Financial Statements

For the year ended 31 March 2008

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Financial statements for the year ended 31 March 2008

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Directors, officers and advisers

DIRECTORS

G Lauder S Crumplin

SECRETARY AND REGISTERED OFFICE

S Crumplin 18 Northfields London SW18 1DD

REGISTERED NUMBER

2767639 (England and Wales)

AUDITORS

WSM Partners LLP 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 2008

The directors present their report and the financial statements of the company for the year ended 31 March 2008.

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 increased by 7% to £9,265,290 from the level achieved in 2007. In 2007 a high level of change was seen in the sales team, and the initiatives undertaken in 2007 have stabilised this area of the business. A focus has been regained, and a strategic move to streamline the core activities of the business were undertaken, which is hoped will provide a solid platform for continuing improved performance in the future. The directors are continually assessing the business risks that face the company, and will continue to take action where appropriate to mitigate them.

Although the company maintains an overdraft facility with its bankers, it retains sufficient working capital to manage its cash-flow while resorting to only occasional drawdown on the overdraft. Debtor collections have received increased attention over the year, resulting in a reduction of debtor days and improved cash inflows.

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 cash-flow 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 of 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 goods 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 £66.498.

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

REPURCHASE OF OWN SHARES

On 4 December 2007 a Special Resolution was approved to purchase 22,840 ordinary shares of £0.10 each from J Grazebrook a former director for a consideration of £450,009.

DIRECTORS

The directors who served during the year were:

G Lauder J W S Grazebrook (Resigned on 4 December 2007) S Crumplin

Directors' report for the year ended 31 March 2008 (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.

POLITICAL AND CHARITABLE CONTRIBUTIONS

Various charitable contributions were made during the year totalling £1,240.

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 WSM Partners LLP as auditors of the company will be proposed at the forthcoming annual general meeting.

Signed on behalf of the board

S CRUMPLIN Company secretary

Approved by the Board on 3= Jan 2009

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 2008 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 2008 and of its profit for the year then ended:
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

WSM Partners LLP

Registered Auditors and Chartered Accountants

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

30/1/09

Profit and loss account for the year ended 31 March 2008

	Notes	2008	2007
		£	£
TURNOVER	2	9,265,290	8,639,339
Cost of sales		(5,554,005)	(5,095,167)
Gross profit	_	3,711,285	3,544,172
Distribution costs Administrative expenses	_	(366,351) (3,271,768)	(393,026) (2,919,339)
		3,638,119	3,312,365
OPERATING PROFIT	3	73,166	231,807
Profit/2007 loss on sale of fixed assets	_	260	(189,925)
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST		73,426	41,882
Other interest receivable and similar income Interest payable and similar charges	6	40,504 (8,276)	43,450 (14)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		105,654	85,318
Taxation on profit on ordinary activities	7	(39,156)	(1,850)
PROFIT FOR THE FINANCIAL YEAR	=	66,498	83,468

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 2008

	<u>Notes</u>	2008	2007
		£	£
FIXED ASSETS			
Tangible assets	9	153,284	129,662
CURRENT ASSETS			
Stock Debtors Cash at bank and in hand	10 11	52,431 2,916,005 983,953	132,546 2,077,039 1,109,168
Creditors: amounts falling due within one year	12 _	3,952,389 (3,162,768)	3,318,753 (2,146,844)
NET CURRENT ASSETS		789,621	1,171,909
TOTAL ASSETS LESS CURRENT LIABILITIES		942,905	1,301,571
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	13	(31,500)	-
PROVISION FOR LIABILITIES	15	(6,980)	(325)
	=	918,385	1,301,896
CAPITAL AND RESERVES			
Called up share capital Share premium account Profit and loss account Capital redemption reserve	16 18 18 18	21,716 275,920 609,965 10,784	24,000 275,920 993,476 8,500
SHAREHOLDERS' FUNDS	17	918,385	1,301,896

Approved by the board of directors on 30 50 and signed on its behalf.

S Crumplin - Director

Cash flow statement for the year ended 31 March 2008

	Notes	2008	2007
		£	f
OPERATING ACTIVITIES Net cash flow from operating activities	19a	418,395	873,955
RETURNS ON INVESTMENTS AND SERVICING OF FIN	ANCE		
Interest and similar income received Interest and similar charges paid		40,504 (8,276)	43,450 (14)
Net cash flow from returns on investments and servicing of finance		32,228	43,436
TAXATION			
Corporation tax paid		(66,602)	(335,271)
CAPITAL EXPENDITURE			
Payments to acquire tangible fixed assets		(111,535)	(32,876)
Net cash flow from investing activities		(111,535)	(32,876)
		272,486	549,244
Equity dividends paid		-	(555,000)
NET CASH FLOW BEFORE FINANCING		272,486	(5,756)
FINANCING			
Redemption/Purchase of ordinary share capital Payment of short term loan Increase in finance lease and HP contracts		(450,009) (207,076) 63,000	- - -
Net cash flow from financing		(594,085)	
DECREASE IN CASH	19c <u> </u>	(321,599)	(5,756)

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

Notes to the financial statements for the year ended 31 March 2008

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 United Kingdom Generally Accepted Accounting Practices (Accounting Standards and applicable law).

b) Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of hardware, software and services to customers. Income from support, maintenance and consultancy contracts is recognised over the period of the contract.

c) 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

Computer software

Furniture and equipment

Computer hardware

over the life of the lease

20% per annum on a straight line basis

per annum on a straight line basis

per annum on a straight line basis.

d) Stocks

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

e) 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.

f) 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.

g) Research and development expenditure

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

h) Operating lease transactions

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

i) 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.

Notes to the financial statements for the year ended 31 March 2008 (continued)

3 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

This is stated after charging:

4

Inis is stated after charging:		
	2008	2007
	£	£
Directors' remuneration	390,895	398,250
Staff costs	2,290,485	2,023,163
Total staff costs (note 4)	2,681,380	2,421,413
Depreciation of owned assets	52,440	74,014
Depreciation of assets under finance leases and HP	35,438	-
Profit/2007 loss on disposal of tangible fixed assets	(260)	189,925
Auditors' remuneration - Audit fee	7,000	5,750
Operating lease rentals - other assets	105,784	110,321
Net profit on foreign currency translation	(64,499)	(109,647)
EMPLOYEE INFORMATION		
	2008	2007
	£	£
Staff costs:		
Wages and salaries	2,318,764	2,058,792
Social security costs	266,704	314,346
Other pension costs	65,912	48,275
	2,651,380	2,421,413
The average number of persons employed during the year, including executive	directors, was made i	up as follows:
	2008	2007
	Number	Number
Office and management	45	46

Notes to the financial statements for the year ended 31 March 2008 (continued)

5	DIRECTORS' EMOLUMENTS		
		2008	2007
		£	£
	Emoluments Company contributions to money purchase pension schemes Compensation for loss of office	334,975 25,920 30,000	410,341
	=	390,895	410,341
	The above emoluments include benefits in kind amounting to £10,776 (2007: £12,0	91)	
	The remuneration of the highest paid director was:		
	Total emoluments (excluding pension contributions): Company contributions to money purchase pension scheme	156,615	201,860 3,200
		156,615	205,060
	The number of directors who were accruing benefits under company pension scheme	es were as follows	:
	Money purchase schemes	2	2
	Company contributions to money purchase pension schemes on behalf of the direct £10,012)	ors amounted to £8	3,420 (2007:
6	INTEREST PAYABLE AND SIMILAR CHARGES		
		2008	2007
		£	£
	In respect of loans repayable within five years:		
	Bank interest payable In respect of loans repayable after five years:	32	14
	Other interest	8,244	
		8,276	14

Notes to the financial statements for the year ended 31 March 2008 (continued)

7	TAX ON PROFIT ON ORDINAR	Y ACTIVITIES				
					2008	2007
	0				£	£
	Current tax				17.053	66.116
	United Kingdom corporation tax at 2 Adjustments in respect of previous y				45,953 (142)	66,446 -
	Deferred tax				(6,655)	(64,596)
					39,156	1,850
	Factors affecting tax charge for th	e period				
	Profit on ordinary activities				105,654	85,318
	Effects of:					
	Profit on ordinary activities by rate of		%)		21,131	25,595
	Depreciation in excess of capital allo Expenses not deductible for tax purp				2,102 22,720	65,234 7,824
	Tax effect of marginal relief	00868			22,720	(32,207)
	Adjustment to tax charge in respect of	of previous years			(142)	-
	Deferred tax				(6,655)	(64,596)
	Current tax charge for the year				39,156	1,850
8	DIVIDENDS					
					2008	2007
					£	£
	On equity shares:					555,000
	Interim dividends paid					555,000
9	TANGIBLE FIXED ASSETS					
		Leasehold	Computer	Furniture and	Computer	
		improvements	software	equipment	hardware	Total
		£	£	£	£	£
	Cost:	44.934	02.026	120 (25	174 572	452.059
	At 1 April 2007 Additions	44,824	93,936 6,487	139,625	174,573 105,308	452,958 111,795
	At 31 March 2008	44,824	100,423	139,625	279,881	564,753
	Depreciation:					*
	At 1 April 2007	36,203	65,311	114,932	106,850	323,296
	Provision for the year	8,621	11,159	8,400	59,993	88,173
	At 31 March 2008	44,824	76,470	123,332	166,843	411,469
	Net book value:					
	At 31 March 2008	-	23,953	16,293	 =	153,284
	At 31 March 2007	8,621	28,625	24,693	67,723	129,662
						

Included within computer hardware are additions under finance lease of £94,500, depreciation charged to date is £35,438 with net book value of £59,063.

Notes to the financial statements for the year ended 31 March 2008 (continued)

10	STOCKS		
		2008	2007
		£	£
	Finished goods	35,137	100,446
	Maintenance stock	17,294	32,100
	- -	52,431	132,546
11	DEBTORS		
		2008	2007
		£	£
	Trade debtors	2,565,240	1,850,948
	Other debtors	48,094	16,042
	Prepaid expenses and accrued income	95,595 207.076	210,049
	Directors current accounts	207,076	-
	-	2,916,005	2,077,039
12	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2008	2007
		£	£
	Bank loans and overdrafts	196,384	-
	Trade creditors	1,553,060	1,007,888
	Other creditors	62,547 45,668	40,053 66,460
	Corporation tax Other tax and social security	349,237	268,165
	Obligations under finance leases and hire purchase contracts (note 14)	31,500	-
	Accruals and deferred income	924,372	764,278
		3,162,768	2,146,844
13	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YE.	AR	
		2008	2007
		£	£
	Net obligations under finance leases and hire purchase contracts		
	(note 14)	31,500	-
14	COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS		
		2008	2007
		£	£
	Amounts payable within 1 year (note 12)	31,500	•
	Amounts payable between 2 to 5 years (note 13)	31,500	_
		63,000	

Notes to the financial statements for the year ended 31 March 2008 (continued)

15	PROVISIONS FOR LIABILITIES		
		2008	2007
		£	£
	Accelerated capital allowances	(6,980)	(325)
	Provision at start of year Deferred tax charge in profit and loss account for year (note 7)	(325) (6,655)	
	Provision at end of year	(6,980)	
16	CALLED-UP SHARE CAPITAL		
		2008	2007
		£	£
	Authorised Equity shares: 900,000 Ordinary shares	90,000	90,000
	100,000 Ordinary shares 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: 217,160 Ordinary shares (2007: 240,000)	21,716	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.

On 4 December 2007 a Special Resolution was approved to purchase 22,840 ordinary shares of £0.10 each from J Grazebrook a former director for a consideration of £450,009.

The company has granted to members of staff and directors under the company's Enterprise Management Incentive Scheme.

Date	No. of share	Class of shares	Exercise price	
21 December 2004	23,332	B ordinary shares	£10 per share	
1 March 2006	6,000	B ordinary shares	£17 per share	

Two phantom options are in place based on certain performance indicators. In October 2000, 300 ordinary shares of 10p each with an exercise price of £2.00 were issued to an employee. In March 2002 a further 60 shares were issued.

17 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2008	2007
	£	£
Profit for the year	66,498	83,468
Dividends	-	(555,000)
Shares redeemed during the year	(450,009)	<u> </u>
Net reduction in shareholders' funds	(383,511)	(471,532)
Shareholders' funds at 1 April 2007	1,301,896	1,773,428
Shareholders' funds at 31 March 2008	918,385	1,301,896

Notes to the financial statements for the year ended 31 March 2008 (continued)

18	R	ES	ER	\mathbf{V}	ES
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	Capital redemption <u>reserve</u> £	Share premium account	Profit and loss account
At 1 April 2007 Profit for the year Ordinary shares	8,500 - -	275,920 - -	993,476 66,498 (450,009)
Movement during the year	2,284		
At 31 March 2008	10,784	275,920	609,965

19 NOTES TO THE CASH FLOW STATEMENT

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

2008	2007
£	£
73,166	231,807
88,172	77,253
80,115	37,595
(631,890)	2,213,582
808,832	(1,686,282)
418,395	873,955
	73,166 88,172 80,115 (631,890) 808,832

b) Analysis of change in net debt

	Brought forward	Cash flows	Other changes	Carried forward
Cash at bank and in hand Bank overdraft	1,109,168	(125,215) (196,384)	-	983,953 (196,384)
Debt due within one year Debt due after more than one year	1,109,168	(321,599) (31,500)	(31,500)	787,569 (31,500) (31,500)
	1,109,168	(353,099)	(31,500)	724,569

c) Reconciliation of net cash flow to movement in debt

	2008	2007
	£	£
Net decrease in cash Increase in finance lease and HP contracts	(321,599) (63,000)	(5,756)
Changes in net debt Net funds at 1 April 2007	(384,599) 1,109,168	(5,756) 1,114,924
Net funds 31 March 2008	724,569	1,109,168

Notes to the financial statements for the year ended 31 March 2008 (continued)

20 LEASING COMMITMENTS

Operating leases

The company's annual commitments for rental payments under non-cancellable operating leases at 31 March 2008 were as set out below:

	<u>2008</u> Land and buildings	2007 Land and buildings
	£	£
Operating leases which expire: Within two to five years	71,500	-

21 TRANSACTIONS IN WHICH THE DIRECTORS HAVE AN INTEREST

The following loans to directors subsisted during the year ended 31 March 2008:

Balance outstanding at start of year	Balance outstanding at end of vear	Maximum balance outstanding during year
£	£	£
	= =	207,076

S Crumplin

22 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 £55,254 (2007: £48,275).

23 GUARANTEES

Barclays Bank plc has a fixed and floating charge dated 7 January 1998 over the assets of the company to support the facilities it provides.

24 RELATED PARTIES

On 1 December 2007 the company entered into an agreement with S Crumplin, a director of the company, to lend the sum of £207,000. No interest is applied by the company. The loan shall be repaid in full by 31 March 2009.

The company has given guarantee for the sum of £649,991 in respect of the obligations of Data Integration Employee Benefit Trust Company Limited in accordance with the provisions of the sale and purchase agreement dated 4 December 2007.

Data Integration Employee Benefit Trust Company Limited is a shareholder of the company, holding 15% of the issued share capital and where the two directors are also directors of the company.

25 ULTIMATE CONTROLLING PARTY

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

