

**Strategic Report, Report of the Directors and  
Financial Statements for the Period 1 April 2013 to 28 February 2014  
for  
Plain Healthcare Limited**

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for the Period 1 April 2013 to 28 February 2014**

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**Company Information  
for the Period 1 April 2013 to 28 February 2014**

**DIRECTORS:**

V Murria  
B A Firth  
P Gibson  
G L Millward

**REGISTERED OFFICE:**

Munro House  
Portsmouth Road  
Cobham  
Surrey  
KT11 1TF

**REGISTERED NUMBER:**

03024500 (England and Wales)

**AUDITORS:**

KPMG LLP  
Arlington Business Park  
Reading  
Berkshire  
RG7 4SD

**Strategic Report  
for the Period 1 April 2013 to 28 February 2014**

The directors present their strategic report for the period 1 April 2013 to 28 February 2014.

**PRINCIPAL ACTIVITY**

The principal activity of the Company during the year under review was that of development and sale of computer software based clinical decision support, maintenance and consultancy services to the primary health care sector, until the company sold its trade and assets on 1 December 2013, as discussed below.

**REVIEW OF BUSINESS**

The results for the period and financial position of the company are shown in the financial statements.

**Acquisition of the business**

On 24 October 2013 the Company was acquired by Advanced Computer Software Group plc (ACS) via Drury Lane (Jersey) Limited.

Following the acquisition, the Company has aligned its accounting policies with those of its new group. Details of the changes are set out in note 1 to the financial statements. The results discussed below and set out in the financial statements are presented under the new policies.

On 1 December 2013, the Company sold its trade and assets to a group company, Advanced Health and Care Limited, at a market value of £350,000. The net liabilities transferred were £976,496, resulting in a profit on sale of its operations of £1,326,496.

Please see note 5 for further details.

The Company reported turnover of £1,019,565 for the 8 month period from the 1 April 2013 until the transfer of its trade (2013: £1,953,383 for a 12 month period), and recorded a profit after tax for the period of £1,545,390 (2013: loss of £236,297).

The average number of employees employed by the company in the period was 20 (2013: 31).

With effect from 1 December 2013 the company has been dormant.

**PRINCIPAL RISKS AND UNCERTAINTIES**

During the period, the Company sold its trade and assets to a Group company. As a result, the Company no longer considers potential risks and uncertainties and management mitigating actions, given its dormant status.

**FUTURE DEVELOPMENTS**

During the period, the Company sold its trade and assets to a Group company. As a result, the Company no longer considers potential future developments, given its dormant status.

**PERFORMANCE MEASUREMENT**

During the period, the Company sold its trade and assets to a Group company. As a result, the Company no longer requires the measurement of performance and related key performance indicators. The analysis of the performance of the trade previously associated with the Company will be detailed in the acquiring Group company's financial statements.

**ON BEHALF OF THE BOARD:**

.....  
B Firth - Director

Date: 26/9/2014

**Report of the Directors  
for the Period 1 April 2013 to 28 February 2014**

The directors present their report with the financial statements of the company for the period 1 April 2013 to 28 February 2014.

**DIVIDENDS**

No dividends will be distributed for the period ended 28 February 2014.

**DIRECTORS**

The directors who have held office during the period from 1 April 2013 to the date of this report are as follows:

V Murria - appointed 24 October 2013  
B A Firth - appointed 24 October 2013  
P Gibson - appointed 24 October 2013  
G L Millward - appointed 24 October 2013  
J R Dale - resigned 24 October 2013  
T K Morris - resigned 16 January 2014  
P S Preece - resigned 24 October 2013

The directors benefit from qualifying third party indemnity provisions in place during the financial period and at the date of this report.

**POLITICAL DONATIONS AND EXPENDITURE**

There were no political donations made during the period (2013: £nil).

**GOING CONCERN**

Notwithstanding the sale of the trade and assets to a group company, as detailed in the Strategic Report, the directors believe that the Company remains a going concern as it has no liabilities and no committed future operating expenses. As a result, the directors continue to adopt the going concern basis in preparing the annual financial statements.

The Directors have no firm plans with regards to the future of the Company.

**EMPLOYMENT POLICIES**

During the period, the Company sold its trade and assets to a Group company. As a result, the Company no longer employs any staff and thus no employment policies have been presented.

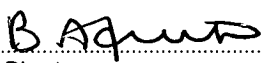
**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditor is unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

**AUDITOR**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

**ON BEHALF OF THE BOARD:**

  
.....  
B Firth - Director

Date: 26/9/2014

**Statement of Directors' Responsibilities  
for the Period 1 April 2013 to 28 February 2014**

The directors are responsible for preparing the Strategic Report and 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:

- o select suitable accounting policies and then apply them consistently;
- o make judgements and estimates that are reasonable and prudent;
- o state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- o 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.

**Report of the Independent Auditors to the Members of  
Plain Healthcare Limited**

We have audited the financial statements of Plain Healthcare Limited for the period ended 28 February 2014 on pages six to twelve. 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 auditors**

As explained more fully in the Statement of Directors' Responsibilities set out on page four, 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 28 February 2014 and of its profit for the period 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 Report of the Directors 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.



Paul Gresham (Senior Statutory Auditor)  
for and on behalf of KPMG LLP  
Arlington Business Park  
Reading  
Berkshire  
RG7 4SD

Date: 26 September 2014

**Profit and Loss Account  
for the Period 1 April 2013 to 28 February 2014**

	Notes	Period 1.4.13 to 28.2.14 £	Year Ended 31.3.13 as restated £
<b>TURNOVER</b>	2	1,019,565	1,953,383
Cost of sales		<u>(616,828)</u>	<u>(1,096,297)</u>
<b>GROSS PROFIT</b>		402,737	857,086
Administrative expenses		<u>(443,095)</u>	<u>(620,994)</u>
<b>OPERATING (LOSS)/PROFIT</b>	4	(40,358)	236,092
Profit on sale of trade	5	1,326,496	-
Gain on waiver of parent company loan	5	<u>259,214</u>	<u>-</u>
		1,545,352	236,092
Interest receivable and similar income		<u>38</u>	<u>205</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		1,545,390	236,297
Tax on profit on ordinary activities	6	<u>-</u>	<u>-</u>
<b>PROFIT FOR THE FINANCIAL PERIOD</b>		<u>1,545,390</u>	<u>236,297</u>

**DISCONTINUED OPERATIONS**

All of the company's activities were discontinued during the current period.

**Statement of Total Recognised Gains and Losses  
for the Period 1 April 2013 to 28 February 2014**

	Period from 1.4.2013 to 28.2.2014 £	Year to 31.3.2013 £
<b>PROFIT FOR THE FINANCIAL PERIOD</b>	<u>1,545,390</u>	<u>236,297</u>
<b>TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE PERIOD</b>	1,545,390	<u>236,297</u>
Prior year adjustment (Note 1)	<u>(972,038)</u>	
<b>TOTAL RECOGNISED GAINS AND LOSSES SINCE LAST ANNUAL REPORT</b>	<u>573,352</u>	



**Balance Sheet**  
**28 February 2014**

	Notes	2014 £	2013 as restated £
<b>FIXED ASSETS</b>			
Tangible assets	8	-	14,409
<b>CURRENT ASSETS</b>			
Debtors	9	1	271,829
Cash at bank		-	98,056
		1	369,885
<b>CREDITORS</b>			
Amounts falling due within one year	10	-	(1,929,683)
<b>NET CURRENT ASSETS/(LIABILITIES)</b>		1	(1,559,798)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		1	(1,545,389)
<b>CAPITAL AND RESERVES</b>			
Called up share capital	11	1,641	1,641
Share premium	12	219,731	219,731
Profit and loss account	12	(221,371)	(1,766,761)
<b>SHAREHOLDERS' FUNDS</b>	15	1	(1,545,389)

The financial statements were approved by the Board of Directors on 26/9/2014 and were signed on its behalf by:

B Firth  
B Firth - Director

**Notes to the Financial Statements  
for the Period 1 April 2013 to 28 February 2014**

**1. ACCOUNTING POLICIES**

**Basis of preparation**

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards and under the historical cost accounting rules. The financial statements have been prepared on the going concern basis, notwithstanding the sale of the trade and assets to a group company, which the directors believe to be appropriate as the Company has no liabilities and no committed future operating expenses. The Directors have no firm plans with regards to the future of the Company.

On 24 October 2013 the Company was acquired by a subsidiary of Advanced Computer Software Group plc (ACS).

The Directors have reviewed the cashflow forecasts of ACS and consider there to be sufficient resources to allow ACS to meet its obligations for the foreseeable future (being a period of not less than twelve months from the date of signing the financial statements). The Group is committed to supporting the Company for the foreseeable future, therefore the Directors continue to adopt the going concern basis in preparing the annual financial statements.

**Cash flow statement**

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

**Changes in accounting policies**

On 24 October 2013, the Company was acquired by Drury Lane (Jersey) Limited, a subsidiary of ACS (see above). On acquisition of the Company, the following adjustments were made to the comparative figures to align accounting policies with the group.

**- Revenue and deferred income**

Revenue and deferred income has been restated to spread certain revenues over the contractual term, where this revenue had previously been recognised in full on invoice.

**- Intangible assets**

Following the acquisition, the Company changed its accounting policy on development costs. These are now expensed in full. Accordingly, no intangible asset for development costs, and no amortisation expense, are shown in these financial statements.

These changes have been applied retrospectively, in line with the requirement of applicable accounting standards for changes in accounting policy.

The comparatives for the year ended 31 March 2013 have been restated as follows:

	As previously stated £	Adjustment to revenue £	Adjustment to development costs accounting £	As restated £
<b><u>Year ended 31 March 2013:</u></b>				
Revenue	1,667,697	285,686	-	1,953,383
Cost of sales	(1,047,158)	-	(49,139)	(1,096,297)
Gross profit	620,539	285,686	(49,139)	857,086
Administration expenses	(740,993)	-	119,999	(620,994)
Interest receivable	205	-	-	205
(Loss)/profit for the financial year	(120,249)	285,686	70,860	236,297
 <b><u>As at 31 March 2013:</u></b>				
Intangible assets	497,210	-	(497,210)	-
Deferred income	(332,440)	(474,828)	-	(807,268)
Net liabilities as at 31 March 2013	(573,351)	(474,828)	(497,210)	(1,545,389)
 Net liabilities as at 1 April 2012	(453,102)	(760,514)	(568,070)	(1,781,686)

**Turnover**

Turnover represents the net invoiced sales of goods and services, excluding value added tax.

Initial licence fee income is recognised in full once the software has been installed, authorisation codes have been issued to activate software, an invoice has been raised and we are in receipt of the signed software licence agreement. Software support contracts invoiced in advance for fixed periods are taken to income in monthly instalments over the relevant contract period. Income from services, sold on a fixed price basis, is recognised on the basis of the percentage of the work completed.

**Notes to the Financial Statements - continued  
for the Period 1 April 2013 to 28 February 2014**

**1. ACCOUNTING POLICIES - continued**

**Tangible fixed assets**

Plant and equipment is held at cost less accumulated depreciation and any recognised impairment losses. Assets are depreciated to their residual value at a rate of 33.33% using the reducing balance method over their expected useful lives.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the income statement.

Depreciation methods, useful lives and residual value are reviewed at each accounting date.

**Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date and that result in an obligation to pay more tax in the future or the right to pay less tax in the future. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

**Research and development**

Expenditure on research and development is written off in the year in which it is incurred.

**Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

**Current taxation**

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

**2. TURNOVER**

The turnover is attributable to the one principal activity of the company and is derived from the UK market.

**3. STAFF COSTS**

	Period 1.4.13 to 28.2.14	Year Ended 31.3.13 as restated
	£	£
Wages and salaries	711,184	1,137,512
Social security costs	<u>66,888</u>	<u>124,826</u>
	<u><u>778,072</u></u>	<u><u>1,262,338</u></u>

The average monthly number of employees during the period was as follows:

	Period 1.4.13 to 28.2.14	Year Ended 31.3.13 as restated
Operations	18	29
Administration	<u>2</u>	<u>2</u>
	<u><u>20</u></u>	<u><u>31</u></u>

**4. OPERATING (LOSS)/PROFIT**

The operating loss (2013 - operating profit) is stated after charging:

	Period 1.4.13 to 28.2.14	Year Ended 31.3.13 as restated
	£	£
Depreciation	-	21,602
Operating lease expense - buildings	<u>8,420</u>	<u>14,379</u>

**Notes to the Financial Statements - continued  
for the Period 1 April 2013 to 28 February 2014**

**4. OPERATING (LOSS)/PROFIT - continued**

Directors' remuneration	<u>103,336</u>	<u>42,758</u>
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Auditors remuneration for both the current and prior periods was met by a fellow group company.

**5. EXCEPTIONAL ITEMS**

On 1 December 2013, the Company sold the business, together with certain assets, to Advanced Health and Care Limited, a Group company.

	<b>£000</b>
<b>Net liabilities transferred at date of sale:</b>	
Current assets	214,582
Current liabilities	<u>(1,191,046)</u>
<b>Net liabilities:</b>	<b>(976,496)</b>
Sale proceeds	<u>350,000</u>
<b>Profit on sale of operations</b>	<b><u>1,326,496</u></b>

Prior to the company's acquisition by Drury Lane (Jersey) Limited, the company's then parent, Avia Health Informatics plc ("Avia") agreed to waive certain intercompany balances between the company and Avia, resulting in a gain for the company of £259,214.

**6. TAXATION**

**Analysis of the tax charge**

No liability to UK corporation tax arose on ordinary activities for the period ended 28 February 2014 nor for the year ended 31 March 2013.

**Factors affecting the tax charge**

The tax assessed for the period is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	Period 1.4.13 to 28.2.14 £	Year Ended 31.3.13 as restated £
Profit on ordinary activities before tax	<u>1,545,390</u>	<u>236,297</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23% (2013 - 20%)	355,440	47,259
Effects of:		
Income not taxable for tax purposes	(364,780)	-
Utilisation of tax losses	-	(47,259)
Losses not recognised	<u>9,340</u>	<u>-</u>
Current tax charge	<u>-</u>	<u>-</u>

At 28 February 2014, following the transfer of trade, there are no recognised or unrecognised deferred tax balances.

At 31 March 2013, the company had unrecognised deferred tax assets of £243,000 arising from past losses (as restated). The Directors did not recognise a deferred tax asset in relation to these losses due to the uncertainty of future taxable profits arising in the foreseeable future.

**7. PRIOR YEAR ADJUSTMENT**

The restatement of comparative amounts is explained in Note 1.

Notes to the Financial Statements - continued  
for the Period 1 April 2013 to 28 February 2014

8. TANGIBLE FIXED ASSETS

	Equipment £
<b>COST</b>	
At 1 April 2013	135,587
Transfer of trade	(135,587)
At 28 February 2014	-
<b>DEPRECIATION</b>	
At 1 April 2013	121,178
Transfer of trade	(121,178)
At 28 February 2014	-
<b>NET BOOK VALUE</b>	
At 28 February 2014	-
At 31 March 2013	14,409

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2014 £	2013 as restated £
Trade debtors	-	247,340
Amounts owed by group undertakings	1	-
Prepayments and accrued income	-	24,489
	<u>1</u>	<u>271,829</u>

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2014 £	2013 as restated £
Trade creditors	-	69,963
Amounts owed to group undertakings	-	660,075
Social security and other taxes	-	343,603
Other creditors	-	47,873
Accrued expenses	-	901
Deferred income	-	807,268
	<u>-</u>	<u>1,929,683</u>

11. CALLED UP SHARE CAPITAL

Number:	Class:	Nominal value:	2014 £	2013 as restated £
1,641	Ordinary shares	£1.00	<u>1,641</u>	<u>1,641</u>

12. RESERVES

	Profit and loss account £	Share premium £	Totals £
At 1 April 2013	(1,766,761)	219,731	(1,547,030)
Profit for the period	<u>1,545,390</u>	-	<u>1,545,390</u>
At 28 February 2014	<u>(221,371)</u>	<u>219,731</u>	<u>(1,640)</u>

**Notes to the Financial Statements - continued  
for the Period 1 April 2013 to 28 February 2014**

**13. ULTIMATE PARENT COMPANY**

The immediate parent company is Drury Lane (Jersey) Limited, a company registered in Jersey, and the ultimate parent company is Advanced Computer Software Group plc, a company registered in England and Wales. The only group in which the results of the company are consolidated is that headed by Advanced Computer Software Group plc. The consolidated financial statements of the group are available to the public from the Registrar of Companies or from Munro House, Portsmouth Road, Cobham, Surrey, KT11 1TF.

**14. RELATED PARTY DISCLOSURES**

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 8 Related Party Disclosures, not to disclose related party transactions with wholly owned subsidiaries within the group.

**15. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2014	2013 as restated
	£	£
Profit for the financial period	<u>1,545,390</u>	<u>236,297</u>
<b>Net addition to shareholders' funds</b>	1,545,390	236,297
Opening shareholders' funds	<u>(1,545,389)</u>	<u>(1,781,686)</u>
<b>Closing shareholders' funds</b>	<u><u>1</u></u>	<u><u>(1,545,389)</u></u>