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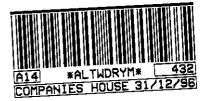
SYSTEM CHYTEL LIMITED

DIRECTORS REPORT AND ACCOUNTS

FOR THE YEAR ENDED

31 MARCH 1996

RASHED SHAHEEDEE & CO CHARTERED ACCOUNTANTS AND REGISTERED AUDITORS



REPORT OF THE DIRECTORS

The directors are pleased to submit their report and audited accounts for the year ended 31 March 1996.

REVIEW OF ACTIVITIES

The principal activity of the company continues to be that of retail and distribution of mobile phones and accessories and there are no plans for any significant changes during the next financial year.

RESULTS AND DIVIDEND

The financial results for the year are set out in the attached Profit and Loss account. The directors do not recommend payment of any dividend.

FIXED ASSETS

Detail of fixed assets are set out in note 3 to the accounts.

DIRECTORS AND THEIR INTEREST

The directors who served during the year together with their interest in the capital of the company were as follows:

	Ordinary shares of 1 each	(
A.I.Choudhury	10	
O.R.Choudhury	10	
S.Choudhury	10	

AUDITORS

Messrs Rashed Shaheedee & Co, Chartered Accountants and Registered Auditor, of Premier House, 2 Gayton Road, Harrow, Middlesex HA1 2XU have expressed their willingness to continue in office. A resolution will be proposed at the Annual General meeting for their re-appointment as Accountant/Auditors.

Advantage has been taken of the exemptions for small companies conferred by part 111 of Schedule 8 of the Companies Act 1985, because in the director's opinion, the company is entitled to benefit from those exemption as a small company.

Bow House Business Centre (Room 301) 153-159 Bow Road London E3 2SE

26 September 1996

BY ORDER OF THE BOARD

Secretary

ACCOUNTANTS REPORT FOR THE YEAR ENDED 31 MARCH 1996.

- (a) The Accounts of the company for the year ended 31 March 1996 on pages 3 to 7 which have been prepared under the historical cost convention, are in agreement with the accounting records kept by the company under section 221 of the Companies Act 1985, and
- (b) having regard only to, and on the basis of, the information contained in those accounting records, those accounts have been drawn up in a manner consistent with the provisions of the Act specified in subsection (6) of Section 249C, so far as applicable to the company. and
- (C) having regard only to, and on the basis of, the information in the accounting records, the company satisfied the requirements of Section 249A(4), for the year ended 31 March 1996.

Premier House 2 Gayton Road Harrow Middlesex HA1 2XU

26 September 1996

RASHED SHAHEEDEE & CO

CHARTERED ACCOUNTANTS

AND

REGISTERED AUDITOR

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 1996

Notes

Turnover	1	292,904	38,424
Less: cost of sales		200,968	26,558
GROSS PROFIT		91,936	11,866
Net operating Expenses		88,700	28,429
Profit/(Loss) on ordinary act before taxation	tivities	3,236	(16,563)
Taxation	3	-	_
Profit/(Loss) on ordinary ac after taxation	tivities	3,236	(16,563)
Loss brought forward		(16,563)	-
Loss carried forward		(13,327)	(16,563)

BALANCE SHEET AS AT 31 MARCH 1996

	Note		
FIXED ASSETS Tangible Assets	3	5,745	2,166
CURRENT ASSETS	a.	42,916	20,400
Stock	1 4	40,269	5,494
Sundry Debtors Cash in Hand	4	50	30
		83,235	25,924
LESS: CURRENT LIABILITIES			
Sundry Creditors	5	66,342	13,461
Bank overdraft		4,703	93
		71,045	13,554
NET CURRENT ASSETS		12,190	12,370
		17,935	14,536
Financed by:		MAARIN .	
CAPITAL AND RESERVE			
SHARE CAPITAL 30 Ordinary shares of 1 e	each		
Issued and fully paid		30	30
PROFIT AND LOSS ACCOUNT -	Loss	(13,327)	(16,563)
Directors' loan account		31,232	31,069
		17,935	14,536

STATEMENT OF DIRECTORS

The directors are claiming exemption from audit of the accounts of the company for the year ended 31 March 1996 on the following grounds:

(a) the company was entitled to the exemption conferred by subsection (11) of section 249A of the Companies Act 1985, being company with turnover less than 350,000.

BALANCE SHEET AS AT 31 MARCH 1996

STATEMENT OF DIRECTORS (CONTD)

- (b) no notice from members requiring an audit, has been deposited under Section 249B(2) of the Companies Act 1985 in relation to its accounts for the year ended 31 March 1996,
- (c) the directors acknowledge their responsibility for:
 - (i) ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985, and
 - (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the year ended 31 March 1996 and of its profit for the financial period then ended in accordance with the requirements of Section 226, and which otherwise comply with the requirements of the Act relating to accounts, so far as applicable to the company.

For and on behalf of the Board of directors

A.I.Choudhury

Director

O.R.Choudhury

 X^{\perp}

WW. Director

s Choudhury

26 September 1996

NOTES TO THE ACCOUNTS - YEAR ENDED 31 MARCH 1996

1. ACCOUNTING POLICIES

The principal accounting policies which have been adopted in the preparation of the company's accounts are as follows:

(a) ACCOUNTING CONVENTION

The accounts have been prepared under the historical cost convention.

(b) TURNOVER

Turnover represents sale of mobile phones and accessories and commission received.

(c) DEPRECIATION

Depreciation is calculated to write off the cost of fixed assets over their estimated useful lives. The following rates have been applied:

Fixtures, Fittings and equipment - 20% on cost

(d) GOING CONCERN

The financial statements have been prepared on a going concern basis in the context of continued financial support from the company's Bankers, suppliers and directors.

(e) Stock has been valued by the directors.

2. SHARE CAPITAL

Authorised: 30,000 shares of 1 each 30,000

Issued: 30 shares of 1 each 30

3. TANGIBLE FIXED ASSETS Cost Depreciation Net Book Value Fixtures & Equipments 7,482 1,737 5,745

4. DEBTORS

Amount falling due within one year:

Trade Debtors 25,307
Other debtors 14,962

40,269

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1996

5. CREDITORS

Amount falling due within one year:	
Trade creditors	45,203
Other creditors and accruals	3,500
Credit card loan	3,505
Taxation and VAT	14,134
	66,342

6. TAXATION

No provision has been made in the accounts in respect of current or deffered taxation in view of the loss for the tax purpose.