ABLE DATA INSTALLATIONS PLC DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2011

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COMPANY INFORMATION

Directors Clive Edmund Tuckwell MA

Mark Vernon Waterman FCA

Darren Sullıvan Alex Hudson

Secretary Mark Vernon Waterman FCA

Company number 02614526

Registered office 22 Chancery Lane

London WC2A 1LS

Auditors Alan James & Co

Quantum House

59 - 61 Guildford Street

Chertsey
Surrey
KT16 9AX

Business address Able House

1 Figtree Hill Hemel Hempstead

Herts HP2 5XL

Bankers National Westminster Bank Plc

Commercial Banking

Benwell House, Green Street

Sunbury on Thames Middlesex, TW16 6QT

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<u>DIRECTORS' REPORT</u> FOR THE YEAR ENDED 31 MARCH 2011

The directors present their report and the financial statements for the year ended 31 March 2011.

Principal activity

The principal activities of the company were the design, installation and maintenance of wide profile integrated voice and data networks that require a high tolerance infrastructure of support. A substantial amount of work is undertaken on live systems at client premises. The company prides itself on its reputation for quality services and working within very strict time scales.

The company is a wholly owned subsidiary of Able Data Holdings Limited, which itself does not trade

Business review

The directors consider the ability to capitalise on a strong trading position and accelerate growth in turnover, without a heavy sacrifice in gross margin, to be the key performance indicator of the company. In analysing the results for the year it must be remembered that due to an unusually large project, 2010 was rather exceptional in terms of turnover. The turnover of £4,752,657 for 2011 represents excellent progress when compared to 2009 and the years prior, when turnover was in the region of £3,500,000 to £4,000,000. Infact, the turnover for 2011 shows growth of 28% over the average turnover during 2007 to 2009.

The significant disappointment for the year was the drop in average gross margin. The drop in average gross margin this year was not expected and has had an adverse affect on gross profit. However, actions have already been taken to try to avoid cost overruns on future projects.

Alongside the circumstances described above, the company pressed ahead as planned with its expansion into London by opening a branch office in the City Finally, the company unfortunately suffered two significant bad debts during the year, totalling over £70,000 The combination of these factors gave rise to a disappointing, but unavoidable, net loss for the year

Future developments

The company carried another healthy order book into 2011/2012 However, the intense pressure on margins still remains and therefore actions have already been taken to reduce the company's overheads during 2011/2012 These include redundancies at management level and a reduction in the size of the branch office in the City of London. In addition, the directors are currently in negotiations with the landlord of the head office with a view to either a significant reduction in rent or a move to lower cost premises. The directors are confident that these cost cutting measures, combined with a strong year of trading, will result in a return to profitability in 2011/2012.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2011 (CONTINUED)

Financial risk management objectives and policies

In the opinion of the directors the primary risk faced by the company is over reliance on certain key customers or products as a source of income. In order to mitigate this risk, the company has brought on board new partners and clients with the aim of building new long term partnerships and broadening the customer profile. The company has also extended its offering of cable products. Specifically, it has developed the necessary expertise and accreditations to deliver Intelligent Infrastructure Management (IIM) cabling solutions.

In the highly competitive London cabling market the competition for larger projects can be very intense, with the result that margins can be driven down. There is a risk that if margins are continued to allow to fall, any increase in turnover could be wiped out. The directors view this as a key issue and are determined to sustain the company's margins and, as a result, its long term profitability.

Payments of creditors

The company strategy is to have a mutually beneficial long term relationship with its suppliers. The company policy is to settle the terms of payments with suppliers and abide by those terms. At 31 March 2011 the period of credit taken from the company's suppliers amounted to approximately 60 days (2010 63 days). This is calculated on the basis of the average trade creditors across the period divided by costs incurred from suppliers during the period multiplied by the length in days of the period.

Directors

The directors who served during the year are as stated below

Clive Edmund Tuckwell MA Mark Vernon Waterman FCA Darren Sullivan Alex Hudson

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they 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 year In preparing these financial statements, the directors are required to

- select suitable accounting policies and apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2011 (CONTINUED)

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006 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

In so far as the directors are aware

- there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

Auditors

Alan James & Co are deemed to be reappointed in accordance with Section 487(2) of the Companies Act 2006

This report was approved by the Board on

22 06 2011 and signed on its behalf by

Mark-Vernon Waterman FCA

Secretar

Clive Edmund Tuckwell MA

Director

Independent auditor's report to the shareholders of Able Data Installations PLC

Introduction

We have audited the financial statements of Able Data Installations PLC for the year ended 31 March 2011 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. 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)

Disclaimer

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 auditors' 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

As explained more fully in the Directors' Responsibilities Statement set out on page 1 - 3, 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.

We have undertaken the audit in accordance with the provisions of APB Ethical Standards including APB Ethical Standard - Provisions Available for Small Entities, in the circumstances set out in Note 1 1 to the financial statements

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 Directors' report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications of 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 2011 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 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 shareholders of Able Data Installations PLC

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

Alan James FCA (Senior Statutory Auditor)

For and on behalf of Alan James & Co

Chartered Accountants and

Registered Auditors

Dated: 22 JUNE 2011

Quantum House 59 - 61 Guildford Street Chertsey Surrey KT16 9AX

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2011

		Continuing operati	
		2011	2010
	Notes	£	£
Turnover	2	4,752,657	6,117,299
Cost of sales		(3,990,115)	(4,869,432)
Gross profit		762,542	1,247,867
Administrative expenses Other operating income		(830,969) 8,100	(949,527) 8 ,100
Operating (loss)/profit Interest payable and similar charges	3 5	(60,327) (1,326)	306,440 (1,314)
(Loss)/profit on ordinary activities before taxation		(61,653)	305,126
Tax on (loss)/profit on ordinary activities	8	44,124	(61,567)
(Loss)/profit for the year		(17,529)	243,559
Retained profit brought forward Reserve Movements	9	272,399 (160,950)	63,460 (34,620)
Retained profit carried forward		93,920	272,399
			====

There are no recognised gains or losses other than the profit or loss for the above two financial years

BALANCE SHEET AS AT 31 MARCH 2011

		201	11	201	0
	Notes	£	£	£	£
Fixed assets					
Tangible assets	10		41,440		42,433
Current assets					
Stocks	11	13,847		31,786	
Debtors	12	1,085,043		1,058,070	
Cash at bank and in hand		5		147,995	
		1,098,895		1,237,851	
Creditors: amounts falling					
due within one year	13	(946,415)		(907,885)	
Net current assets		— —	152,480		329,966
Total assets less current					
liabilities			193,920		372,399
Net assets			193,920		372,399 =====
Capital and reserves					
Called up share capital	15		100,000		100,000
Profit and loss account			93,920		272,399
			<u> </u>		
Shareholder's funds	16		193,920		372,399

The financial statements were approved by the Board on 22/06/11. and signed on its behalf by

Clive Edmund Tuckwell MA

Director

Mark Vernon Waterman FCA

Director

Registration number 02614526

<u>CASH FLOW STATEMENT</u> FOR THE YEAR ENDED 31 MARCH 2011

	2011	2010
	£	£
Reconciliation of operating (loss)/profit to net		
cash outflow from operating activities		
Operating (loss)/profit	(60,327)	306,440
Depreciation	15,199	20,622
Decrease in stocks	17,939	(13,861)
Decrease in debtors	17,197	29,978
(Decrease) in creditors	(12,566)	16,954
Net cash outflow from operating activities	$\underbrace{(22,5}_{\underline{}}\underline{58})$	360,133
Cash flow statement		
Net cash outflow from operating activities	(22,558)	360,133
Returns on investments and servicing of finance	(1,326)	(1,314)
Taxation	(61,846)	(7,550)
Capital expenditure	(14,206)	(40,854)
	(99,936)	310,415
Equity dividends	(160,950)	(34,620)
Decrease in cash in the year	(260,886)	275,795
Reconciliation of net cash flow to movement in net debt		
Decrease in cash in the year	(260,886)	275,795
Net funds at 1 April 2010	147,995	(127,800)
Net debt at 31 March 2011	(112,891)	147,995
		======

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2011

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board

The company has consistently applied all relevant accounting standards

In common with many other businesses of our size and nature, we use our auditors to prepare and submit returns to the tax authorities and assist with the preparation of the financial statements

1.2. Turnover

Turnover is recognised as the company's contracts progress and is measured at the fair value of the consideration to which the company has become entitled, adjusted as appropriate where there is a significant risk that consideration may not be recovered in full

1.3. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows

Fixtures, fittings

and equipment

Over 2 - 5 years on a straight line basis

Company vans

Over 3 - 5 years on a straight line basis

1.4. Stock

Stock is valued at the lower of cost and net realisable value

1.5. Long term contracts

Amounts recoverable on long term contracts, which are included in debtors are stated at the net sales value of the work done after provisions for contingencies and anticipated future losses on contracts, less amounts received as progress payments on account Excess progress payments are included in creditors as payments received on account

1.6. Pensions

The pension costs charged in the financial statements represent the contribution payable by the company during the year

The regular cost of providing retirement pensions and related benefits is charged to the profit and loss account over the employees' service lives on the basis of a constant percentage of earnings

1.7. Deferred taxation

Deferred tax is recognised in respect of all material timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax at a future date. Deferred tax assets or liabilities that have not been recognised in the accounts are instead fully disclosed in a note to the accounts.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2011 (CONTINUED)

2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK

3.	Operating (loss)/profit	2011 £	2010 £
	Operating (loss)/profit is stated after charging		
	Depreciation and other amounts written off tangible assets Auditors' remuneration (Note 4)	17,370 5,675	20,622 5,400
	and after crediting		
	Profit on disposal of tangible fixed assets	<u>2,171</u>	
4.	Auditors' remuneration		
		2011 £	2010 £
	Auditors' remuneration - audit of the financial statements	<u>5,675</u>	5,400
5.	Interest payable and similar charges	2011	2010
		£	£
	On loans and overdrafts	1,326	1,314

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2011 (CONTINUED)

6. Employees

	Number of employees	2011	2010
	The average monthly numbers of employees (including the directors) during the year were		
	(metading the directors) during the year were		
	Installation	15	20
	Administration	11	10
			30
			=====
	Employment costs including directors	2011	2010
		£	£
	Wages and salaries	1,050,089	1,153,401
	Social security costs	62,828	49,340
	Pension contributions	27,766	24,704
	Health insurances	3,418	3,267
		1,144,101	1,230,712
6.1.	Directors' remuneration	2011	2010
	Remuneration and other emoluments	198,643	278,492
	Pension contributions	20,280	20,279
		218,923	298,771
		Number	Number
	Number of directors to whom retirement benefits		
	are accruing under a money purchase scheme	3	3

7. Pension costs

The company operates a defined contribution pension scheme covering the majority of its permanent employees. The scheme is funded by contributions from both the company and its employees. The contributions are invested separately from the company's assets by independent trustees. Contributions are charged to the profit and loss account in the year in which they are made. The pension charge represents contributions due from the company and amounted in total to £27,765 (2010 £24,704)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2011 (CONTINUED)

8. Tax on (loss)/profit on ordinary activities

Analysis of charge in period	2011	2010
	£	£
Current tax		
UK corporation tax	(44,170)	61,800
Adjustments in respect of previous periods	46	(233)
	(44,124)	61,567

Factors affecting tax charge for period

The tax assessed for the period is lower than the standard rate of corporation tax in the UK (21 00 per cent) The differences are explained below

	2011 £	2010 £
(Loss)/profit on ordinary activities before taxation	(61,653)	305,126
(Loss)/profit on ordinary activities multiplied by standard rate of corporation		
tax in the UK of 21 00% (31 March 2010 21 00%)	(12,947)	64,076
Effects of:		
Expenses not deductible for tax purposes	(29,444)	3,966
Capital allowances for period in excess of depreciation	(1,779)	(6,242)
Adjustments to tax charge in respect of previous periods	46	(233)
Current tax charge for period	(44,124)	61,567
		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2011 (CONTINUED)

9. Dividends

	Dividends paid and proposed on equity shares			
			2011	2010
	Decreased and model decreased access		£	£
	Proposed and paid during the year Equity dividends on Ordinary shares		80,475	34,620
	1 10		80,475	34,620
	Proposed during the year (recognised as a liability)			
	Equity dividends on Ordinary shares		80,475	-
			80,475	
				
			160,950	34,620
		Fixtures,		
10.	Tangible fixed assets	•	Company	
		equipment	vans	Total
		£	£	£
	Cost	92.491	52 217	125 600
	At 1 April 2010 Additions	82,481	53,217	135,698
		16,759	(12.760)	16,759
	Disposals	(4,330)	(13,750)	(18,080)
	At 31 March 2011	94,910	39,467	134,377
	Depreciation			-
	At 1 Aprıl 2010	63,225	30,040	93,265
	On disposals	(4,330)	(13,368)	(17,698)
	Charge for the year	11,440	5,930	17,370
	At 31 March 2011	70,335	22,602	92,937
	Net book values			
	At 31 March 2011	24,575	16,865	41,440
	At 31 March 2010	19,256	23,177	42,433

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2011 (CONTINUED)

11.	Stocks	2011 £	2010 £
	Raw materials and consumables	13,847	31,786
12.	Debtors	2011 £	2010 £
	Trade debtors Amounts recoverable on long term contracts Other debtors Prepayments and accrued income	356,433 608,222 79,135 41,253 1,085,043	640,717 38,374 20,042
	Amounts falling due after more than one year and included in debtors are Other debtors		19,242
13.	Creditors: amounts falling due within one year	2011 £	2010 £
	Bank overdraft (secured) Trade creditors Amounts owed to group undertaking Corporation tax Other taxes and social security costs Directors' accounts Other creditors Accruals and deferred income Pension contributions	112,896 450,362 80,475 - 178,448 4,268 2,025 116,843 1,098 946,415	483,706 159,370 61,800 56,988 5,000 2,025 137,554 1,442 907,885

14. Provision for deferred taxation

At the year end the company had a deferred tax liability of £2,731 (2010. £1,119) that has not been recognised in these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2011 (CONTINUED)

15.	Share capital	2011 £	2010 £
	Allotted, called up and fully paid	-	_
	10,000,000 Ordinary shares of £0 01 each	100,000	100,000
	Equity Shares		
	10,000,000 Ordinary shares of £0 01 each	100,000	100,000
16.	Reconciliation of movements in shareholder's funds	2011 £	2010 £
	(Loss)/profit for the year	(17,529)	243,559
	Dividends	(160,950)	(34,620)
		(178,479)	208,939
	Opening shareholder's funds	372,399	163,460
	Closing shareholder's funds	193,920	372,399

17. Financial commitments

At 31 March 2011 the company had annual commitments under non-cancellable operating leases as follows

	Land and	Land and buildings	
	2011	2010	
	£	£	
Anticipated expiry date:			
1st April 2012	51,440	51,440	
•	 =	====	

18. Transactions with directors

Mr Clive Edmund Tuckwell, director, has given a personal guarantee to National Westminster Bank Plc in respect of the company's bank overdraft facility

Mr Mark Waterman, director, is a partner of Dixon Wilson, a firm of Chartered Accountants During the year, Dixon Wilson invoiced the company £15,580 plus disbursements in respect of services provided to the group

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2011 (CONTINUED)

19. Related party transactions

In July 2010 the company declared dividends of £160,950 to its parent company, Able Data Holdings Limited At the year-end £80,475 remained outstanding and this is included within creditors

On 31 March 2011 Able Data Holdings Limited forgave a loan that it made to the company during the group restructuring in 2008 The total amount forgiven was £157,365

20. Ultimate parent undertaking

Since 31 January 2008 the immediate parent company has been Able Data Holdings Limited, a non-trading holding company Mr Clive Edmund Tuckwell is deemed to hold the controlling interest in Able Data Holdings Limited by virtue of his majority shareholding