

Registered No. 3109650



REBUS GROUP LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2012

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Contents

	Pages
Directors' report	2
Statement of directors' responsibilities in respect of the report and financial statements	3
Independent auditor's report to the members of the company	4
Profit and loss account	5
Reconciliation of movements in shareholders' funds	5
Balance sheet	6
Notes to the financial statements	7 to 9

Directors

John R Stier

Christopher M R Stone (resigned 22 December 2011)

Adel Al-Saleh (appointed 22 December 2011)

Secretary

John D Richardson

Registered Office

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

Auditor

KPMG Audit Plc
15 Canada Square
London E14 5GL

Directors Report

The directors submit their report and the accounts of Rebus Group Limited ('company') for the year ended 30 April 2012

The company is a member of the Northgate Information Solutions Limited group

Principal activity

The company is an intermediate holding company for the Northgate Information Solutions group

The company has not traded during the year, the preceding year, or subsequent to the year end

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime

Directors

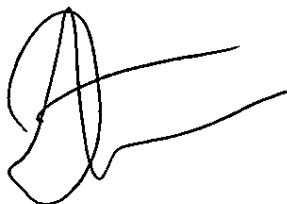
The current directors, who held office throughout the year, are

Christopher M R Stone (resigned 22 December 2011)

John R Stier

Adel Al-Saleh (appointed 22 December 2011)

By order of the Board



John R Stier
Director

14 December 2012

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

Profit and loss account

During the financial year ended 30 April 2012 and the preceding financial year, the company has not traded and has received no income and incurred no expenditure. Consequently, during these periods, the company has made neither a profit nor a loss.

Additionally, the company had no other gains and losses during the periods.

Reconciliation of movements in shareholders' funds

	<i>Notes</i>	30 April 2012 £'000	30 April 2011 £'000
Share capital issued	5	-	4,205
Net increase in shareholders' funds		-	4,205
Shareholders' funds at the start of the year		53,963	49,758
Shareholders' funds at the end of the year		53,963	53,963

Balance Sheet as at 30 April 2012

	<i>Notes</i>	30 April 2012 £'000	30 April 2011 £'000
Fixed assets			
Investments	4	45,569	45,569
Current assets			
Debtors amounts owing by group companies		8,394	8,394
Net current assets		8,394	8,394
Net assets		53,963	53,963
Capital and reserves			
Called up share capital	5	46,080	46,080
Share premium	6	6,618	6,618
Profit and loss account	6	1,265	1,265
Shareholders' funds		53,963	53,963

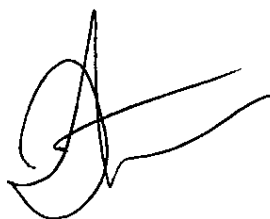
For the year ending 30 April 2012 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies

Directors' responsibilities

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476, and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime

Approved by the board of directors on 14 December 2012 and signed on their behalf by



John R Stier
Director

Notes to the accounts

1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's accounts

Basis of preparation

These financial statements have been prepared under the historical cost convention and in accordance with UK Generally Accepted Accounting Practice in line with the group's policy for subsidiary undertakings

The company has not traded during the financial year and is expected to remain dormant going forward. For this reason, the accounts have not been prepared on a going concern basis. No adjustments are necessary to the amounts at which the net assets are included in these financial statements

Investments

Investments in subsidiary undertakings are stated at cost unless, in the opinion of the directors, there has been impairment to their value in which case they are immediately written down to their estimated recoverable amount

2 COMPANY ACTIVITIES

The company did not trade during the financial year or the preceding financial year and consequently during those years made neither a profit nor a loss

Certain items of expenditure have been paid by other group undertakings

3 DIRECTORS' REMUNERATION

The directors received no remuneration in respect of services to the company during the year (2011: £nil)

Notes to the accounts (continued)

4. INVESTMENTS

Subsidiary
undertakings
£'000

Cost and net book value

At 1 May 2011 and 30 April 2012

45,569

The company's investments in group undertakings at 30 April 2012, the nature of whose business is the development and supply of software and related services (unless otherwise indicated), and have only ordinary share capital (unless otherwise indicated), were

Name	% owned		Country of incorporation
Rebus Holdings Limited, and its subsidiary undertakings	100%	φ	England and Wales
Australian Payroll Services Pty Limited	100%	φ	Australia
Cara Information Technology Limited	100%	φ	England and Wales
Engage Technologies Limited	100%	φ	Republic of Ireland
Engage Technologies Support Limited	100%	φ	Republic of Ireland
Link Group Consultants Limited	100%	φ	England and Wales
Marketwide Systems Limited	100%	φ	England and Wales
NGA Benefits Singapore Pte Limited	100%		Singapore
NGA Outsourcing Malaysia Sdn Bhd	100% (ordinary & preference)		Malaysia
NGA Outsourcing Singapore Pte Limited	100% (ordinary & preference)		Singapore
NHR Outsourcing (India) Pvt Limited	99.9%		India
NorthgateAniso Information Technology Services (Dalian) Co	100%		China
NorthgateAniso Ireland Limited	100%		Republic of Ireland
NorthgateAniso Peoplechecking Limited	100%		England and Wales
NorthgateAniso Services Ireland Limited	100%		Republic of Ireland
NorthgateAniso Singapore Pte Limited	100%		Singapore
NorthgateAniso UK Limited	100%		England and Wales
Northgate HR Pensions Holdings Limited	100%	φ	England and Wales
Northgate HR Pensions Limited	100%	φ	England and Wales
Northgate Information Solutions Australia Pty Limited	100%		Australia
Northgate Information Solutions China Limited	99.9%		Hong Kong
Northgate Information Solutions Company	100%	φ	Republic of Ireland
Northgate Information Solutions New Zealand Limited	100%		New Zealand
Northgate Information Solutions PTE Ltd	100%		Singapore
Northgate PWA Empower Limited	100%	φ	England and Wales
Personnel Computer Services Limited	100%	φ	England and Wales
Peterborough Software (UK) Limited	100%	φ	England and Wales
Rebus Human Resources Limited	100%	φ	England and Wales
Rebus Human Resource Services Limited	100%	φ	England and Wales
Rebus Software Limited	100%	φ	England and Wales
Rebus Personnel Services Limited	100%	φ	England and Wales
The Association for Payroll Specialists Pty Limited	100%	φ	Australia
		φ	Dormant

Notes to the accounts (continued)**5 CALLED UP SHARE CAPITAL**

	30 April 2012 £'000	30 April 2011 £'000
Allotted, called up and fully paid		
2,304,031,058 ordinary shares of £0.02 each	46,080	46,080

6 RESERVES

	Share Premium £'000	Profit and loss £'000
At 1 May 2011 and 30 April 2012	6,618	1,265

7 IMMEDIATE AND ULTIMATE PARENT COMPANY

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

The largest group in which the results of the company are consolidated is that headed by NIS Holdings S à 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, Hemel Hempstead, Hertfordshire, HP2 4NW.