

Company Registration No. 4296958 (England and Wales)

**ANDROMEDA TELEMATICS HOLDINGS LIMITED**

**DIRECTORS' REPORT AND  
AUDITED FINANCIAL STATEMENTS**

**FOR THE PERIOD ENDED 31 MARCH 2005**



# ANDROMEDA TELEMATICS HOLDINGS LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	D H Burford	
	K A Dunlop	
	C E Glasow	
	S J Glasow	
	K Henman	
	C S Sexton	(Appointed 16 July 2004)
	AUB Secretaries Limited	
<b>Secretary</b>	S J Glasow	
<b>Company number</b>	4296958	
<b>Registered office</b>	Tec 6, Byfleet Technical Centre Byfleet Surrey KT14 7JX	
<b>Auditors</b>	Bolton Colby Heathrow Business Centre Egham Surrey TW20 9EY	
<b>Bankers</b>	Lloyds TSB 32 Commercial Way Woking Surrey GU21 1ER	
	Ahli United Bank (UK) plc 7 Baker Street London W1V 8EG	

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# ANDROMEDA TELEMATICS HOLDINGS LIMITED

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# ANDROMEDA TELEMATICS HOLDINGS LIMITED

## DIRECTORS' REPORT FOR THE PERIOD ENDED 31 MARCH 2005

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The directors present their report and financial statements for the period ended 31 March 2005.

### Principal activities

The principal activity of the company during the period was that of a holding company.

### Directors

The following directors have held office since 1 January 2004:

D H Burford  
K A Dunlop  
C E Glasow  
S J Glasow  
K Henman  
C S Sexton (Appointed 16 July 2004)  
AUB Secretaries Limited

### Directors' interests

The directors' interests in the shares of the company were as stated below:

	Ordinary shares of £ 1 each	
	31 March 2005	1 January 2004
D H Burford	50	50
K A Dunlop	10	10
C E Glasow	920	920
S J Glasow	-	-
K Henman	10	10
C S Sexton	-	-
AUB Secretaries Limited	-	-

	Ordinary deferred share of £ 1 each	
	31 March 2005	1 January 2004
D H Burford	-	-
K A Dunlop	-	-
C E Glasow	-	-
S J Glasow	-	-
K Henman	-	-
C S Sexton	-	-
AUB Secretaries Limited	-	-

### Auditors

Bolton Colby were appointed auditors to the company and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

# ANDROMEDA TELEMATICS HOLDINGS LIMITED

## DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2005

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### 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 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 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 are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

On behalf of the board



C E Glasow

Director

31 August 2005

# ANDROMEDA TELEMATICS HOLDINGS LIMITED

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ANDROMEDA TELEMATICS HOLDINGS LIMITED

We have audited the financial statements of Andromeda Telematics Holdings Limited on pages 4 to 9 for the period ended 31 March 2005. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002), under the historical cost convention and 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 the directors and auditors

As described in the statement of directors' responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 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.

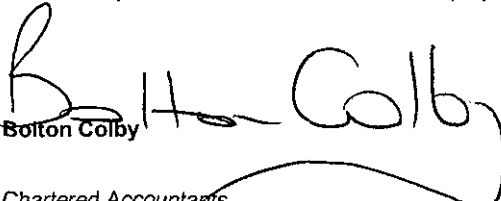
### Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 March 2005 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

  
Bolton Colby

Chartered Accountants  
Registered Auditor

31 August 2005

Heathrow Business Centre  
65 High Street  
Egham  
Surrey  
TW20 9EY

# ANDROMEDA TELEMATICS HOLDINGS LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31 MARCH 2005

		Period ended 31 March 2005 £	31 December 2003 £
	Notes		
Administrative expenses		(91)	(98)
<b>Operating loss</b>		(91)	(98)
Other interest receivable and similar income	2	53	91
<b>Loss on ordinary activities before taxation</b>		(38)	(7)
Tax on loss on ordinary activities	3	-	-
<b>Loss on ordinary activities after taxation</b>	9	(38)	(7)

# ANDROMEDA TELEMATICS HOLDINGS LIMITED

## BALANCE SHEET AS AT 31 MARCH 2005

	Notes	2005 £	£	2003 £	£
<b>Fixed assets</b>					
Investments	4		264,000		264,000
<b>Current assets</b>					
Debtors: amounts falling due after more than one year	5	5,240		740	
Cash at bank and in hand		322		4,856	
		<u>5,562</u>		<u>5,596</u>	
<b>Creditors: amounts falling due within one year</b>	6	<u>(5,502)</u>		<u>(5,498)</u>	
<b>Net current assets</b>			60		98
<b>Total assets less current liabilities</b>			264,060		264,098
<b>Creditors: amounts falling due after more than one year</b>	7		<u>(250,000)</u>		<u>(250,000)</u>
			<u>14,060</u>		<u>14,098</u>
<b>Capital and reserves</b>					
Called up share capital	8		1,001		1,001
Profit and loss account	9		13,059		13,097
<b>Shareholders' funds - equity interests</b>			<u>14,060</u>		<u>14,098</u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective June 2002).

The financial statements were approved by the Board on 31 August 2005



C E Glasow  
Director



D H Burford  
Director

# ANDROMEDA TELEMATICS HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2005

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### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

The directors are currently negotiating renewal of the loan facilities or further external refinancing and are confident that finance will be available from such sources. However, the directors have committed to support the company in the event that insufficient external funds are available to make the necessary debt repayments as they fall due. The directors, therefore, consider that the preparation of the accounts on a going concern basis is appropriate.

#### 1.2 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

#### 1.3 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a small-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

2 Investment income	2005 £	2003 £
Bank interest	53	91

### 3 Taxation

The corporation tax liability for the period ended 31 March 2005 is £Nil (Year ended December 2003: £Nil).

# ANDROMEDA TELEMATICS HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2005

### 4 Fixed asset investments

	Shares in group undertakings and participating interests £
<b>Cost</b>	
At 1 January 2004 & at 31 March 2005	264,000
<b>Net book value</b>	
At 31 March 2005	264,000
At 31 December 2003	264,000

#### Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Class	Shares held %
<b>Subsidiary undertakings</b>			
Andromeda Telematics Limited	England and Wales	Ordinary	100

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Capital and reserves 2005 £	Profit for the year 2005 £
Andromeda Telematics Limited	6,753	3,536

5 Debtors	2005 £	2003 £
Amounts owed by group undertakings and undertakings in which the company has a participating interest	5,240	740

Debtors include an amount of £5,240 (2003 - £740) which is due after more than one year.

# ANDROMEDA TELEMATICS HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2005

6	Creditors: amounts falling due within one year	2005 £	2003 £
	Taxation and social security	3,752	3,748
	Other creditors	1,750	1,750
		<u>5,502</u>	<u>5,498</u>

7	Creditors: amounts falling due after more than one year	2005 £	2003 £
	Bank loans	<u>250,000</u>	<u>250,000</u>
	<b>Analysis of loans</b>		
	Wholly repayable after more than five years	<u>250,000</u>	<u>250,000</u>

The bank loan is secured by composite guarantee and debenture dated 12 November 2001 over the company's assets.

8	Share capital	2005 £	2003 £
	<b>Authorised</b>		
	1,000,000 Ordinary shares of £1 each	1,000,000	1,000,000
	1 Ordinary deferred share of £1 each	<u>1</u>	<u>1</u>
		<u>1,000,001</u>	<u>1,000,001</u>
	<b>Allotted, called up and fully paid</b>		
	1,000 Ordinary shares of £1 each	1,000	1,000
	1 Ordinary deferred share of £1 each	<u>1</u>	<u>1</u>
		<u>1,001</u>	<u>1,001</u>

9	Statement of movements on profit and loss account	Profit and loss account £
	Balance at 1 January 2004	13,097
	Retained loss for the period	<u>(38)</u>
	Balance at 31 March 2005	<u>13,059</u>

# ANDROMEDA TELEMATICS HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) *FOR THE PERIOD ENDED 31 MARCH 2005*

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### 10 Control

The company is controlled by Mr CE Glasow.

### 11 Related party transactions

At the balance sheet date £5,241 (2003: £740) was due from Andromeda Telematics Limited.

In consideration of making a bank loan of £250,000, Ahli United Bank (UK) plc have been granted warrants by the company which if exercised would result in 25% of the fully diluted equity share capital being issued to them.