## **COMPANY REGISTRATION NUMBER 03056267**

# FIRST BUSINESS SUPPORT LIMITED DIRECTORS' REPORT AND ACCOUNTS FOR THE YEAR ENDED 30 APRIL 2012





## ACCOUNTS

# YEAR ENDED 30 APRIL 2012

Contents	Page
Company information	1
The directors' report	2
Statement of directors' responsibilities	5
Independent auditor's report to the shareholders	6
Profit and loss account	8
Balance sheet	9
Notes to the accounts	10

#### **COMPANY INFORMATION**

The board of directors

Mr J R Stier

Mr A B Al-Saleh

Company secretary

Mr J D Richardson

Registered office

Peoplebuilding 2
Peoplebuilding Estate
Maylands Avenue
Hemel Hempstead
Hertfordshire
HP2 4NW

Auditor

Moore and Smalley LLP Chartered Accountants & Statutory Auditor Richard House Winckley Square Preston

PRI 3HP

**Bankers** 

Barclays Bank Plc 28 George Street

Luton

1

#### THE DIRECTORS' REPORT

#### YEAR ENDED 30 APRIL 2012

The directors have pleasure in presenting their report and the accounts of the company for the year ended 30 April 2012

#### Principal activities and business review

The principal activity of the company during the year was that of Personnel and Health and Safety consultants

#### Overview

First Business Support Limited is a member of the Northgate Information Solutions Group. The company operates from premises in Lancashire and forms part of the group's small and medium enterprise (SME) division.

#### Operational performance

Continued challenging market conditions are reflected in diminished year-on-year turnover. In addition, on-going bad debt issues (due to the current economic climate) remain. However, notable cost reduction and operational efficiency enhancement programs have been successful in maintaining overall margins.

#### Key performance indicators

The key performance indicators for the company are client number, average value of service contract, client retention rate and turnover

#### Expansion and future prospects

Despite the current difficult market, opportunities to win new SME clients remain. Further cost realignments combined with updated service offerings will provide a platform to increase turnover and margin.

#### Results and dividends

The profit for the year, after taxation, amounted to £499,283 The directors have not recommended a dividend

THE DIRECTORS' REPORT (continued)

YEAR ENDED 30 APRIL 2012

#### Financial risk management objectives and policies

#### Credit Risk

The company's financial assets and liabilities mainly comprise cash, bank borrowings, liquid resources, trade payables and receivables and other payables and receivables arising directly from operations

The main risks from the company's operations are credit risk. The directors review and agree policies for managing the risk

Management has a credit policy in place and the exposure to credit risk is monitored on an on-going basis Credit evaluations are performed on all customers requiring credit over a certain amount. The company does not require collateral in respect of financial assets. Credit insurance is in place for selected companies within the company.

At the balance sheet date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet, principally trade and other receivables.

#### **Directors**

The directors who served the company during the year were as follows

Mr C M R Stone Mr J R Stier Mr A B Al-Saleh

Mr A B Al-Saleh was appointed as a director on 22 December 2011

Mr C M R Stone retired as a director on 22 December 2011

THE DIRECTORS' REPORT (continued)

YEAR ENDED 30 APRIL 2012

Signed on hehalf of the directors

Mr J R Stier Director

Approved by the directors on 24 January 2013

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

#### YEAR ENDED 30 APRIL 2012

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

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts 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 accounts 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 accounts, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- prepare the accounts 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 accounts 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 of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF FIRST BUSINESS SUPPORT LIMITED

#### YEAR ENDED 30 APRIL 2012

We have audited the accounts of First Business Support Limited for the year ended 30 April 2012 on pages 8 to 19. 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 shareholders, 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 shareholders 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 shareholders 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 set out on page 5, the directors are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the accounts 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 (APB's) Ethical Standards for Auditors

#### Scope of the audit of the accounts

An audit involves obtaining evidence about the amounts and disclosures in the accounts sufficient to give reasonable assurance that the accounts 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 accounts. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited accounts. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### Opinion on accounts

In our opinion the accounts

- give a true and fair view of the state of the company's affairs as at 30 April 2012 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 matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the accounts are prepared is consistent with the accounts

INDÉPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF FIRST BUSINESS SUPPORT LIMITED (continued)

#### YEAR ENDED 30 APRIL 2012

## 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 accounts 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, or
- the directors were not entitled to prepare the accounts in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report

David Ingram (Senior Statutory Auditor)

For and on behalf of Moore and Smalley LLP

**Chartered Accountants & Statutory Auditor** 

Richard House Winckley Square Preston PR 1 3HP

24 January 2013

## PROFIT AND LOSS ACCOUNT

## YEAR ENDED 30 APRIL 2012

	Note	2012 £	2011 £
Turnover	2	10,070,911	10,141,056
Cost of sales		(2,469,582)	(2,384,336)
Gross profit		7,601,329	7,756,720
Administrative expenses		(6,962,422)	(8,213,098)
Operating profit/(loss)	3	638,907	(456,378)
Attributable to Operating profit/(loss) before exceptional items Exceptional items	3	821,341 (182,434)	(407,451) (48,927)
		638,907	(456,378)
Interest payable and similar charges	5	(11,164)	(117,432)
Profit/(loss) on ordinary activities before taxation		627,743	(573,810)
Tax on profit/(loss) on ordinary activities	6	(128,460)	122,645
Profit/(loss) for the financial year		499,283	(451,165)

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

## **BALANCE SHEET**

30 APRIL 2012

		2012	2	2011	
	Note	£	£	£	£
Fixed assets					
Intangible assets	7		722,897		764,205
Tangible assets	8		42,405		63,062
			765,302		827,267
Current assets					
Debtors due within one year	9	2,763,052		2,144,182	
Debtors due after one year	9	2,942,393		2,886,041	
Cash at bank and in hand		70,532		1,251,690	
		5,775,977		6,281,913	
Creditors: amounts falling due within					
one year	11	5,197,531		6,264,715	
Net current assets			578,446	<del></del>	17,198
Total assets less current liabilities			1,343,748		844,465
Capital and reserves					
Called-up equity share capital	14		38,460		38,460
Share premium account	15		19,030		19,030
Other reserves	15		11,666		11,666
Profit and loss account	15		1,274,592		775,309
Shareholders' funds	16		1,343,748		844,465

These accounts were approved by the directors and authorised for issue on 24 January 2013, and are signed on their behalf by

Mr J R Stie

Company Registration Number 03056267

#### NOTES TO THE ACCOUNTS

#### YEAR ENDED 30 APRIL 2012

#### 1 Accounting policies

#### **Basis of accounting**

The accounts have been prepared under the historical cost convention

#### Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the accounts on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement

#### Turnover

Turnover comprises services which are provided under contractual agreements, and services provided on an 'ad hoc' basis which are invoiced accordingly net of value added tax. The company accounts for sales with reference to the duration of the contract and reflects time and costs incurred in servicing agreements.

Turnover in respect of personnel and health and safety consultancy services represents the value of services provided during the period excluding value added tax

#### Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Goodwill

Over 20 years

#### Fixed assets

All fixed assets are initially recorded at cost

#### Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Leasehold Property

Over the term of the lease

Fixtures & Fittings

- 25% on cost

Equipment

33% and 50% on cost

#### NOTES TO THE ACCOUNTS

#### YEAR ENDED 30 APRIL 2012

#### 1 Accounting policies (continued)

#### Finance lease agreements

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a finance lease. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated in accordance with the above depreciation policies. Future instalments under such leases, net of finance charges, are included within creditors. Rentails payable are apportioned between the finance element, which is charged to the profit and loss account on a straight line basis, and the capital element which reduces the outstanding obligation for future instalments.

#### Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

Where the company has vacant property it will assess the market and form a view as to the likelihood of transferring or sub-letting the lease. If it is deemed appropriate a provision will be charged to the profit and loss account representing the future lease payments.

#### Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

#### **Deferred taxation**

Deferred tax 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 tax, with the following exceptions

Provision is made for tax 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 tax only where the replacement assets are sold.

Deferred tax 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

#### NOTES TO THE ACCOUNTS

#### YEAR ENDED 30 APRIL 2012

#### 1 Accounting policies (continued)

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

#### 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 the transaction. Exchange differences are taken into account in arriving at the operating profit.

#### Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity

#### Amounts recoverable on contracts

Amounts recoverable on contracts are valued at selling price as a percentage of completion less any amounts deemed irrecoverable

#### 2 Turnover

The turnover and profit before tax are attributable to the one principal activity of the company An analysis of turnover is given below

	2012 £	2011 £
United Kingdom	10,070,911	10,141,056

## NOTES TO THE ACCOUNTS

## YEAR ENDED 30 APRIL 2012

## 3 Operating profit/(loss)

Operating profit/(loss) is stated after charging

	2012	2011
	£	£
Directors' remuneration	_	-
Amortisation of intangible assets	41,308	41,308
Depreciation of owned fixed assets	19,190	25,892
Depreciation of assets held under hire purchase and		
finance lease agreements	11,450	10,469
Net loss on foreign currency translation	8,608	_
Exceptional items	182,434	48,927
Andstore' remuneration in respect of the ordet for these		
Auditors' remuneration in respect of the audit for these financial statements	9,200	8.950
maneral statements	<del></del>	0,930

The remuneration of the auditors was borne by another group undertaking in the current and the previous year

The exceptional costs relate to one-off employee costs incurred by the company in the year

## 4 Particulars of employees

The average number of staff employed by the company during the financial year amounted to

	2012 No	2011 No
Administration and selling	152	172
The aggregate payroll costs of the above were	•	
	2012 £	2011 £
Wages and salaries Social security costs Other pension costs	4,563,028 538,825 175,461	5,261,048 567,630 183,381
	5,277,314	6,012,059

## NOTES TO THE ACCOUNTS

## YEAR ENDED 30 APRIL 2012

5	Interest payable and similar charges				
			2012 £		2011 £
	Other similar charges payable	,	11,164		117,432
6	Taxation on ordinary activities				
	(a) Analysis of charge in the year				
		2012 £	£	2011 £	£
	Current tax:				
	Corporation tax Group loss relief		62,571		-
	Total current tax		62,571		
	Deferred tax:				
	Origination and reversal of timing difference Capital allowances Losses Other	s (note 10) 3,031 112,464 (49,606)		(10,181) (112,464)	
	Total deferred tax (note 10)		65,889		(122,645)
	Tax on profit/(loss) on ordinary activities		128,460		(122,645)

## NOTES TO THE ACCOUNTS

## YEAR ENDED 30 APRIL 2012

## 6 Taxation on ordinary activities (continued)

## (b) Factors affecting current tax charge

The tax assessed on the profit/(loss) on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 25 83% (2011 - 28%)

		2012 £	2011 £
	Profit/(loss) on ordinary activities before taxation	627,743	(573,810)
	Profit/(loss) on ordinary activities by rate of tax Expenses not deductible for tax purposes Depreciation in excess of capital allowances Tax losses Other short term timing differences Transfer pricing Total current tax (note 6(a))	162,146 13,731 8,780 (108,974) 46,388 (59,500) 62,571	(160,667) 38,022 10,181 112,464
7	Intangible fixed assets		Goodwill £
	Cost At 1 May 2011 and 30 April 2012		1,433,552
	Amortisation At 1 May 2011 Charge for the year At 30 April 2012		669,347 41,308 710,655
	Net book value At 30 April 2012 At 30 April 2011		<b>722,897</b> 764,205

## NOTES TO THE ACCOUNTS

# YEAR ENDED 30 APRIL 2012

8	Tangible fixed assets				
		Short leasehold £	Fixtures, fittings and office equipment £	Computer equipment £	Total £
	Cost				
	At 1 May 2011 Additions	15,500 -	276,704 3,683	120,496 6,300	412,700 9,983
	At 30 April 2012	15,500	280,387	126,796	422,683
	Depreciation				
	At 1 May 2011 Charge for the year	8,616 1,821	237,705 18,428	103,317 10,391	349,638 30,640
	At 30 April 2012	10,437	256,133	113,708	380,278
	Net book value At 30 April 2012	5,063	24,254	13,088	42,405
	At 30 April 2011	6,884	38,999	17,179	63,062
9	Debtors				
			2012 £		2011 £
	Trade debtors		686,403		351,330
	Amounts recoverable on contracts Prepayments and accrued income Deferred taxation (note 10)		4,546,675 323,985 148,382		4,020,269 444,353 214,271
			5,705,445		5,030,223
	The debtors above include the following	amounts falling d	lue after more th	nan one year	
			2012 £		2011 £
	Amounts recoverable on contracts		2,942,393		2,886,041

## NOTES TO THE ACCOUNTS

# YEAR ENDED 30 APRIL 2012

10	Deferred taxation		
	The deferred tax included in the Balance sheet is as follows	;	
		2012	2011
		£	£
	Included in debtors (note 9)	148,382	214,271
	The movement in the deferred taxation account during the	year was	
		2012	2011
		£	£
	Balance brought forward	214,271	91,626
	Profit and loss account movement arising during the year	(65,889)	122,645
	Balance carned forward	148,382	214,271
	of	2012 £	2011 £
		£	£
	Excess of depreciation over taxation allowances Tax losses available	£ 90,376 -	£ 93,407 112,464
	Excess of depreciation over taxation allowances	£ 90,376 - 58,006	93,407 112,464 8,400
	Excess of depreciation over taxation allowances Tax losses available	£ 90,376 -	£ 93,407 112,464 8,400
1	Excess of depreciation over taxation allowances Tax losses available	£ 90,376 - 58,006	93,407 112,464 8,400
1	Excess of depreciation over taxation allowances Tax losses available Other timing differences	£ 90,376 - 58,006	93,407 112,464 8,400
1	Excess of depreciation over taxation allowances Tax losses available Other timing differences	£ 90,376 58,006 148,382	93,407 112,464 8,400 214,271
1	Excess of depreciation over taxation allowances Tax losses available Other timing differences  Creditors: amounts falling due within one year	£ 90,376 58,006 148,382 2012 £ 104,673	\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
1	Excess of depreciation over taxation allowances Tax losses available Other timing differences  Creditors: amounts falling due within one year  Payments received on account Trade creditors	£ 90,376 58,006 148,382  2012 £ 104,673 57,916	\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
1	Excess of depreciation over taxation allowances Tax losses available Other timing differences  Creditors: amounts falling due within one year  Payments received on account Trade creditors Amounts owed to group undertakings	£ 90,376 58,006 148,382  2012 £ 104,673 57,916 4,111,057	\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
1	Excess of depreciation over taxation allowances Tax losses available Other timing differences  Creditors: amounts falling due within one year  Payments received on account Trade creditors Amounts owed to group undertakings PAYE and social security	£ 90,376 58,006 148,382  2012 £ 104,673 57,916 4,111,057 163,572	\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
1	Excess of depreciation over taxation allowances Tax losses available Other timing differences  Creditors: amounts falling due within one year  Payments received on account Trade creditors Amounts owed to group undertakings PAYE and social security VAT	£ 90,376 58,006 148,382  2012 £ 104,673 57,916 4,111,057 163,572 466,156	\$ 93,407 112,464 8,400 214,271  2011 \$ 168,826 53,716 4,971,348 204,663 433,561
1	Excess of depreciation over taxation allowances Tax losses available Other timing differences  Creditors: amounts falling due within one year  Payments received on account Trade creditors Amounts owed to group undertakings PAYE and social security	£ 90,376 58,006 148,382  2012 £ 104,673 57,916 4,111,057 163,572	\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\

#### NOTES TO THE ACCOUNTS

#### YEAR ENDED 30 APRIL 2012

#### 12 Commitments under operating leases

At 30 April 2012 the company had annual commitments under non-cancellable operating leases as set out below

	Assets other than Lan	d and buildings
	2012 £	2011 £
Operating leases which expire		
Within I year	38,397	18,747
Within 2 to 5 years	105,478	71,154
	143,875	89,901

## 13 Related party transactions

The company is under the control of Moorepay Limited

Exemption has been taken from disclosing related party transactions with companies within the group on the grounds that the company is included in the group accounts which are publicly available

#### 14 Share capital

## Allotted, called up and fully paid:

	2012		2011	
	No	£	No	£
38,460 Ordinary shares of £1 each	38,460	38,460	38,460	38,460

## 15 Reserves

	Share premium account £	Capital redemption reserve	Profit and loss account
At 1 May 2011 Profit for the year	19,030	11,666 -	775,309 499,283
At 30 April 2012	19,030	11,666	1,274,592

The share premium account and capital redemption reserve are non distributable in accordance with the companies act 2006

#### NOTES TO THE ACCOUNTS

#### YEAR ENDED 30 APRIL 2012

#### 16 Reconciliation of movements in shareholders' funds

	2012 £	2011 £
Profit/(Loss) for the financial year	499,283	(451,165)
Opening shareholders' funds	844,465	1,295,630
Closing shareholders' funds	1,343,748	844,465

#### 17 Ultimate parent company

The immediate parent company is Moorepay Limited, a company registered in England and Wales. The ultimate parent company is NIS Holdings S a r l, a company registered in Luxembourg, which in turn is controlled by funds advised by Kohiberg Kravis Roberts & Co. LP

The largest group in which the results of the company are consolidated is that headed by NIS Holdings S a r l, and the smallest group is that headed by Northgate Information Solutions Limited, a company registered in England and Wales. No other group financial statements include the results of the company. Copies of the group accounts can be obtained from the registered office at Peoplebuilding 2, Peoplebuilding Estate, Maylands Avenue, Hernel Hempstead, Hertfordshire, HP2 4NW