

Mirenti Limited
(formerly TMD Holdings Limited)

REPORT AND FINANCIAL STATEMENTS

For the year ended 31 March 2006

WEDNESDAY



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07/03/2007

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COMPANIES HOUSE

Mirenti Limited

DIRECTORS AND OFFICERS

DIRECTORS

P J Butcher
V H Smith

SECRETARY

J K Hill

COMPANY NUMBER

03039623 (England and Wales)

REGISTERED OFFICE

Swallowfield Way
Hayes
Middlesex
UB3 1DQ

AUDITORS

Baker Tilly
Chartered Accountants
Exchange House
446 Midsummer Boulevard
Central Milton Keynes
MK9 2EA

Mirenti Limited

DIRECTORS' REPORT

The directors submit their report for Mirenti Limited for the year ended 31 March 2006. On 18 October 2006, the company changed its name from TMD Holdings Limited to Mirenti Limited.

PRINCIPAL ACTIVITIES, RESULTS AND FUTURE DEVELOPMENTS

The principal activity of the company during the year was that of an intermediate holding company.

The company did not trade during the previous or current year.

DIRECTORS

The following directors have held office during the year:

P J Butcher
V H Smith

DIRECTORS' INTERESTS

Directors' interests in the shares of the company including family interests were as follows:

	<i>Ordinary shares of 50p each</i>	
	<i>31.03.06</i>	<i>31.03.05</i>
P J Butcher	-	40,000
V H Smith	-	40,000

In November 2005, TMD Holdings Limited (formerly BPC 2081 Limited) purchased 100% of the share capital in Mirenti Limited. The directors' interests in the shares of TMD Holdings Limited are disclosed in the accounts of that company.

AUDITORS

A resolution to re-appoint Baker Tilly as auditors will be put to the members at the Annual General Meeting.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditors are unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

By order of the board



J Hill
Secretary

Mirenti Limited

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice. Company law requires the directors to prepare financial statements for each financial year which give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- d. 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 requirements of the Companies Act 1985. They are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MIRENTI LIMITED

We have audited the financial statements on pages 5 to 11.

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 Annual Report and 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 and whether the information given in the Directors' Report is consistent with the financial statements. We also report to you if, in our opinion, 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 other transactions 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 audit opinion

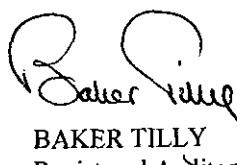
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the 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 group's and 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2006 and of its profit for the year then ended and 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.


BAKER TILLY
Registered Auditor
Chartered Accountants
5th Floor, Exchange House
446 Midsummer Boulevard
Central Milton Keynes
MK9 2EA
6 March 2007

Mirenti Limited

CONSOLIDATED PROFIT AND LOSS ACCOUNT

As at 31 March 2006

	2006 £000	2005 £000
Income from shares in group undertakings	20	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAX	<hr/> 20	<hr/> -
Taxation	1 -	-
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	<hr/> 20	<hr/> -

Turnover and operating profit are all derived from continuing operations.

No separate statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the profit and loss account.

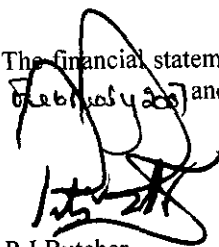
Mirenti Limited

BALANCE SHEET

As at 31 March 2006

	Notes	2006 £000	2005 £000
FIXED ASSETS			
Investments	2	426	426
		<hr/>	<hr/>
CURRENT ASSETS			
Debtors	3	50	50
		<hr/>	<hr/>
NET CURRENT ASSETS		50	50
		<hr/>	<hr/>
TOTAL ASSETS LESS CURRENT LIABILITIES		476	476
		<hr/>	<hr/>
CREDITORS: amounts falling due after more than one year	4	471	(491)
		<hr/>	<hr/>
		5	(15)
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	6	64	64
Profit and loss account	7	(59)	(79)
		<hr/>	<hr/>
Shareholders' funds (including non equity interest)	8	5	(15)
		<hr/>	<hr/>

The financial statements on pages 5 to 11 were approved by the board of directors and authorised for issue on 26 February 2007 and are signed on its behalf by:



P J Butcher

Mirenti Limited

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

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

INVESTMENTS

Investments are stated at cost.

CONSOLIDATED FINANCIAL STATEMENTS

The accounts present information about the company as an individual undertaking and not about its group, as the company has taken advantage of the exemption provided by Section 248 of the Companies Act 1985 not to prepare group accounts.

Mirenti Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2006

1. TAXATION

Tax on profit on ordinary activities

a) Analysis of tax charge in the year	2006 £000	2005 £000
Current tax	-	-
UK Corporation tax	-	-
	<u>-</u>	<u>-</u>
b) Factors affecting the tax charge for the year	2006	2005
The tax assessed for the period is higher than the standard rate of corporation tax in the UK (30%). The differences are explained below:		
Profit on ordinary activities before tax:	20	-
	<u>20</u>	<u>-</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK 30% (2005:30%)	6	-
Non taxable income	(6)	-
	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>

2. FIXED ASSET INVESTMENTS

£000

Investment in subsidiary undertaking At 1 April 2005 and 31 March 2006	426
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	Country of registration	Class of holding	Proportion Held	Nature of Business
TMD Technologies Limited	England	Ordinary	100%	Development and manufacture of microwave tubes

The profits of the subsidiary undertaking and their aggregate capital and reserves as at 31 March 2006 were as follows:

	Profit for the year ended 31 March 2006 £000	Aggregate capital and reserve as at 31 March 2006 £000
TMD Technologies Limited	233	4,724

Mirenti Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2006

3. DEBTORS

	2006 £000	2005 £000
Called up share capital and premium not paid	50	50
	<u>50</u>	<u>50</u>

Called up share capital and premium not paid relates to amounts due from the directors.

4. CREDITORS: Amounts falling due in more than one year

	2006 £000	2005 £000
Amounts owed to group undertakings	471	491
	<u>471</u>	<u>491</u>

5. CONTINGENT LIABILITIES

- a) Under Value Added Tax group registration arrangements the company, together with other subsidiary undertakings of TMD Holdings Limited, has a contingent liability for all amounts of Value Added Tax payable by TMD Holdings Limited and its subsidiaries who are included in the group Value Added Tax registration.
- b) The group provides bank guarantees in the normal course of business to customers against contract down payments.
- c) The group provided a bank guarantee of £15,000 in favour of HM Revenue and Customs for deferred duty at the year-end.
- d) The company, together with TMD Holdings Limited and TMD Technologies Limited has entered into a composite guarantee and debenture over its assets in respect of a loan of £1,000,000 provided by HSBC Bank plc to TMD Technologies Limited and loan notes with a nominal value of £200,000 issued by TMD Holdings Limited.

Mirenti Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2006

6.	SHARE CAPITAL	2006 £	2005 £
	Authorised:		
	Equity		
	100,000 ordinary shares of 50p each	50,000	50,000
	23,456 'A' ordinary shares of 50p each	11,728	11,728
	Non Equity		
	10,044 deferred shares of 50p each	5,022	5,022
		<u>66,750</u>	<u>66,750</u>
	Allotted, issued and fully paid:		
	Equity		
	95,000 ordinary shares of 50p each	47,500	47,500
	23,456 'A' ordinary shares of 50p each	11,728	11,728
	Non Equity		
	10,044 deferred shares of 50p each	5,022	5,022
		<u>64,250</u>	<u>64,250</u>

At the year-end 88,500 (2005:88,500) shares totalling £44,250 (2005:£44,250) were fully paid.

'A' Ordinary shares have a preferential right over ordinary shares to dividends and return of capital on winding up. Deferred shareholders do not have any rights to receive dividends. Deferred shares receive £1 per deferred share on winding up provided the 'A' ordinary shares and ordinary shares have received £1,000,000 per share. Any remaining balance is to be distributed *pari passu* between 'A' ordinary shareholders and ordinary shareholders.

'A' ordinary shares have the right to vote at all General Meetings of the company, and are entitled to one vote per share on a poll. If dividends, interest or other monies advanced are due for payment and have not been paid, the 'A' ordinary shareholders are entitled to 10 votes for every 'A' ordinary share. Ordinary shareholders are entitled to vote one vote per share on a poll. Deferred shareholders are not entitled to attend, speak or vote at any General Meeting.

7.	RESERVES	Profit and loss account £000
	At 1 April 2005	(79)
	Profit for the year	20
	At 31 March 2006	<u>(59)</u>

Mirenti Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2006

8. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2005 £000
As at 1 April 2005	(15)
Add profit for the year	20
	<hr/>
At 31 March 2006	5
	<hr/>
Total shareholders' funds comprises:	
Equity interests	-
Non Equity interests	5
	<hr/>
	5
	<hr/>

9. RELATED PARTY TRANSACTIONS

The company owns 100% of the share capital of TMD Technologies Limited. The amount due to TMD Technologies Limited at the year end was £471,000 (2005: £491,000).

10. PARENT UNDERTAKING AND CONTROLLING PARTY

The ultimate parent undertaking and controlling party is TMD Holdings Limited (formerly BPC 2081 Limited), which is a company incorporated in the United Kingdom.