
PELL FRISCHMANN PROJECTS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2011

THURSDAY



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COMPANIES HOUSE

PELL FRISCHMANN PROJECTS LIMITED

COMPANY INFORMATION

DIRECTORS	Dr W W Frischmann CBE S S Prabhu R Jones (resigned 18 May 2010) L S Roberts
COMPANY SECRETARY	L S Roberts
COMPANY NUMBER	2810599
REGISTERED OFFICE	5 Manchester Square London W1U 3PD
AUDITORS	Berg Kaprow Lewis LLP Chartered Accountants & Statutory Auditor 35 Ballards Lane London N3 1XW

PELL FRISCHMANN PROJECTS LIMITED

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PELL FRISCHMANN PROJECTS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2011

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

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of provision of engineering services

BUSINESS REVIEW

We have continued to provide professional services, principally in the Public Sector, where we provide services under framework agreements with Kent County Council. These frameworks are for the provision of project management and design services for principally major education projects throughout Kent.

During the year no new contracts have been undertaken under the Pell Frischmann Projects name and new work for this speciality is being undertaken by other companies within the Pell Frischmann Group.

The Directors use a range of performance measures to monitor and manage the business. Certain of these are particularly important in the generation of shareholder value and are considered key performance indicators (KPIs). Our KPIs measure past performance and also provide information to allow us to manage the business in the future. Turnover, profit before tax and operating cash flow indicate the activity of the company, and the efficiency with which we have turned operating performance into cash. KPIs for 2011 are shown in the table below, along with prior year comparatives.

	2011	2010
Turnover	£ 211,032	£553,861
Profit/(Loss) before tax	£ 36,396	£ 37,515
Operating cash flow	£ 10,164	- £ 142

The major risks faced by the company are as follows:

Recruitment and retention of sufficient high calibre staff PF Projects have no employees, however staff within the Group is completing jobs under the Projects name.

Changes in the competitive environment resulting from government policy or industry consolidation We operate in a fluid competitive environment which may be altered by government changes in the regulatory environment, changes in public sector procurement practices, or by any significant industry consolidation. We seek to mitigate this risk by regularly monitoring market developments and competitor activity and undertaking benchmarking processes.

Risks arising under engineering design contracts The company has un-quantified contingent liabilities arising in the normal course of business under engineering design contracts, however the company is covered by professional indemnity insurance in respect of any claims.

The Directors consider that the development and performance of the company during the year and state of the company's affairs as at the balance sheet date are satisfactory, and that the outlook for the future performance of the company is favourable.

All members of staff employed by the Group as a whole are available to any Company within the Group, dependent upon the demand or resources of the constituent Company.

RESULTS

The profit for the year, after taxation, amounted to £26,478 (2010 - £27,351).

PELL FRISCHMANN PROJECTS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2011

DIRECTORS

The directors who served during the year were

Dr W W Frischmann CBE
S S Prabhu
R Jones (resigned 18 May 2010)
L S Roberts

PROVISION OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

AUDITORS

Under section 487 of the Companies Act 2006, Berg Kaprow Lewis LLP will be deemed to have been reappointed as auditor(s) 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier

DIRECTORS' RESPONSIBILITIES STATEMENT

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 period. In preparing these financial statements, the directors are required to


- select suitable accounting policies and then apply them consistently,
- make judgments 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

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.

PELL FRISCHMANN PROJECTS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2011**

This report was approved by the board on *14 December 2011* and signed on its behalf



L S Roberts
Secretary

PELL FRISCHMANN PROJECTS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PELL FRISCHMANN PROJECTS LIMITED

We have audited the financial statements of Pell Frischmann Projects Limited for the year ended 31 March 2011, set out on pages 6 to 14. 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 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, 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 Directors' Report to identify material inconsistencies with the audited financial statements. 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 2011 and of its profit 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.

PELL FRISCHMANN PROJECTS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PELL FRISCHMANN PROJECTS LIMITED

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 remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Berg Kaprow Lewis LLP

Brian J Wolkind FCA (Senior statutory auditor)

for and on behalf of

Berg Kaprow Lewis LLP

Chartered Accountants

Statutory Auditor

London

Date *21 December 2011*

PELL FRISCHMANN PROJECTS LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2011**

	Note	2011 £	2010 £
TURNOVER	1,2	211,032	553,861
Cost of sales		<u>(172,661)</u>	<u>(392,466)</u>
GROSS PROFIT		38,371	161,395
Administrative expenses		<u>(1,975)</u>	<u>(123,880)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		36,396	37,515
Tax on profit on ordinary activities	4	<u>(9,918)</u>	<u>(10,164)</u>
PROFIT FOR THE FINANCIAL YEAR	9	<u>26,478</u>	<u>27,351</u>

All amounts relate to continuing operations

There were no recognised gains and losses for 2011 or 2010 other than those included in the Profit and Loss Account

The notes on pages 9 to 14 form part of these financial statements

PELL FRISCHMANN PROJECTS LIMITED
REGISTERED NUMBER: 2810599

BALANCE SHEET
AS AT 31 MARCH 2011

	Note	£	2011 £	£	2010 £
CURRENT ASSETS					
Debtors	6	194,468		549,324	
CREDITORS amounts falling due within one year	7	(161,810)		(543,144)	
NET CURRENT ASSETS			32,658		6,180
TOTAL ASSETS LESS CURRENT LIABILITIES			32,658		6,180
CAPITAL AND RESERVES					
Called up share capital	8		160		160
Profit and loss account	9		32,498		6,020
SHAREHOLDERS' FUNDS	10		32,658		6,180

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

14 December 2011

S. S. Prabhu

S S Prabhu
Director

The notes on pages 9 to 14 form part of these financial statements

PELL FRISCHMANN PROJECTS LIMITED

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 MARCH 2011

	Note	2011 £	2010 £
Net cash flow from operating activities	11	10,164	(142)
Taxation		(10,164)	-
DECREASE IN CASH IN THE YEAR		<u>-</u>	<u>(142)</u>

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT
FOR THE YEAR ENDED 31 MARCH 2011

	2011 £	2010 £
Decrease in cash in the year	-	(142)
MOVEMENT IN NET DEBT IN THE YEAR	<u>-</u>	<u>(142)</u>
Net funds at 1 April 2010	-	142
NET FUNDS AT 31 MARCH 2011	<u>-</u>	<u>-</u>

The notes on pages 9 to 14 form part of these financial statements

PELL FRISCHMANN PROJECTS LIMITED

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

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

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

1.2 Turnover

Turnover comprises revenue recognised by the company in respect of services supplied, exclusive of Value Added Tax and trade discounts

1.3 Pensions

The majority of the company's employees belong to a group pension scheme which is funded by both employer's and employees' contributions and which is of the defined benefit type. The pension cost is assessed in accordance with the advice of an independent qualified actuary.

Contributions are charged to the profit and loss account so as to spread the cost of pensions over the estimated working lives of employees. Any shortfall or surpluses in the pension fund are spread over the average remaining service lives of current employees.

1.4 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

2. TURNOVER

The whole of the turnover is attributable to the principal activity of the company.

All turnover arose within the United Kingdom.

3. PROFIT

During the year, no director received any emoluments (2010 - £NIL)

PELL FRISCHMANN PROJECTS LIMITED

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

4 TAXATION

	2011 £	2010 £
UK corporation tax charge on profit for the year	<u>9,918</u>	<u>10,164</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2010 - lower than) the standard rate of corporation tax in the UK of 28% (2010 - 28%). The differences are explained below

	2011 £	2010 £
Profit on ordinary activities before tax	<u>36,396</u>	<u>37,515</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2010 - 28%)	10,191	10,504
Effects of:		
Capital allowances for year in excess of depreciation	(273)	(340)
Current tax charge for the year (see note above)	<u>9,918</u>	<u>10,164</u>

Factors that may affect future tax charges

There were no factors that may affect future tax charges

5. AUDITORS' REMUNERATION

	2011 £	2010 £
Fees payable to the company's auditor for the audit of the company's annual accounts	<u>1,525</u>	<u>3,500</u>

6. DEBTORS

	2011 £	As restated 2010 £
Trade debtors	11,908	313,220
Amounts owed by group undertakings	73,266	74,215
Other debtors	109,294	109,296
Amounts recoverable on long term contracts	-	52,593
	<u>194,468</u>	<u>549,324</u>

PELL FRISCHMANN PROJECTS LIMITED

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

7 CREDITORS:

Amounts falling due within one year

	2011	As restated 2010
	£	£
Payments received on account	7,979	10,267
Amounts owed to group undertakings	141,938	518,785
Corporation tax	9,918	10,164
Accruals and deferred income	1,975	3,928
	<u>161,810</u>	<u>543,144</u>

8 SHARE CAPITAL

	2011	2010
	£	£
Allotted, called up and fully paid		
160 Ordinary shares of £1 each	<u>160</u>	<u>160</u>

The issued share capital remains unpaid and is included within debtors

9 RESERVES

	Profit and loss account £
At 1 April 2010	6,020
Profit for the year	26,478
	<u>32,498</u>
At 31 March 2011	

10. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2011	2010
	£	£
Opening shareholders' funds/(deficit)	6,180	(21,171)
Profit for the year	26,478	27,351
	<u>32,658</u>	<u>6,180</u>
Closing shareholders' funds		

PELL FRISCHMANN PROJECTS LIMITED

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

11 NET CASH FLOW FROM OPERATING ACTIVITIES

	2011 £	2010 £
Operating profit	36,396	37,515
Decrease/(increase) in debtors	354,854	(131,066)
(Decrease)/increase in creditors	(381,086)	93,409
Net cash inflow/(outflow) from operating activities	10,164	(142)

12 ANALYSIS OF CHANGES IN NET DEBT

	1 April 2010 £	Cash flow £	Other non-cash changes £	31 March 2011 £
Net funds	-	-	-	-

13. PENSION COMMITMENTS

The company is a member of a defined benefit group pension scheme, covering the majority of its employees, which is funded through a separate trustee administered fund

There were no pension contributions payable by the company for the year ended 31 March 2011 (2010 Nil)

There were no contributions to other schemes (2010 Nil)

Disclosures are also required in these accounts under the new accounting standard FRS 17 "Retirement Benefits". The Pell Frischmann Retirement Benefits Scheme has an FRS 17 deficit of £11.076 million at 31 March 2011 (£10.141 million at 31 March 2010). The company is unable to identify its share of the underlying assets or liabilities of this scheme, as it participates in the scheme along with other fellow subsidiaries of the group. As such, contributions to the scheme have been accounted for as if it were a defined contribution scheme, in accordance with FRS 17. The consolidated accounts should be referred to for the FRS 17 detailed disclosure.

14. CONTINGENT LIABILITIES

There are unquantified contingent liabilities in the normal course of business arising under consultancy contracts and the company is covered by professional indemnity insurance in respect of claims.

PELL FRISCHMANN PROJECTS LIMITED

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

15. RELATED PARTY TRANSACTIONS

The directors consider the material transactions undertaken by the company during the year with related parties were as follows -

Name of party	Relationship	Nature of transaction	Transaction amount 2011 £	Transaction amount 2010 £	Amount due from / (to) 2011 £	Amount due from / (to) 2010 £
Pell Frischmann Consultants Limited	Fellow subsidiary	Admin charge	-	120,000	-	-
Pell Frischmann Consultants Limited	Fellow subsidiary	Working capital	386,061	-	(110,945)	(497,006)
Pell Frischmann Multinet Limited	Fellow subsidiary		-	-	(2,646)	(2,646)
Pell Frischmann Concessionaires Limited	Fellow subsidiary		-	-	(6,399)	(6,399)
Pell Frischmann Information Technology Limited	Fellow subsidiary		-	-	(5,136)	(5,136)
Pell Frischmann Process Technology Limited	Fellow subsidiary		-	-	(6,648)	(6,648)
Hawk Developments Management Plc	Fellow subsidiary		-	-	9,597	9,597
Pell Frischmann Group Limited	Fellow subsidiary	Tax subvention	-	4,999	63,669	64,618
Pell Frischmann Consulting Engineers Limited	Fellow subsidiary	Tax subvention	10,164	-	(10,164)	-
Pell Frischmann Limited	Note 1		-	-	65,135	65,153
Conseco International Limited	Note1		-	-	40,894	40,894

Note 1 The directors have interest in the company either as directors and / or shareholders

PELL FRISCHMANN PROJECTS LIMITED

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

16 STAFF COSTS

Staff costs were as follows

	2011	2010
	£	£
Wages and salaries	-	(8,175)

The average monthly number of employees, including the directors, during the year was as follows

	2011	2010
	No.	No
Management	4	4

17 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company is a subsidiary of Pell Frischmann Consulting Engineers Ltd, a company registered in England and Wales

The ultimate parent undertaking is Pell Frischmann Holdings Limited, a company incorporated in England and Wales, which prepares group financial statements

Copies of the group financial statements of Pell Frischmann Holdings Limited may be obtained from L S Roberts, the company secretary, at the following address-

5 Manchester Square, London W1U 3PD Tel 020 7486 3661