2767639

DATA INTEGRATION LIMITED

Financial Statements

For the year ended 31 March 2007

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Financial statements for the year ended 31 March 2007

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Directors, officers and advisers

Directors

S R Crumplin J S W Grazebrook G Lauder

Secretary and registered office

J S W Grazebrook 18 Northfields London SW18 1DD

Registered number

2767639 (England and Wales)

Auditors

Windsor Stebbing Marsh Pinnacle House 17 - 25 Hartfield Road Wimbledon London SW19 3SE

Bankers

Barclays Bank plc Technology and Telecoms Team Level 26 1 Churchill Place London E14 5HP

Directors' report for the year ended 31 March 2007

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

Principal activity

The principal activity of the company during the year was the supply, installation and support of data communication equipment

Review of the business

During the year, the company's turnover and consequent profitability fell from the level achieved in 2006. This was caused by a number of factors, most significant of which was the high level of change within the company's sales team. Action has been taken to address this, and early in the new year a sales director had been appointed and the basis for a new sales team had been created. The directors are continually assessing the business risks that face the company, and will continue to take action when appropriate to mitigate them.

Although the company maintains an overdraft facility with its bankers, it retains sufficient working capital to manage its cashflow while resorting to only occasional drawdown on the overdraft. The company avoids the need to carry large stock of goods for resale, and endeavours to purchase goods as near as possible to the time of installation and sale in order to minimise the fluctuations that this causes in the cashflow through timing differences

The company's policy on trade debtors is to manage credit risk by an initial assessment of the customer and by the regular monitoring or amounts outstanding. Our customers tend to be large companies or public sector organisations, so the risks inherent within the extension of credit tend towards slow receipt of payments rather than bad debts.

Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due

The company monitors its commitments to buy and sell good and services in foreign currencies and takes out appropriate forward currency contracts with its bank to hedge its general exposure

Results and dividends

The results for the year are shown on the profit and loss account on page 6 The profit for the year after taxation was £83,468 and retained loss after dividends was £471,532

The directors do not recommend the payment of a final dividend. An interim dividend of £555,000 being £2 3125 per share was paid during the year (2006 - £300,000)

Directors

The directors who served during the year were

S R Crumplin J S W Grazebrook G Lauder

Directors' report for the year ended 31 March 2007 (continued)

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 as at the end of the financial year and of the profit or loss of the company 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,
- 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 maintaining proper accounting records which 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. It is also their responsibility to safeguard the assets of the company and hence to take reasonable steps to prevent and detect fraud and other irregularities.

Directors' interests

The beneficial interests of the directors and their families in the share capital of the company were as follows

	Ordinary	shares of £0 10 each
	<u>31 March 2007</u>	<u> 1 April 2006</u>
S R Crumplin	136,780	136,780
J S W Grazebrook	55,830	55,830
G Lauder	24,445	24,445

Political and charitable contributions

Various charitable contributions were made during the year totalling £750

Disclosure of information to auditors

To the knowledge and belief of the directors, there is no relevant information that the company's auditors are not aware of, and the directors have taken all the steps necessary to ensure the directors are aware of any relevant information, and to establish that the company's auditors are aware of the information

Auditors

A resolution to reappoint Windsor Stebbing Marsh as auditors of the company will be proposed at the forthcoming annual general meeting

Signed on behalf of the board

J S W GRAZEBROOK Company Secretary

Approved by the Board on

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Independent auditors' report to the shareholders of Data Integration Limited

We have audited the financial statements of Data Integration Limited for the year ended 31 March 2007 which are set out on pages 6 to 16 These financial statements have been prepared under the accounting policies set out therein

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 auditors

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. 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 of 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 within it

Basis of 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 auditors' report to the shareholders of Data Integration Limited (continued)

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 profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985

Vmon Hebbry MM Windsor Stebbing Marsh

Registered Auditors and

Chartered Accountants

Pinnacle House

17 - 25 Hartfield Road

Wimbledon

London

SW19 3SE

15 JUNE 2007

Profit and loss account for the year ended 31 March 2007

	<u>Notes</u>	<u>2007</u> €	<u>2006</u> £
Turnover	2	8,639,339	11,753,345
Cost of sales		5,095,167	7,393,163
Gross profit		3,544,172	4,360,182
Administrative expenses		3,312,365	3,284,926
		3,312,365	3,284,926
Operating profit	3	231,807	1,075,256
Loss on disposal of fixed assets		(189,925)	
Profit on ordinary activities before interest		41,882	1,075,256
Other interest receivable and similar income Interest payable and similar charges	6	43,450 (14)	37,127 (788)
Profit on ordinary activities before taxation		85,318	1,111,595
Taxation on profit on ordinary activities	7	1,850	337,022
Profit for the financial year		83,468	774,573
Dividends	8	555,000	300,000
Loss/(2006 retained profit) for the year		(471,532)	474,573

None of the company's activities was acquired or discontinued during the above two years

There were no recognised gains nor losses other than those included in the profit and loss account

The notes on pages 9 to 16 form part of these financial statements

Balance sheet at 31 March 2007

	<u>Notes</u>	<u>2007</u> £	2006 £
Fixed assets			
Intangible assets Tangible assets	9 10	129,662 129,662	189,925 174,038 363,963
Current assets		123,002	303,703
Stock Debtors Cash at bank and in hand	11 12	132,546 2,077,039 1,109,168	170,141 4,290,621 1,114,924
Creditors: amounts falling due within one year	13	3,318,753 (2,146,844)	5,575,686 (4,101,950)
Net current assets		1,171,909	1,473,736
Total assets less current liabilities		1,301,571	1,837,699
Provision for liabilities and charges	14	325	(64,271)
		1,301,896	1,773,428
Capital and reserves			
Called up share capital	15	24,000	24,000
Share premium account	16	275,920	275,920
Capital redemption reserve Profit and loss account	16 16	8,500 993,476	8,500 1,465,008
Shareholders' funds	17	1,301,896	1,773,428

Approved by the board of directors on . 12 Jule 207 and signed on its behalf

S R Crumplin - Director

Cash flow statement for the year ended 31 March 2007

	<u>Notes</u>	2007 £	<u>2006</u> £
Operating activities Net cash flow from operating activities	18a	873,955	250,717
Returns on investments and servicing of finance			
Interest and similar income received Interest and similar charges paid		43,450 (14)	37,127 (788)
Net cash flow from returns on investments and servicing of finance		43,436	36,339
Taxation			
Corporation tax paid		(335,271)	(109,689)
Capital expenditure			
Payments to acquire tangible fixed assets		(32,876)	(192,628)
Net cash flow from investing activities		(32,876)	(192,628)
		549,244	(15,261)
Equity dividends paid		(555,000)	(300,000)
Net cash flow before financing		(5,756)	(315,261)
Financing			
Issue of ordinary share capital			37,300
Net cash flow from financing			37,300
Decrease in cash	18c	(5,756)	(277,961)

The notes on pages 9 to 16 form part of these financial statements.

Notes to the financial statements for the year ended 31 March 2007

1 Accounting policies

a) Basis of accounting

The financial statements are prepared on the historical cost basis of accounting and have been prepared in accordance with applicable accounting standards.

b) Turnover

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

c) Software development

Software development costs are capitalised to the extent that they are expected to be recovered against future related turnover

Software development is amortised from the commencement of the commercial production of the product, and over the period from which the company expects to sell the product

d) 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

Software development

20%

per annum on a straight line basis

e) Depreciation of tangible fixed assets

All fixed assets are initially recorded at cost

Depreciation is provided on all tangible fixed assets at rates calculated to write off the full cost or valuation less estimated residual value of each asset over its estimated useful life. The principal rates in use are

Leasehold improvements

over the life of the lease

Computer software

20% per annum on a straight line basis

Furniture and equipment

20% per annum on a straight line basis

Computer hardware

25% per annum on a straight line basis

f) Stocks

Stock and work in progress is valued at the lower of cost and estimated net realisable value

g) Deferred taxation

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

h) Foreign currency translation

Assets and liabilities in foreign currencies are translated into sterling at the rate 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.

i) Research and development expenditure

Research and development expenditure is written off in the year in which it is incurred

Notes to the financial statements for the year ended 31 March 2007 (continued)

j) Operating lease transactions

Rentals under operating leases are charged to the profit and loss account as they fall due.

k) Pension scheme

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

2 Turnover

The turnover and profit before taxation is attributable to the one principal activity of the company. No exports were made by the company during the year.

3 Profit on ordinary activities before taxation

This is stated after charging

	<u>2007</u> £	<u>2006</u> £
Directors' remuneration	398,250	267,290
Staff costs	2,023,163	2,084,324
Total staff costs (note 4)	2,421,413	2,351,614
Depreciation of owned assets	74,014	57,437
Amortisation	3,239	49,575
Intangible fixed assets written off	189,925	´ <u>-</u>
Auditors' remuneration - Audit fee	5,750	5,750
Operating lease rentals - plant and equipment	, <u>-</u>	3,066
Operating lease rentals - other assets	110,321	93,956
Net profit on foreign currency translation	(109,647)	(17,777)
Employee information		
	<u> 2007</u>	<u> 2006</u>
	£	£

CA-CC	

Statt costs:		
Wages and salaries	2,058,792	2,032,074
Social security costs	314,346	275,903
Other pension costs	48,275	43,637
	<u>2,421,413</u>	2,351,614

The average number of persons employed during the year, including executive directors, was made up as follows

	<u>2007</u>	<u> 2006</u>
	Number	Number
Office and management	46	42

Notes to the financial statements for the year ended 31 March 2007 (continued)

5	Directors' emoluments		
		<u>2007</u>	<u>2006</u>
	Emoluments	410,341	278,653
	The above emoluments include benefits in kind amounting to £12,091 (2006	£11,363)	
	The remuneration of the highest paid director was		
	Total emoluments (excluding pension contributions) Company contributions to money purchase pension scheme	201,860 3,200	87,800 6,400
		205,060	94,200
	The number of directors who were accruing benefits under company pension	schemes were	as follows
	Money purchase schemes	2	2
	Company contributions to money purchase pension schemes on behalf of the £10,012 (2006 12,400)	directors amo	unted to
6	Interest payable and similar charges		
		2007 £	<u>2006</u> ₤
	Bank interest payable Other similar charges payable	14	11 777
		14	788
7	Tax on profit on ordinary activities		
		<u>2007</u> €	2006 £
	Current tax		
	United Kingdom corporation tax at 30% Deferred tax	66,446 (64,596)	335,285 1,737
		1,850	337,022
	Factors affecting tax charge for the period		
	Profit on ordinary activities	85,318	1,111,595
	Effects of Profit on ordinary activities by rate of tax of 30% Depreciation in excess of capital allowances Expenses not deductible for tax purposes Tax effect of marginal relief	25,595 65,234 7,824 (32,207) (64,596)	333,479 (1,736) 13,175 (9,633) 1,737
	Current tax charge for the year	1,850	337,022

Notes to the financial statements for the year ended 31 March 2007 (continued)

2006

2007

8 Dividends

9

		<u>2007</u> €	<u>2006</u> £
	On equity shares:	-	-
	Interim dividends paid	555,000	300,000
II	Intangible fixed assets		
			Software <u>development</u> £
	Cost: At 1 April 2006 Disposals		246,404 (246,404)
	At 31 March 2007		

 Amortisation:
 56,479

 At 1 April 2006
 56,479

 Released on disposal
 (56,479)

At 31 March 2007

Net book value:
At 31 March 2007

At 31 March 2006 189,925

The disposal relates to the development of computer software for the integration of different media such as television, telephone and the internet as part of a project undertaken by the company. The asset was written off in the year by the directors as the expected application of the software did not come to fruition.

10 Tangible fixed assets

	Leasehold	Computer	Furniture	Computer	
		c	and		7 7. 1
	<u>improvements</u>	<u>software</u>	<u>equipment</u>	<u>hardware</u>	<u>Total</u>
_	£	£	£	£	£
Cost:					
At 1 April 2006	40,697	86,517	136,753	156,115	420,082
Additions	4,127	7,419	2,872	18,458	32,876
At 31 March 2007	44,824	93,936	139,625	174,573	452,958
Depreciation:					
At 1 April 2006	15,529	52,774	105,856	71,885	246,044
Provision for the year	20,674	12,537	9,076	34,965	77,252
At 31 March 2007	36,203	65,311	114,932	106,850	323,296
Net book value:					
At 31 March 2007	8,621	28,625 ====	24,693	<u>67,723</u>	129,662
At 31 March 2006	25,168	33,743	30,897	84,230	174,038

Notes to the financial statements for the year ended 31 March 2007 (continued)

11	Stocks		
		<u>2007</u> €	<u>2006</u> £
	Finished goods Maintenance stock	100,446 32,100	104,685 65,456
		132,546	170,141
12	Debtors		
		<u>2007</u> €	2 <u>006</u> £
	Trade debtors Other debtors	1,850,948 16,042	4,133,061 20,917
	Amounts owed by related undertakings Prepaid expenses and accrued income	210,049	1,516 135,127
		2,077,039	4,290,621
13	Creditors: amounts falling due within one year		
		<u>2007</u> €	<u>2006</u> £
	Trade creditors Other creditors	1,007,888	2,470,419 2,341
	Corporation tax	40,053 66,460	335,285
	Other tax and social security	268,165	332,236
	Accruals and deferred income	764,278	961,669
		2,146,844	4,101,950
14	Provisions for liabilities		
		2007 £	<u>2006</u> £
	Accelerated capital allowances	(325)	64,271
	Provision at start of year	64,271	
	Deferred tax charge in profit and loss account for year (note 7)	(64,596)	
	Provision at end of year	(325)	

Notes to the financial statements for the year ended 31 March 2007 (continued)

15 Called-up share capital

	2007 £	2006 £
Authorised	_	
Equity shares:		
900,000 Ordinary shares of £0 10 each	90,000	90,000
100,000 Ordinary class B shares of £0 10 each	10,000	10,000
	100,000	100,000
Allotted, called up and fully paid		
Equity shares:		
240,000 Ordinary shares of £0 10 each (2006 240,000)	24,000	24,000

Ordinary class B shares are subject to the provision of the articles of the company. Ordinary class B shares have voting rights but are not entitled to any dividends

16 Reserves

	Capital redemption <u>reserve</u> £	Share premium <u>account</u> £	Profit and loss <u>reserve</u> £
At 1 April 2006 Loss for the year At 31 March 2007	8,500 <u>-</u> 8,500	275,920 <u></u>	1,465,008 471,532 993,476
17 Reconciliation of movement in shareholders' funds		<u>2007</u> £	<u>2006</u> £

Profit for the year	83,468	774,573
Dividends	(555,000)	(300,000)
New shares issued during the year		37,300
Net reduction in (2006 addition to) shareholders' funds	(471,532)	511,873
Shareholders' funds at 1 April 2006	1,773,428	1,261,555
Shareholders' funds at 31 March 2007	<u>1,301,896</u>	1,773,428

Notes to the financial statements for the year ended 31 March 2007 (continued)

18 Notes to the cash flow statement

a) Reconciliation of operating profit to net cash flow operating activities

				<u>2007</u> €	2006 £
	Operating profit Depreciation charges Decrease/2006 increase in stock Decrease/2006 increase in debtors Decrease/2006 increase in creditors Net cash inflow from operating activities			231,807 77,253 37,595 2,213,582 (1,686,282) 873,955	1,075,256 107,012 (57,300) (2,246,338) 1,372,087 250,717
b)	Analysis of change in net debt			 	
		Brought <u>forward</u>	Cash <u>flows</u>	Other <u>changes</u>	Carried <u>forward</u>
	Cash at bank and in hand	1,114,924	(5,756)	<u>-</u>	1,109,168
c)	Reconciliation of net cash flow to mover	ment in debt			
				<u>2007</u> €	<u>2006</u> £
	Net decrease in cash Net funds at 1 April 2006			(5,756) 1,114,924	(277,961) 1,392,885
	Net funds 31 March 2007			1,109,168	1,114,924

19 Leasing commitments

Operating leases

The company's annual commitments for rental payments under non-cancellable operating leases at 31 March 2007 were as set out below

	Land and <u>buildings</u> £	2007 Other £	Land and <u>buildings</u> £	<u>2006</u> <u>Other</u> £
Operating leases which expire Within one year	25,000	3,165	_	_
Within two to five years		-	50,000	20,888
	<u>25,000</u>	3,165	50,000	20,888

20 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 pension cost and charge represents contributions payable by the company to the fund and amounted to £48,275 (2006 - £43,637).

Notes to the financial statements for the year ended 31 March 2007 (continued)

21 Related parties

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8

22 Control

The company was under the control of Mr S Crumplin, majority shareholder, throughout the current and previous year

Profit and loss account for the year ended 31 March 2007

	<u>2007</u> ₤	2006 £
Sales	8,639,339	11,753,345
Cost of sales		
Opening stock and work in progress	170,141	112,841
Purchases	3,441,147	5,692,700
Direct costs	36,324	90,021
Discounts given	52,705	169,866
Carriage outwards	9,820	14,867
Training	4,160	325
Hosting costs	178,417	147,694
Cabling	20,965	177,644
Maintenance Loss on sale of assets	1,310,073	1,147,199
Carriage and packing	3,961	(1,204) 11,351
	5,227,713	7,563,304
Closing stock and work in progress	132,546	170,141
	5,095,167	7,393,163
Gross profit	3,544,172	4,360,182
Deduct: expenses		
Establishment	190,528	166,553
Administration	2,631,522	2,584,227
Selling	393,026	370,780
Financial	20,050	57,142
Depreciation	77,253	107,012
	3,312,379	3,285,714
	231,793	1,074,468
Exceptional items		
Loss on disposal of fixed assets in continued operations	189,925	
	(189,925)	
	41,868	1,074,468
Other income		
Bank interest receiveable	43,194	36,928
Other interest receivable	256	199
Net profit before taxation	85,318	1,111,595
• "*		-,,

Profit and loss account for the year ended 31 March 2007 (continued)

	<u> 2007</u>	<u> 2006</u>
	£	£
Establishment		
Rent, rates and water	110,321	93,956
Light and heat	12,849	8,541
Insurance	36,894	41,895
Cleaning	10,819	8,633
Repairs and maintenance	19,645	13,528
•		
	190,528	166,553
A. A		
Administration Emoluments for services as directors	200 250	267 200
Wages and salaries	398,250	267,290
Employers NI	1,660,542 314,346	1,764,784
Employers pension costs	48,275	275,903 43,637
Staff welfare	8,411	4,733
Staff training	38,373	43,389
Staff recruitment	79,174	57,560
Telephone	67,546	79,917
Subscriptions	5,418	4,387
Postage and stationery	9,726	14,446
Equipment leasing charges	-	3,066
Equipment repairs and renewals	13,332	20,207
Sundry expenses	(11,871)	4,908
	0.624.522	2.504.225
	2,631,522	2,584,227
Selling		
Commission	353	_
Motor expenses	156,303	163,158
Travelling	83,507	98,676
Entertaining	28,206	43,586
Charitable donations	750	.5,500
Advertising	123,907	65,360
· ·		
	393,026	370,780
TOT		
Financial Perkenterest noughlo	1.4	1.1
Bank interest payable	14	11
Other interest payable Bank charges	2 027	777
Foreign currency gains	2,927 (109,647)	4,168 (17,777)
Bad debts	(103,047)	(18,442)
Audit fee	5,750	5,750
Accountancy and book-keeping fees	9,886	4,221
Legal and professional fees	111,120	78,434
	20,050	57,142
		
Depreciation		
Amortisation charge	3,239	49,575
Depreciation charge	74,014	57,437
	77,253	107,012
	119800	