

Company Registration No 02862551 (England and Wales)

**FIRST RETAIL FINANCE LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2012**

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# FIRST RETAIL FINANCE LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	C Waters on behalf of Capita Corporate Director Limited	
	S J Davies	(Appointed 31 May 2012)
	M D Barnard	(Appointed 28 September 2012)
<b>Secretary</b>	Capita Group Secretary Limited	
<b>Company number</b>	02862551	
<b>Registered office</b>	17 Rochester Row London SW1P 1QT	
<b>Auditor</b>	KPMG Audit Plc 15 Canada Square London E14 5GL	

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# FIRST RETAIL FINANCE LIMITED

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# FIRST RETAIL FINANCE LIMITED

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 31 DECEMBER 2012

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The directors present their report and financial statements for the year ended 31 December 2012

#### Principal activities and review of the business

The company is a wholly owned subsidiary (indirectly held) of Capita plc and operated within the group's Customer Management & International division (formerly Customer Management & Offshore division)

The principal activity of the company continued to be that of the provision of finance and associated services. There have not been any significant changes in the company's principal activities in the period under review. The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the next year.

As shown in the company's profit and loss account on page 4, the company's turnover has increased from £340,000 for the 11 months to 31 December 2011 to £457,000 for the 12 month period to 31 December 2012 and operating profit increased from £183,000 to £418,000.

The balance sheet on page 5 of the financial statements shows the company's financial position at the year end. Net assets have increased from £2,929,000 to £3,245,000. Details of amounts owed by its parent company and fellow subsidiary undertakings are shown in note 5 to the financial statements.

Key performance indicators used by Capita plc are operating margins, free cash flow, capital expenditure and return on capital employed. Capita plc and its subsidiaries manage their operations on a divisional basis and as a consequence, some of these indicators are monitored at a divisional level. The performance of the Customer Management & Offshore division of Capita plc is discussed in the group's annual report which does not form part of this report.

Systems and procedures are in place to identify, assess and mitigate major business risks that could impact the company. Monitoring exposure to risk that the company faces are operational risk, contract pricing, competition, regulatory and legislative impacts, recruitment and retention of staff and maintenance of reputation and strong supplier and customer relationships.

Group risks are discussed in the group's annual report which does not form part of this report.

#### Results and dividends

The results for the year are set out on page 4.

During the year, no dividend was paid (11 months to 31 December 2011: £nil).

#### Environment

Capita plc recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the group's activities. The company operates in accordance with group policies, which are described in the group's annual report which does not form part of this report. Initiatives designed to minimise the company's impact on the environment include safe disposal of waste, recycling and reducing energy consumption.

#### Directors

The following directors have held office since 1 January 2012:

C Waters on behalf of Capita Corporate Director Limited

N N Bedford

(Resigned 4 May 2012)

P C Braithwaite

(Appointed 31 May 2012 and resigned 28 September 2012)

S J Davies

(Appointed 31 May 2012)

M D Barnard

(Appointed 28 September 2012)

# FIRST RETAIL FINANCE LIMITED

## DIRECTORS' REPORT (CONTINUED)

**FOR THE YEAR ENDED 31 DECEMBER 2012**

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### Auditor

In accordance with section 487(2) of the Companies Act 2006, the auditors, KPMG Audit Plc, will be deemed to be reappointed and therefore continue in office

### 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 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, and
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

### Statement of disclosure to auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the company's auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he/she might reasonably be expected to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



C Waters on behalf of Capita Corporate Director Limited

Director

30 April 2013

# FIRST RETAIL FINANCE LIMITED

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF FIRST RETAIL FINANCE LIMITED

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We have audited the financial statements of First Retail Finance Limited for the year ended 31 December 2012 set out on pages 4 to 9

The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate)

#### **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 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with UK 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

#### **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

*Sarah Rolls*

Sarah Rolls (Senior Statutory Auditor)  
for and on behalf of KPMG Audit Plc, Statutory Auditor  
Chartered Accountants  
15 Canada Square  
London  
E14 5GL

*30 April 2013*

# FIRST RETAIL FINANCE LIMITED

## PROFIT AND LOSS ACCOUNT

*FOR THE YEAR ENDED 31 DECEMBER 2012*

		Year ended 31 December 2012 £'000	11 Months ended 31 December 2011 £'000
	Notes		
Turnover	2	457	340
Administrative expenses		(39)	(157)
Profit on ordinary activities before taxation	3	418	183
Tax on profit on ordinary activities	4	(102)	(46)
Profit for the year	8	316	137

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account



# FIRST RETAIL FINANCE LIMITED

## BALANCE SHEET

AS AT 31 DECEMBER 2012

	Notes	2012 £'000	2011 £'000
<b>Current assets</b>			
Debtors	5	3,719	3,813
Cash at bank and in hand		-	16
		<hr/>	<hr/>
		3,719	3,829
<b>Creditors, amounts falling due within one year</b>	6	(474)	(900)
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		<hr/> <hr/> 3,245	<hr/> <hr/> 2,929
 <b>Capital and reserves</b>			
Called up share capital	7	2,721	2,721
Profit and loss account	8	524	208
		<hr/>	<hr/>
<b>Shareholders' funds</b>	9	<hr/> <hr/> 3,245	<hr/> <hr/> 2,929

Approved by the Board and authorised for issue on 30 April 2013



C Waters on behalf of Capita Corporate Director Limited  
Director

Company Registration No. 02862551

# **FIRST RETAIL FINANCE LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

***FOR THE YEAR ENDED 31 DECEMBER 2012***

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### **1 Accounting policies**

#### **1.1 Accounting convention**

The financial statements are prepared under the historical cost convention

No material uncertainties that cast significant doubt about the ability of the company to continue as a going concern have been identified by the directors

The company has not produced a cashflow statement on the basis that the ultimate parent undertaking, Capita plc, has prepared a group cashflow statement in accordance with FRS1 (revised)

#### **1.2 Compliance with accounting standards**

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

#### **1.3 Turnover**

Turnover represents amounts receivable for goods and services net of V A I and trade discounts

#### **1.4 Deferred taxation**

Deferred taxation is recognised in respect of all 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, or a right to pay less or to receive more, taxation, with the following exceptions

- Provision is made for taxation on gains arising from the revaluation (and similar fair value adjustments) of fixed assets and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to taxation only where the replacement assets are sold,

- Deferred taxation assets are recognised only to the extent that the directors consider that it is 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 taxation is measured on an undiscounted basis at the taxation rates that are expected to apply in the periods in which timing differences reverse, based on taxation rates and laws enacted or substantively enacted at the balance sheet date

#### **1.5 Related party transactions**

The company has taken advantage of the exemption under FRS 8 Related Party Disclosures not to disclose transactions entered into between two or more members of Capita plc, provided that any subsidiary undertaking which is a party to the transaction is wholly owned by a member of that group

### **2 Turnover**

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

# FIRST RETAIL FINANCE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2012

	12 months ended 31 December 2012 £'000	11 months ended 31 December 2011 £'000
<b>3 Operating profit</b>		

Operating profit is stated after charging

Fees payable to the company's auditor for the audit of the company's annual accounts

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Audit fees are borne by the ultimate parent undertaking, Capita plc. The audit fee for the current period was £1,000 (2011 £1,000). The company has taken advantage of the exemption provided by regulation 6(2)(b) of The Companies (Disclosure of Auditor Remuneration and Liability Limitation Agreements) Regulations 2008 not to provide information in respect of fees for other (non-audit) services as this information is required to be given in the group accounts of the ultimate parent undertaking which it is required to prepare in accordance with the Companies Act 2006.

	12 months ended 31 December 2012 £'000	11 months ended 31 December 2011 £'000
<b>4 Taxation</b>		
<b>Domestic current year tax</b>		
U K corporation tax	102	48
Adjustment for prior years	-	(2)
<b>Total current tax</b>	<u>102</u>	<u>46</u>
<b>Factors affecting the tax charge for the year</b>		
Profit on ordinary activities before taxation	<u>418</u>	<u>183</u>
Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 24.50% (2011 - 26.50%)	102	48
Effects of Adjustments to previous periods	-	(2)
<b>Current tax charge for the year</b>	<u>102</u>	<u>46</u>

The UK corporation tax rate will decrease from 24% to 23% from 1 April 2013. There has been no impact on the tax charge in the current period as a result of the charge.

# FIRST RETAIL FINANCE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**FOR THE YEAR ENDED 31 DECEMBER 2012**

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<b>9</b>	<b>Reconciliation of movements in shareholders' funds</b>	<b>2012</b>	<b>2011</b>
		<b>£'000</b>	<b>£'000</b>
	Profit for the financial year	316	137
	Opening shareholders' funds	2,929	2 792
	Closing shareholders' funds	<u>3,245</u>	<u>2 929</u>

### 10 Employees

#### Number of employees

There were no employees during the year apart from the directors. The Directors' remunerations were borne by another subsidiary of Capita plc without recharge.

### 11 Control

The company's immediate parent is Capita Holdings Limited, a company incorporated in England and Wales. The company's ultimate parent is Capita plc. The financial statements of Capita plc are available from the registered office at 71 Victoria Street, London SW1H 0XA.