

**Company registration number: 01158387**

**EPS Group Limited**

**Annual Report and Financial Statements**

**For the year ended 31 March 2015**

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**EPS Group Limited**  
**Company information**

**01158387**

**Directors**

**W Robson**

**J Ridley**

**S C Baxter**

**R McGregor-Smith**

**Secretary**

**Mitie Company Secretarial Services Limited**

**Registered office**

**1 Harlequin Office Park**

**Fieldfare**

**Emersons Green**

**Bristol**

**England**

**BS16 7FN**

**Auditor**

**Deloitte LLP**

**Chartered Accountants and Statutory Auditor**

**London**

**United Kingdom**

The directors, in preparing this strategic report, have compiled with s414C of the Companies Act 2006.

**Review of the business**

The Company did not trade during the year to 31 March 2014. During the year to 31 March 2015 the only transactions of the Company were: to make a provision against the balance due from a fellow group company; and to waive a balance due from a fellow group company, via a dividend distribution.

The debt against which we have provided is expected to be cancelled in the next financial year. The corresponding creditor balance, in the fellow group company, will also be cancelled thus resulting in no net effect across the group.

**Key performance indicators**

The Group manages its operations on a divisional basis. For this reason, the Company's directors do not believe further key performance indicators are necessary for an appropriate understanding of the performance and position of the business. The performance of the Group's divisions is discussed in the Group's annual report which does not form part of this report.

**Principal risks and uncertainties**

The Company is part of the Mitie Group and manages its risks within the Mitie Group Risk Framework. Details of the principal risks and uncertainties are given in the Mitie Group plc annual report. The directors have reviewed the financial risk management objectives and policies of the Company in the light of the Group Risk Framework. The directors do not believe there to be any other significant risks.

**Future developments**

The directors expect that the only transaction of the company in the forthcoming year will be to waive a balance due from a fellow group company, via a dividend distribution.

**Financial risk management**

The Company does not enter into any hedging instruments, or any financial instruments for speculative purposes.

Appropriate trade terms are negotiated with suppliers and customers. Management reviews these terms and the relationships with suppliers and customers and manages any exposure on normal trade terms. The Company prepares regular forecasts of cash flow and liquidity and any requirement for additional funding is managed as part of the overall Mitie Group plc financing arrangements.

**Post balance sheet events**

There have been no significant events since the balance sheet date.

Approved by the Board and signed on its behalf by:



W Robson  
Director

22 December 2015

The directors present the annual report and financial statements of EPS Group Limited ("the Company") for the year ended 31 March 2015.

**Dividends**

A dividend of £1,994,000 was paid in the year (2014: no dividend).

**Going Concern**

The directors have considered the forecast results and associated cash flows for the foreseeable future, being the period not less than 12 months from the date of signing of these financial statements. The directors have considered the facilities available to the Company and believe that they can operate within the facilities available for the period of the cash flow forecast. Accordingly, the directors consider it appropriate to adopt the going concern basis in the preparation of the Company's financial statements.

**Environment**

Mitlde Group plc and its subsidiaries endeavour to identify, monitor and manage the impact of their activities on the environment and are fully committed to environmental accountability and protection. The Company operates in accordance with Group policies, which are described in the Group's annual and sustainability reports which do not form part of this report.

**Payment of creditors**

The Company manages its procurement and supply chain with increasing consideration of its impact on the Company's profitability, reputation and sustainability objectives and is committed to proactively developing mutually beneficial and sustainable trading relationships with all of our stakeholders, based on a foundation of trust and co-operation.

**Directors**

The directors who served during the year, together with those subsequently appointed were:

W Robson  
J Ridley  
S C Baxter  
R McGregor-Smith

**Post balance sheet events**

Information relating to events occurring after the balance sheet date is disclosed in the strategic report.

**Disclosure of information to the auditors**

Each of the directors in office as of the date of approval of this report confirms that:

- so far as he/she is aware, there is no relevant audit information (being information required by the auditor in the preparation of their report) of which the Company's auditor is unaware; and
- he/she has each taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of such information.

This confirmation is given, and should be interpreted in accordance with Section 418 of the Companies Act 2006.

**Appointment of auditor**

Deloitte LLP has indicated its willingness to be reappointed for another term and appropriate arrangements have been put in place for it to be deemed reappointed as auditor in the absence of an Annual General Meeting.

**Directors' responsibilities statement**

The directors are responsible for preparing the Annual Report and Financial Statements. The directors have elected to prepare financial statements in accordance with UK GAAP. The directors are required 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 these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare 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 adequate accounting records which disclose with reasonable accuracy at any time the financial position of the Company, safeguarding the assets, taking reasonable steps for the prevention and detection of fraud and other irregularities, and the preparation of a Directors' report which complies with the relevant requirements of the Companies Act 2006.

Approved by the Board and signed on its behalf by:



**W Robson**  
**Director**

22 December 2015

## **Independent auditor's report to the members of EPS Group Limited**

We have audited the financial statements of EPS Group Limited for the year ended 31 March 2015 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor**

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Independent auditor's report to the members of EPS Group Limited (continued)**

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



**John Charlton (Senior statutory auditor)**

**for and on behalf of Deloitte LLP**

**Chartered Accountants and Statutory Auditor, United Kingdom**

22 December 2015



**EPS Group Limited**  
**Profit and loss account**  
**For the year ended 31 March 2015**

**01158387**

	Note	2015 £'000	2014 £'000
Exceptional administrative costs	2	(7,392)	-
<b>(Loss)/profit on ordinary activities before interest and taxation</b>		<b>(7,392)</b>	<b>-</b>
<b>(Loss)/profit on ordinary activities before taxation</b>		<b>(7,392)</b>	<b>-</b>
Tax on (loss)/profit on ordinary activities	5	-	-
<b>(Loss)/profit for the financial year</b>	10	<b>(7,392)</b>	<b>-</b>

The results for the period are wholly attributable to the discontinued operations of the Company.

There were no recognised gains or losses other than those stated in the profit and loss account. Accordingly, no separate statement of total recognised gains and losses has been presented.

**EPS Group Limited**  
**Balance sheet**  
**As at 31 March 2015**

**01158387**

	Note	2015 £'000	2014 £'000
<b>Current assets</b>			
Debtors	6		
- due within one year		6,725	16,111
		<u>6,725</u>	<u>16,111</u>
<b>Creditors: amounts falling due within one year</b>	7	(1,576)	(1,576)
<b>Net current assets</b>		<u>(1,576)</u>	<u>14,535</u>
<b>Net assets</b>		<u>5,149</u>	<u>14,535</u>
<b>Share capital and reserves</b>			
Called up share capital	8	150	150
Profit and loss account	10	4,999	14,385
<b>Shareholders' funds</b>	9	<u>5,149</u>	<u>14,535</u>

The financial statements were approved by the board of directors and authorised for issue on 22 December 2015  
Signed on its behalf by:

W Robson  
Director



**1. Accounting policies**

The financial statements of the Company have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards and law.

As more fully detailed in the Directors' report, the Company's financial statements have been prepared on a going concern basis.

The principal accounting policies are summarised below. They have been applied consistently throughout the current and preceding year.

***Group accounts***

Consolidated group accounts have not been prepared as the Company has taken advantage of the exemption from this requirement, conferred by FRS 2, on the grounds that its accounts are consolidated in the larger group of Mitie Group plc. Accordingly, the financial statements present information about the Company as an entity and not as a group.

***Taxation***

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based upon tax rates and legislation that have been enacted or substantively enacted at the balance sheet date. Timing differences arise from the inclusion of items of income and expenditure in tax computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset, or on unremitted earnings of subsidiaries and associates where there is no commitment to remit these earnings. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

***Cash flow statement***

The Company has taken the exemption from the requirement to prepare a cash flow statement, as it is included within the consolidated financial statements of Mitie Group plc and greater than 90% of the voting rights of the Company are held by Mitie Group plc.

**EPS Group Limited**  
**Notes to the financial statements (continued)**  
**For the year ended 31 March 2015**

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**2. Operating loss**

During the year to March 2015 the only transaction of the Company was to record a provision for the debt waiver of a balance due from a fellow group company.

Audit fees of £2,000 (2014: £5,000) were borne by Mitie Property Services (UK) Limited and not recharged.

The Company has taken the exemption available to it not to disclose separately information about fees for non-audit services, provided to the Company as this information is available in the consolidated financial statements of Mitie Group plc

**3. Employees**

The company has no employees (2014: nil).

**4. Directors**

The highest paid director did not exercise any share options in the year.

The following directors are also directors or employees of another group company. They are remunerated by the company shown. It is not practicable to allocate their remuneration between their services as directors of this company and as directors or employees of other group companies.

<b>Director</b>	<b>Remunerated by</b>
W Robson	Mitie Group Plc
J Ridley	Mitie Property Management Limited
S C Baxter	Mitie Group Plc
R McGregor-Smith	Mitie Group Plc

**EPS Group Limited**  
**Notes to the financial statements (continued)**  
**for the year ended 31 March 2015**

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**5. Tax on (loss)/profit on ordinary activities**

	<b>2015</b>	<b>2014</b>
	<b>£'000</b>	<b>£'000</b>
<b>(a) Analysis of credit in the year</b>		
United Kingdom corporation tax 21% (2014: 23%)	-	-
Total current tax (Note 4(b))	-	-
Tax on (loss)/profit on ordinary activities	-	-

**(b) Factors affecting tax credit in the year**

The tax assessed for the year differs from that resulting from applying the standard rate of corporation tax in the UK of 21% (2014: 23%). The differences are as follows:

	<b>2015</b>	<b>2014</b>
	<b>£'000</b>	<b>£'000</b>
(Loss) on ordinary activities before tax	(7,392)	-
Tax at 21% (2014: 23%) thereon:	(1,552)	-
Expenses not deductible for tax purposes	1,552	-

**EPS Group Limited**  
**Notes to the financial statements (continued)**  
**For the year ended 31 March 2015**

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**6. Debtors**

	<b>2015</b>	<b>2014</b>
	<b>£'000</b>	<b>£'000</b>
<i>Amounts falling due within one year:</i>		
Amounts owed by Group undertakings	14,117	16,111
Provision against balance due from group company	(7,392)	-
	<u>6,725</u>	<u>16,111</u>

**7. Creditors: amounts falling due within one year**

	<b>2015</b>	<b>2014</b>
	<b>£'000</b>	<b>£'000</b>
Amounts owed to group undertakings	1,576	1,576
	<u>1,576</u>	<u>1,576</u>

**8. Called up share capital**

	<b>2015</b>	<b>2014</b>
	<b>£'000</b>	<b>£'000</b>
Allotted and called up share capital		
150,000 £1 Ordinary	150	150
	<u>150</u>	<u>150</u>

**EPS Group Limited**  
**Notes to the financial statements (continued)**  
**For the year ended 31 March 2015**

**01158387**

**9. Reconciliation of movement in shareholders' funds**

	<b>2015</b>	<b>2014</b>
	<b>£'000</b>	<b>£'000</b>
(Loss) for the financial year	(7,392)	-
Dividends paid on equity shares	(1,994)	-
	<hr/>	<hr/>
Opening shareholders' funds	14,535	14,535
	<hr/>	<hr/>
Closing shareholders' funds	5,149	14,535
	<hr/>	<hr/>

**10. Reserves**

	<b>Profit and loss account</b>
	<b>£'000</b>
At start of year	14,385
Loss for the year	(7,392)
Dividends paid	(1,994)
	<hr/>
At end of year	4,999
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**11. Related party transactions**

The Company has taken the exemption available under FRS 8 not to disclose transactions with other wholly-owned subsidiaries of Mitie Group plc. There were no transactions with entities other than members of Mitie Group plc which require disclosure under FRS 8.

**12. Ultimate parent undertaking and controlling party**

Environmental Property Services Holdings Limited is the immediate controlling party and the directors regard Mitie Group plc, a company registered in Scotland, as the ultimate parent company and controlling party.

Mitie Group plc is the largest and smallest group for which group accounts are prepared. Copies of the group financial statements can be obtained from the Company Secretary at the registered office.



Deloitte LLP  
2 New Street Square  
London  
EC4A 3BZ

22 December 2015

Dear Sirs

This representation letter is provided in connection with your audit of the financial statements of EPS Group Limited for the year ended 31 March 2015 for the purpose of expressing an opinion as to whether the financial statements give a true and fair view of the financial position of EPS Group Limited as of 31 March 2015 and of the results of its operations, other recognised gains and losses and its cash flows for the year then ended in accordance with the applicable accounting framework and the Companies Act 2006. We are aware that under Section 501 of the Companies Act 2006, it is an offence to mislead a company auditor.

We confirm, to the best of our knowledge and belief, the following representations.

*Financial statements*

1. We understand and have fulfilled our responsibilities for the preparation of the financial statements in accordance with the applicable financial reporting framework and the Companies Act 2006 which give a true and fair view, as set out in the terms of the audit engagement letter.
2. Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable.
3. Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the requirements of FRS8 "Related party disclosures."
4. All events subsequent to the date of the financial statements and for which the applicable financial reporting framework requires adjustment of or disclosure have been adjusted or disclosed.
5. The effects of uncorrected misstatements and disclosure deficiencies are immaterial, both individually and in aggregate, to the financial statements as a whole. A list of the uncorrected misstatements and disclosure deficiencies is detailed in the appendix to this letter.
6. We confirm that the financial statements have been prepared on the going concern basis. We are not aware of any material uncertainties related to events or conditions that may cast



significant doubt upon the company's ability to continue as a going concern. The company was dormant during the preceding financial year and all future costs incurred by the company are to be reimbursed by another group company. The company has limited short term facilities available for the period between paying suppliers and receiving income from the other group company. In forming our opinion we have considered the undertaking from Mitie Group PLC to provide support to its' subsidiary undertakings and assessed the ability of Mitie Group PLC to provide that support. We confirm the completeness of the information provided regarding events and conditions relating to going concern at the date of approval of the financial statements, including our plans for future actions.

*Information provided*

7. We have provided you with all relevant information and access as agreed in the terms of the audit engagement letter and required by sections 499 and 500 of the Companies Act 2006.
8. All transactions have been recorded and are reflected in the financial statements and the underlying accounting records.
9. We acknowledge our responsibilities for the design, implementation and maintenance of internal control to prevent and detect fraud and error.
10. We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
11. We are not aware of any fraud or suspected fraud that affects the entity or group and involves:
  - (i) management;
  - (ii) employees who have significant roles in internal control; or
  - (iii) others where the fraud could have a material effect on the financial statements.
12. We have disclosed to you all information in relation to allegations of fraud, or suspected fraud, affecting the entity's financial statements communicated by employees, former employees, analysts, regulators or others.
13. We are not aware of any instances of non-compliance, or suspected non-compliance, with laws, regulations, and contractual agreements whose effects should be considered when preparing financial statements
14. We have disclosed to you the identity of the entity's related parties and all the related party relationships and transactions of which we are aware.
15. All known actual or possible litigation and claims whose effects should be considered when preparing the financial statements have been disclosed to you and accounted for and disclosed in accordance with the applicable financial reporting framework. On the basis of legal advice we have set them out in the attachment with our estimates of their potential effect. No other claims in connection with litigation have been or are expected to be received.

16. We have no plans or intentions that may materially affect the carrying value or classification of assets and liabilities reflected in the financial statements.
17. All minutes of directors, management and shareholders meetings during and since the financial year have been made available to you.
18. We have drawn to your attention all correspondence and notes of meetings with regulators.

We confirm that the above representations are made on the basis of adequate enquiries of management and staff (and where appropriate, inspection of evidence) sufficient to satisfy ourselves that we can properly make each of the above representations to you.

Yours faithfully

A handwritten signature in black ink, appearing to be 'W. Loh' or similar, written in a cursive style.

Signed on behalf of the Board of Directors

## Disclosure deficiencies:

**NONE NOTED**