	-	(11,467)
				
	55,350	(50,309)	-	5,041
	 			

22 Related party transactions

There are no transactions requiring disclosure under FRS 8.

Trading and profit and loss account for the year ended 31 December 1998

		1998		1997
	£	£	£	£
Sales		2,236,900		1,666,460
Cost of sales Opening stock at 1 January 1998 Purchases	1,492 596,388		6,427 382,955	
Closing stock at 31 December 1998	597,880 (17,011)	580,869	389,382 (1,492)	387,890
Gross profit		1,656,031		1,278,570
Other income Bank interest received		6,274		3,153
		1,662,305		1,281,723
Expenditure Directors' remuneration Salaries and national insurance Pension contributions Recruitment expenses BUPA Training course fees Canteen costs Rent and service charges Repairs and renewals Insurance Printing, postage and stationery Telephone Motor expenses Travelling and accommodation Vehicle and office equipment leasing and hire charges Advertising and exhibition costs Audit, accountancy fees and taxation fees Legal fees Consultancy fees Maintenance of software Bank charges Bank interest Hire purchase interest Bad debts Depreciation Amortisation of development costs Subscriptions and donations Miscellaneous expenses Loss on foreign exchange Write off of inter company loan (Profit)/loss on sale of fixed asset	178,013 912,168 18,000 8,070 10,758 18,280 1,742 46,007 2,234 7,516 9,978 26,022 16,357 70,362 49,196 52,763 9,250 1,343 118,380 18,826 1,692 3,188 923 38,067 5,000 5,059 16,455 10 (576)	1,645,083	167,362 643,593 18,000 27,175 7,920 8,316 1,135 41,698 2,458 4,178 8,089 18,829 12,312 40,249 39,383 69,520 5,650 17,963 30,955 14,014 1,939 4,060 3,332 15,219 32,615 5,000 3,885 16,322 4,929 5,000	1,271,104
Net profit for the year before taxation		17,222		10,619

The above information does not form part of the audited statutory accounts and is included solely for the information of management.