rogenSi Limited

Report and Financial Statements

For the year ended 30 June 2012

Registered number: 3424866

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Directors

S Lempriere A D G Macphail B T Reynolds M Felix G R Price S Ellis

Auditors

KPMG LLP 15 Canada Square London E14 5GL

Bankers

HSBC Bank plc PO Box 260, 46 The Broadway Ealing London W5 5JR

Solicitors

RadcliffesLeBrasseur LLP 5 Great College Street Westminster London SW1P 3SJ

Registered office

St Brides House 10 Salisbury Square London EC4Y 8EH

Directors' report

The directors present their report and financial statements for the year ended 30 June 2012

Results and dividends

The loss for the year, after taxation, amounted to £6,759 (2011 profit £168,060) The directors do not recommend the payment of any dividends (2011 nil)

Principal activities

The principal activity of the company during the year continued to be providing consultancy and business training. Included in the trading activities is a branch in Dubai.

Business review

The directors are satisfied with the company's performance during the year in challenging market conditions and given the impact of the exceptional item – the onerous lease provision

Management consider revenue, gross margin and operating profit to be the primary financial key performance indicators used to monitor the business

The principal risk or uncertainty facing the business in the year ended 30 June 2012 continued to be that of the wider market conditions. However, resourcing levels of the business at the balance sheet date allows the company to have significantly more flexible costs and therefore be better placed to react to changing market conditions. The directors expect to continue to improve trading performance in the year ending 30 June 2013.

Donations

The company did not make any charitable donations (2011 £nil) during the year

Directors

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

S Lempriere A D G Macphail B T Reynolds M Felix G R Price

(appointed 1st August 2012) (appointed 19th February 2013)

Auditors

S Ellis

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

Directors' report

Directors' statement as to disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

On behalf of the board

Brian Terrence Reynolds

Director

25 March 2013

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 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, 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 a 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.

Independent auditors' report

to the members of rogenSi Limited

We have audited the financial statements of rogenSi Limited for the year ended 30 June 2012 set out on pages 6 to 20. 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 auditors

As explained more fully in the directors' responsibilities statement set out on page 4, 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 (APB'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 APB's web-site at www frc org uk/apb/scope/private cfm

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 30 June 2012 and of its loss 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

Timothy Rush (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

26 March 2013

Profit and loss account

for the year ended 30 June 2012

		2012	2011
	Notes	£	£
Turnover			
Continuing operations	2	6,122,360	6,044,261
Cost of sales		(3,607,306)	(3,558,658)
Gross profit		2,515,054	2,485,603
Administrative expenses		(2,174,516)	
Exceptional item - Provision against onerous lease	3	(220,837)	-
Operating Profit	4	119,701	322,938
Interest payable and similar charges	7	(30,999)	(51,525)
Profit on ordinary activities before taxation		88,702	271,413
Tax charge on profit on ordinary activities	8	(95,461)	(103,353)
(Loss)/profit retained for the financial year	16	(6,759)	168,060

All of the activities of the company are classified as continuing

Notes on page 9 to 20 form part of these financial statements

Statement of total recognised gains and losses for the year ended 30 June 2012

	2012 £	2011 £
(Loss)/profit for the financial year	(6,759)	168,060
Currency translation differences	21,514	(42,570)
Total recognised gains relating to the financial year	14,755	125,490

Balance sheet

at 30 June 2012

Registered No 3424866

Registered No. 3424800			
		2012	2011
	Notes	£	£
Fixed assets			
Tangible assets	10	213,776	390,457
Investments	9	128,305	128,305
		342,081	518,762
Current assets			
Stocks		19,092	73,080
Debtors	11	2,398,685	2,888,722
Cash at bank		804,986	246,076
		3,222,763	3,207,878
Creditors amounts falling due within one year	12	(2,372,353)	(2,497,185)
Provisions against liabilities	3	(220,837)	-
Net current assets		629,573	710,693
Creditors amounts falling due greater than one year	12	(8,368)	(280,924)
Total assets less total liabilities		963,286	948,531
Capital and reserves			
Called up share capital	15	2,250	2,250
Share premium	16	249,000	249,000
Profit and loss account	16	712,036	697,281
Equity shareholders' funds	17	963,286	948,531

Notes on page 9 to 20 form part of these statutory financial statements

The financial statements have been approved by the Board and signed on its behalf by

Brian Terrence Reynolds

Director

25 March 2013

Cash flow statement

for the year ended 30 June 2012

	Notes	2012	2011
Reconciliation of operating profit to net cash flow from	operating ac	£ tivities	£
Operating profit		119,701	322,938
Depreciation charge	10	198,725	229,941
Decrease/(Increase) in stocks		53,988	(37,128)
Decrease/(Increase) in debtors		473,453	(755,878)
(Decrease)/Increase in creditors		(91,168)	496,497
Net cash inflow from operating activities		754,699	256,370
Cash flow statement			
Cash inflow from operating activities		754,699	256,370
Returns on investments and servicing of finance	19	(30,999)	(51,525)
Taxation paid		(38,193)	(11,774)
Capital expenditure and financial investment	19	(24,427)	(33,357)
Cash inflow before management of liquid resources and financing		661,080	159,714
Financing	19	(102,170)	(110,916)
Increase in cash in the period		558,910	48,798
Reconciliation of net cash flow to movement in net debt			
Increase in cash for the year		558,910	48,798
Movement in finance lease creditor		102,170	110,916
Movement in net debt for the year		661,080	159,714
Net debt at the start of the year		22,628	(137,086)
Net cash at the end of the year	20	683,708	22,628

Notes on page 9 to 20 form part of these statutory financial statements

at 30 June 2012

1. Accounting policies

Basis of preparation

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements

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

The company is exempt from the requirement to prepare group accounts as it qualifies as a small company as defined by section 363 of the Companies Act 2006 These financial statements therefore present information about the company as an individual undertaking and not about its group

Fixed assets

All fixed assets are recorded at cost

Depreciation

Depreciation was calculated on the basis of the following rates. This reflects the useful economic life of the respective assets

Leasehold improvements - Over expected life of lease on a straight line basis

Fixtures and fittings - 33% per annum on a straight line basis

Office equipment - 33% per annum on a straight line basis

Software - 33% per annum on a straight line basis

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable

Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account. Assets and liabilities attributable to the Dubai branch of the company, and denominated in United Arab Emirate Dirhams (AED), have been translated at the rate of exchange ruling at 30 June 2012. Income and expenditure denominated in AED, attributable to the Dubai branch of the company, has been translated at the average rate of exchange for the year ending 30 June 2012. Translation differences on prior year balances are recognised directly in Reserves without effect on the Profit & Loss account for the year.

Stocks

Stock includes work in progress which relates to work performed by consultants at year end which is not completed and which may or may not have been invoiced. Work in progress is valued at its realisable value. Other stock items are valued at the lower of cost and net realisable value.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

at 30 June 2012

1. Accounting policies (continued)

Investments

Investments in subsidiary undertakings are stated at cost less impairment

Provisions under onerous contracts

Present obligations under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the company has a contract under which the unavoidable cost of meeting the obligations under the contract exceeds the economic benefits arising from it

2. Turnover

Turnover is the total sales value of services provided, excluding value added tax, and is attributable to one continuing activity, as stated in the directors' report

An analysis of turnover by geographical market is given below

2012	2011
£	£
2,684,737	3,426,185
2,365,255	1,452,088
1,029,130	1,165,988
43,238	
6,122,360	6,044,261
	£ 2,684,737 2,365,255 1,029,130 43,238

3. Provisions for liabilities

r Tovisions for Habilities	Onerous Lease Provision £
At beginning of year	-
Charge to the profit and loss for the year	220,837
At end of year	220,837

The onerous lease provision relates to the rental, service charges and business rates cost associated with the company's unutilised leased office space. The provision is expected to be fully utilised by June 2013.

4. Operating Profit

	This is stated after charging		
		2012 £	2011 £
	Auditors' remuneration - audit of these financial statements - tax services	28,800 18,686	28,800 20,117
		47,486	48,917
	Depreciation of owned fixed assets Depreciation of assets held under finance leases	73,132 125,593	104,348 125,592
		198,725	239,940
	Operating lease rentals - land and buildings	455,982	447,267
	Operating lease rentals - office equipment	27,789	33,932
5.	Staff costs	2012 £	2011 £
	Wages and salaries Social security costs	2,503,139 151,188	2,546,456 142,438
		2,654,327	2,688,894
	The monthly average number of employees during the year was as follows	2012 No	2011 No
	Directors Consultants Administration	2 16 15	4 19 11
		33	34

6.	Directors' emoluments		
		2012 £	2011 £
		I	
	Payment for loss of office Emoluments	433,034	52,513 762,406
	Billotations	433,034	814,919
			0.1,7.17
	In respect of the highest paid director		
		2012	2011
		£	£
	Aggregate emoluments	236,228	285,157
			·——
7.	Interest payable and similar charges		
٠.	interest payable and similar charges	2012	2011
		£	£
	Interest payable and similar charges	7,036	21,329
	Interest payable on finance leases	23,963	30,196
		30,999	51,525
_			
8.	Taxation		
	(a) Tax on profit on ordinary activities		
	The tax charge is made up as follows		
		2012 £	2011 £
		£	L
	Current tax		
	UK corporation tax charge	38,237	48,190
	Adjustment in respect of prior periods	19,257	-
		57,494	48,190
		.,	, 0,120
	Deferred tax		
	Origination and reversal of timing differences (note 8(c))	37,967	55,163
	Tax charge on loss on ordinary activities	95,461	103,353

at 30 June 2012

8. Taxation (continued)

(b) Factors affecting current tax charge

The tax charge assessed on the loss on ordinary activities for the year is at the standard rate of corporation tax in the UK of 25 5% (2011 27 5%) The differences are reconciled below

	2012 £	2011 £
Profit on ordinary activities before taxation	88,702	271,413
Profit on ordinary activities multiplied by the applicable rate of tax	22,619	74,639
Expenses not deductible for tax purposes	1,737	2,362
Expenses not deductible for tax purposes – fixed assets	21,038	28,696
Capital allowances in arrears of depreciation	(7,157)	(9,320)
Tax underprovided in previous years	19,257	-
Losses (utilised)/carried forward	-	(49,137)
Effect of foreign exchange	-	950
Total current tax credit (note 8(a))	57,494	48,190

(c) Deferred tax

Deferred taxation recognised and not recognised in the financial statements are as follows

	2012 Recognised £	2012 Not recognised £	2011 Recognised £	2011 Not recognised £
Accelerated capital allowances Losses carried forward	20,808	-	24,603 34,172	-
Deferred taxation asset	20,808	•	58,775	-
				£
At 1 July 2011				58,775
Profit and loss account movement arising of Fixed asset timing differences Losses carried forward	luring the year			(3,795) (34,172)
At 30 June 2012 (note 11)				20,808

at 30 June 2012

8. Taxation (continued)

Factors that may affect future current and total tax charges

A number of further changes to the UK corporation tax system were announced in the March 2012 UK Budget Statement Legislation to reduce the main rate of corporation tax from 26% to 24% from 1 April 2012 has been enacted Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 22% by 1 April 2014, but these changes were not substantively enacted at the balance sheet date and, therefore, are not reflected in these financial statements

The effect of the further change from 24% to 22%, if these applied to the measurement of the deferred tax balances at the balance sheet date, would be to reduce the asset by approximately £4,000

9. Fixed asset investments

Shares in subsidiary £
175.055
175,955
175,955
(47,650)
(47,650)
128,305 128,305

The company's fixed asset investments consist of 100% of the share capital of its subsidiary, Performance Potential Limited As of 30 June 2012, the investment carrying value of £128,305 is equal to the net asset value of Performance Potential Limited as of 30 June 2012. The net asset value has not changed in the current financial year.

10 Tangible fixed assets

				Office &	
				Computer equipment	
	Finance lease	Leasehold	Fixtures	equipmeni (incl	
	assets	improvement	and fittings	software)	Total
	£	£	£	£	£
Cost:					
At 1 July 2011	596,650	296,694	22,481	268,710	1,184,535
Foreign currency					
translation	-	1,035	287	436	1,758
Additions	+	-	-	24,427	24,427
Disposals	-	-	(11,176)	(1,266)	(12,442)
-			, , ,	, , ,	, , ,
At 30 June 2012	596,650	297,729	11,592	292,307	1,198,278
Depreciation.					
At 1 July 2011	345,410	199,800	19,806	229,062	794,078
Foreign currency	575,110	177,000	15,000	227,002	751,070
translation	-	1,035	287	2,819	4,141
Provided during the					
year	125,593	48,873	1,317	22,942	198,725
Disposals	-	-	(11,176)	(1,266)	(12,442)
At 30 June 2012	471,003	249,708	10,234	253,557	984,502
At 50 June 2012					
Net book value.					
At 30 June 2012	125,647	48,021	1,358	38,750	213,776
At 1 July 2011	251,240	96,894	2,675	33,890	390,457
					

Included in the total net book value of Finance lease assets is £125,647 (2011 £251,240) in respect of assets held under finance leases. Depreciation in the year on these assets was £125,593 (2011 £125,592)

11	٥		٠.	
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	2012 £	2011 £
Trade debtors	1,165,279	1,876,112
Amounts owed by group undertakings (note 18)	819,521	414,808
Other debtors	95,338	239,371
Deferred taxation	20,808	58,775
Prepayments and accrued income	297,739	299,656
	2,398,685	2,888,722

Debtors include other debtors of £11,450 due after more than one year (2011 £6,500)

12. Creditors: amounts falling due within one year

ordation arrivation taking due triain one year	2012	2011
	£	£
Trade creditors	359,370	475,811
Amounts owed to group undertakings (note 18)	741,688	679,429
Corporation Tax	40,579	21,405
Other taxation and social security	44,691	146,264
Other creditors	180,380	155,958
Dilapidations provision	215,000	-
Finance leases	112,910	103,524
Accruals and deferred income	677,735	914,794
	2,372,353	2,497,185

13. Creditors: amounts falling due greater than one year

	2012 £	2011 £
Dilapidations provision Finance leases	8,368	161,000 119,924
	8,368	280,924

The maturity of obligations under finance leases and hire purchase contracts is as follows

	2012	2011
	£	£
Within one year	124,229	133,240
In the second to fifth years	8,686	139,294
Less future finance charges	(11,637)	(49,086)
	121,278	223,448

at 30 June 2012

14. Commitments under operating leases

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

		201: £	2	20	
	Operating leases which expire in	Land & buildings	Office equipment	Land & buildings	Office equipment
	Within one year	596,744	-	31,960	13,636
	After one year but less than five years	-	19,216	581,148	14,280
15.	Share capital				Authorised
				2012	Auinorisea 2011
				£	£
	1000 ordinary shares of £1 each			1,000	1,000
	1'B' ordinary share of £250 each			250	250
	1000 'C' ordinary shares of £1 each			1,000	1,000
				2,250	2,250
			Allo	otted, called up	and fully paid
			2012		2011
		No	£	No	£
	1000 ordinary shares of £1 each	1,000		1,000	1,000
	1 'B' ordinary shares of £250 each	1		1	250
	1000 'C' ordinary shares of £1 each	1,000	1,000	1,000	1,000
			2,250		2,250

The 'B' ordinary shares confer on the holder the right to a vote to be not more than 20% of the total voting power of the company in general meeting regardless of the number of shares issued by the company

The 'C' ordinary shares have no voting rights but rank pari passu with 'A' and 'B' shares in the event of a wind up and return of capital

16. Reserves

	Share premium £	Profit and loss account £
At 30 June 2011 Foreign currency translation	249,000	697,281 21,514
Loss for the year	-	(6,759)
At 30 June 2012	249,000	712,036
17. Reconciliation of Shareholders' Funds		
	2012	2011
	£	£
At Beginning of the Year	948,531	823,041
Foreign currency translation	21,514	(42,570)
(Loss)/profit for the year	(6,759)	168,060
At End of Year	963,286	948,531

18. Related party transactions

	Management	Administrative	Consulting	Cash	Balance due to/(from)
	fees	charges	charges	transfers	the company at year end
	£	£	£	£	£
Year ended 30 June 2012					
rogenSi Services Pty					
Ltd	(334,707)	90,154	(37,351)	577,310	132,153
rogenS ₁ Inc (US)	-	12,550	92,227	(127,260)	(7,144)
rogenS ₁ Inc (Canada)	_	8,134	(22,307)	20,791	(8,328)
rogenSı SARL	-	(8,887)		,	(237,454)
Performance		(2,227)			
Potential Ltd rogenSi SAS	-	-	-	-	114,638
rogenSi Pty Ltd	-	-	-	-	21,186
(Singapore)	_	(132)	(10,835)	8,539	(2,428)
rogenSi New Zealand	-	-	-	2,652	-
rogenS1 LLP	-	104,222	-	, -	104,222
rogenSı (China)	-	(5,402)	(3,177)	-	(8,579)
rogenSi Ltd (Hong					
Kong)		147	(116,502)	92,288	(30,433)
	(334,707)	200,786	(97,945)	574,320	77,833
Year ended 30 June 2011					
rogenSi Services Pty					
Ltd	292,602	208,924	(186,967)	340,618	(163,253)
rogenSi Inc (US)	-	(6,172)	112,191	(291,002)	15,339
rogenSi Inc (Canada)	-	5,069	(21,338)	4,975	(14,946)
rogenSi SARL	_	-	(34,573)	32,667	(228,567)
Performance			(= ,,	- ,	
Potential Ltd rogenSi SAS	-	-	-	-	114,638
•	-	-	-	-	21,186
rogenS ₁ Pty Ltd (Singapore)	_	8,261	13,598	(22,154)	-
rogenS1 New Zealand	-	(2,652)	-	- ,,	(2,652)
rogenS1 Ltd (Hong		(-,)			
Kong)		-	(6,348)	(873)	(6,366)
	292,602	213,430	(123,437)	64,231_	(264,621)

at 30 June 2012

19. Analysis of cash flows

Analysis of cash flows		
	2012	2011
	£	£
Returns on investment and servicing of finance		
Interest paid	(14,650)	(21,329)
Interest element of finance lease rental payments	(16,349)	(30,196)
	(30,999)	(51,525)
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(24,427)	(33,357)
	(24,427)	(33,357)
Financing	(100.150)	(110.01.0)
Capital element of finance lease rental payments	(102,170)	(110,916)

20. Analysis of net debt

	At beginning of Year	Cash flow	Other non cash changes	At end of year
	£	£	£	£
Cash in hand, at bank	246,076	558,910	-	804,986
Debt due after one year	(119,924)	-	111,556	(8,368)
Debt due within one year	(103,524)	102,170	(111,556)	(112,910)
Total	22,628	661,080	-	683,708
	-			

Other non-cash changes comprise transfers between leases due after and within one year

21. Ultimate parent undertaking

The directors consider the ultimate parent undertaking to be rogenSi Worldwide Investment Unit Trust, a trust settled in Australia, and the controlling party to be rogenSi Worldwide Pty Limited, a company incorporated in Australia and corporate trustee of the ultimate parent undertaking

The parent undertaking of the group of undertakings for which group financial statements are drawn up and of which the company is a member is rogenSi Worldwide Investment Unit Trust in Australia Copies of the financial statements are not available to the public