CALLITECH LIMITED

Annual Report and Financial Statements For the year ended 31 December 2014

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CALLITECH LIMITED

REPORT AND FINANCIAL STATEMENTS 2014

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

Mr E J B Reeves Mrs R M E Clacher

SECRETARY

Mr E J B Reeves

REGISTERED OFFICE

Moneypenny House Ellice Way Wrexham LL13 7YT

BANKERS

The Royal Bank of Scotland plc 15 Foregate Street Chester CH1 1HD

AUDITOR

Deloitte LLP Chartered Accountants and Statutory Auditor Manchester United Kingdom

STRATEGIC REPORT

The directors present their strategic report on the affairs of the company for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of the provision of a telephone answering and outsourced switchboard service for its clients.

There have not been any significant changes in the principal activities of the company in the financial year ended 31 December 2014.

STRATEGIC REVIEW AND FUTURE PROSPECTS

The directors are satisfied with the performance and continued growth of the business during the year and plan to improve performance during the coming year.

The continued improvement is supported by the level of customer service provided by retaining experienced staff and the continued investment in staff training.

In addition, the retention of profits allows the company to take advantage of the latest technology to create new opportunities and deliver operational efficiencies to the business.

Key performance indicators (KPIs)

Directors consider that the following KPIs to be relevant to their monitoring of the business:

	2014	2013	Change
	£	£	%
Turnover	13,449,510	11,006,442	22
Profit before tax	2,162,977	2.012.042	8

The financial position of the company is shown on page 8. This shows that there is an increase in shareholder's funds as a result of the decision to retain profits in the year to support continued growth.

No significant events requiring disclosure as post balance sheet events have occurred since the balance sheet date.

The company continues to invest in research and development. The directors regard investment in this area as a prerequisite for success in the medium to long-term future.

PRINCIPAL RISKS AND UNCERTAINTIES

The directors and senior management are confident of the skills and knowledge throughout the company and in its capability of offering the required product mix to meet market requirements.

All companies are exposed to certain risks and uncertainties, and the company does not under estimate these threats, and it is the responsibility of the officers of the company to assess, control and minimise any exposure.

The directors consider the two principal risks of the company to be:

Credit risk

The company's financial assets are bank balances and cash and trade and other receivables.

The company's credit risk is primarily attributable to trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made when there is an identified loss event, which, based on previous experience, is evidence of a reduction in the recoverability of cash flows. The company continues to operate a strict credit management policy in an aim to minimise this risk.

The credit risk on liquid funds is limited because the counterparts are banks with high credit-ratings assigned by international credit-rating agencies.

STRATEGIC REPORT (CONTINUED)

PRINCIPAL RISKS AND UNCERTAINTIES (continued)

Economic risk

Whilst the company is subject to the same external uncertainties faced by all companies in the current macro economic environment, the directors believe that the company is well placed to respond to challenges that may arise in the foreseeable future due to having a diverse customer base spread across a number of industry sectors.

GOING CONCERN

After making enquiries and based on the assumptions outlined in note 1 to the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Approved by the Board of Directors on 29/9/15

Mrs R M E Clacher

Director

DIRECTORS' REPORT

The directors present their annual report on the affairs of the company, together with the financial statements and auditor's report, for the year ended 31 December 2014.

DIVIDENDS AND TRANSFERS TO RESERVES

The directors have not recommended a final dividend. An interim dividend of £88.59 (2013: £705.22) per ordinary share has been paid in the year. Retained profit for the year of £1,616,667 (2013: £1,134,710) has been transferred to reserves.

DIRECTORS

The directors of the company, all of whom served throughout the year and since the year end, are shown on page 1.

SUPPLIER PAYMENT POLICY

The company's policy is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensure that suppliers are made aware of the terms of payment and abide by the terms of payment.

CHARITABLE AND POLITICAL CONTRIBUTIONS

During the year the company made charitable donations of £6,698 (2013: £3,479), principally to local charities and sports groups serving the communities in which the company operates. No political contributions have been made in either year.

EMPLOYEE RELATIONS

The company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees. This is achieved through regular company meetings where an opportunity is given at such meetings for questions regarding matters concerning employees, particularly with reference to matters concerning health and safety.

Employment policies provide equal opportunity, irrespective of sex, religion, race or marital status. Applications for employment by disabled persons are always fully considered, bearing in mind the abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken 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.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to be reappointed as auditor for another term and appropriate arrangements are being made for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board of Directors on 29/9/15

Mrs R M E Clacher

Director

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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 the directors have elected to prepare the financial statements 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 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CALLITECH LIMITED

We have audited the financial statements of Callitech Limited for the year ended 31 December 2014, which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes 1 to 17. 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 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements 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 financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 2014 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 matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and 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.

Anthony Farnworth BA ACA (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

2015

Manchester, United Kingdom

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PROFIT AND LOSS ACCOUNT Year ended 31 December 2014

	Note	2014 £	2013 £
TURNOVER Administrative expenses	1	13,449,510 (11,290,174)	11,006,442 (8,995,303)
OPERATING PROFIT Net interest receivable	2	2,159,336 3,641	2,011,139
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION Tax on profit on ordinary activities	4	2,162,977 (457,717)	2,012,042 (172,114)
PROFIT FOR THE FINANCIAL YEAR	14,15	1,705,260	1,839,928

All of the above results derive from continuing activities.

The company has no recognised gains or losses other than the profit for the current and preceding financial year stated above. Accordingly a separate statement of total recognised gains and losses has not been presented.

BALANCE SHEET As at 31 December 2014

		2014	2013
FIXED ASSETS	Notes	£	£
Intangible assets	6	19,675	17,022
Tangible assets	7	1,114,122	555,611
		1,133,797	572,633
CURRENT ASSETS			
Debtors			
- due within one year	8	2,174,130	1,398,724
- due after one year	8	657,603	391,674
Cash at bank and in hand		1,747,075	1,471,387
		4,578,808	3,261,785
CREDITORS: amounts falling due within one year	9	(1,659,115)	(1,467,988)
NET CURRENT ASSETS		2,919,693	1,793,797
TOTAL ASSETS LESS CURRENT LIABILITIES		4,053,490	2,366,430
PROVISION FOR LIABILITIES	10	(99,410)	(29,017)
NET ASSETS		3,954,080	2,337,413
CAPITAL AND RESERVES			
Called-up share capital	13	1,000	1,000
Profit and loss account	14	3,953,080	2,336,413
SHAREHOLDER'S FUNDS	15	3,954,080	2,337,413

The financial statements of Callitech Limited, registered number 3894972, were approved by the Board of Directors and authorised for issue on 29/5/15.

Signed on behalf of the Board of Directors

Mr E J B Reeves

Director

1. ACCOUNTING POLICIES

The principal accounting policies adopted are summarised below. They have all been applied consistently throughout the current and preceding year.

Basis of accounting

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

Going concern

The directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. After making enquiries and after reviewing the company's future prospects, taking into account possible changes in trading performance, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Cash flow statement

As permitted by Financial Reporting Standard No. 1 (Revised) "Cash Flow Statements", the company has not produced a cash flow statement as it is a wholly owned subsidiary undertaking of TDKP Limited, which has produced publicly available consolidated financial statements which include a consolidated cash flow statement.

Turnover

The turnover shown in the profit and loss account represents the value of all services provided during the year, at selling price exclusive of Value Added Tax. All turnover relates to the company's principal activity and arose within the United Kingdom. Sales are recognised at the point at which the company has fulfilled its contractual obligations to the customer.

Research and development

Research expenditure is written off as incurred. Development expenditure is also written off, except where the directors are satisfied as to the technical, commercial and financial viability of individual projects. In such cases, the identifiable expenditure is deferred and amortised over the period during which the company is expected to benefit. Provision is made for any impairment.

Patents

Patents are capitalised at purchase price and amortised over the estimated useful life.

Amortisation

Amortisation is calculated so as to write off the cost of an asset, net of anticipated disposals proceeds, over the estimated useful economic life of that asset as follows:

Goodwill

10% straight line

Patents

10% straight line

Tangible assets

Tangible fixed assets are stated at cost less depreciation.

Depreciation is calculated so as to write off the cost of an asset, net of anticipated disposal proceeds, over the useful economic life of that asset as follows:

Freehold and leasehold property

Over the period of the lease

Fixtures and fittings

20% reducing balance

Computer equipment

20% straight line

1. ACCOUNTING POLICIES (continued)

Operating leases

Rentals paid under operating leases where substantially all of the benefits and risks of ownership remain with the lessor, are charged to the profit and loss account on a straight line basis over the period of the lease, even if the payments are not made on such a basis.

Taxation

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

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted.

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 substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Pension costs

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the profit or loss account using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

2. OPERATING PROFIT

The operating profit is stated after charging:

	The operating profit is stated after charging.		
		2014	2013
		£	£
	Amortisation of intangible assets	4,072	4,072
	Depreciation of owned fixed assets	204,499	195,112
	Loss on disposal of fixed assets	96	19,326
	Operating lease rentals:		
	- plant and machinery	38,934	24,047
	- other	408,918	369,290
	Auditor's remuneration		
	- audit of the annual statutory financial statements	16,000	16,000
	- other services (tax services)	-	15,300
3.	INFORMATION REGARDING DIRECTORS AND EMPLOYEES		
		2014	2013
		No.	No.
	Average number of persons employed (including directors)	336	279
	,		
	Staff costs during the year (excluding directors):		
		2014	2013
		£	£
	Wages and salaries	6,794,275	5,434,538
	Social security	579,166	477,622
	Pension costs	39,209	8,366
		7,412,650	5,920,526

The directors received remuneration from another group company in both years as the directors are employed by that company. The amount recharged to this company in respect of the directors' emoluments was £906,338 (2013: £512,541).

4. TAX ON PROFIT ON ORDINARY ACTIVITIES

Analysis			

5.

	2014	2013
Current taxation	£	£
	205 456	200 271
UK corporation tax Adjustments in respect of prior periods	395,456 (8,132)	300,371 (127,347)
Adjustments in respect of prior periods	(6,132)	(127,347)
	387,324	173,024
Deferred tax		
Origination and reversal of timing differences	70,393	(910)
Tax on profit on ordinary activities	457,717	172,114
The differences between the current tax shown above and the amount calculated by of corporation tax to the profit before tax are as follows:	applying the s 2014	tandard rate 2013
Profit on ordinary activities before tax	2,162,977	2,012,042
Tax on profit on ordinary activities at standard UK corporation tax rate of 21.49% (2014: 23.25%)	464,892	467,800
Effects of:		
Capital allowances (in excess of)/less than depreciation	(74,230)	(3,800)
Expenses not deductible for tax purposes	3,259	3,566
R&D tax relief	•	(167,516)
Movement in short term timing differences	1,535	321
Adjustments in respect of prior periods	(8,132)	(127,347)
Total actual amount of current tax	387,324	173,024
DIVIDENDS PAID	-	
	2014	2013
	£	£
Ordinary shares	00.503	505.010
Interim dividend paid of £88.59 (2013: £705.22) per share	88,593	705,218

6. INTANGIBLE FIXED ASSETS

	Goodwill £	Patents and trademarks	Total £
Cost			
At 1 January 2014	28,574	12,150	40,724
Additions		6,725	6,725
At 31 December 2014	28,574	18,875	47,449
Amortisation			
At 1 January 2014	15,197	8,505	23,702
Charge for year	2,857	1,215	4,072
At 31 December 2014	18,054	9,720	27,774
Net book value			
At 31 December 2014	10,520	9,155	19,675
At 31 December 2013	13,377	3,645	17,022
	* **		

7. TANGIBLE FIXED ASSETS

	Short leasehold property £	Fixtures and fittings	Computer equipment	Assets under construction	Total £
Cost					
At 1 January 2014	181,232	335,632	993,231	-	1,510,095
Additions	25,659	26,997	150,160	560,290	763,106
Disposals	-	(281)		-	(281)
At 31 December 2014	206,891	362,348	1,143,391	560,290	2,272,920
Depreciation					
At 1 January 2014	41,695	204,002	708,787	-	954,484
Charge for year	17,397	31,725	155,377	-	204,499
Eliminated on disposal		(185)	<u> </u>	-	(185)
At 31 December 2014	59,092	235,542	864,164		1,158,798
Net book value					
At 31 December 2014	147,799	126,806	279,227	560,290	1,114,122
At 31 December 2013	139,537	131,630	284,444	-	555,611

8. DEBTORS

		2014 £	2013 £
	Amounts falling due within one year:		
	Trade debtors Amounts owed by group understakings Corporation tax Other debtors Amounts due from HMRC in respect of tax on loans to participators Prepayments and accrued income	736,018 698,992 17,277 390,929 4,520 326,394	758,788 99,291 326,711 12,569 201,365
		2,174,130	1,398,724
	Amounts falling due after more than one year:		
	Amounts owed by related parties Amounts due from HMRC in respect of tax on loans to participators	526,082 131,521	319,778 71,896
		657,603	391,674
9.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2014 £	2013 £
	Trade creditors Amounts owed to group undertakings	398,097	110,524 179,216
	Other taxes and social security Accruals and deferred income	701,165 559,853	666,456 511,793
		1,659,115	1,467,988
10.	PROVISION FOR LIABILITIES		
	Deferred taxation	2014 £	2013 £
	At 1 January Charge/(credit) to profit and loss account	29,017 70,393	29,927 (910)
	At 31 December	99,410	29,017
	The provision for deferred taxation consists of the tax effect of timing differences in respect of:	2014 £	2013 £
	Allowances in excess of depreciation Other short term timing differences	101,137 (1,727)	29,293 (276)
	At 31 December	99,410	29,017

11. COMMITMENTS UNDER OPERATING LEASES

The company had aggregate annual commitments under non-cancellable operating leases as set out below:

	Land and buildings		Other operating lease	
	2014	2013	2014	2013
	£	£	£	£
Expiring:	•			
Within 1 year	-	-	17,708	2,865
Between 2 and 5 years	55,350	-	6,626	20,083
After 5 years	369,290	369,290		300
	424,640	369,290	24,334	23,248

12. RELATED PARTY TRANSACTIONS

In preparing these financial statements, advantage has been taken of the provisions of FRS 8 'Related Party Disclosures' for wholly owned subsidiaries not to disclose transactions with entities that are part of the TDKP Limited group, as consolidated financial statements in which the company is included are publicly available.

During the year the company received rental invoices of £92,014 (2013: £92,014) from and loaned £298,318 (2013: £73,934) to R and E Investments, a partnership in which the directors of this company are partners. The balance due from the entity at the year end is £526,082 (2013: £319,778). No interest is charged.

13. CALLED UP SHARE CAPITAL

	2014	2013
Allotted, called up and fully paid	£	£
1,000 ordinary shares of £1 each	1,000	1,000

14. RESERVES

	and loss account £
At 1 January 2014 Profit for the financial year Dividends paid on ordinary shares	2,336,413 1,705,260 (88,593)
At 31 December 2014	3,953,080

Profit

15. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	2014	2013
	£	£
Profit for the financial year	1,705,260	1,839,928
Dividends paid on ordinary shares	(88,593)	(705,218)
Net increase in shareholder's funds	1,616,667	1,134,710
Opening shareholder's funds	2,337,413	1,202,703
Closing shareholder's funds	3,954,080	2,337,413

16. ULTIMATE PARENT COMPANY

The directors consider the ultimate parent company to be TDKP Limited, a company incorporated in England and Wales. The largest and smallest group in which the results of the company are consolidated is that headed by TDKP Limited, the financial statements of which may be obtained from the Registrar of Companies, Companies Registration Office, Crown Way, Maindy, Cardiff, CF4 3UZ.

17. ULTIMATE CONTROLLING PARTY

The company was under the control of its directors, through the directors' shareholdings in TDKP Limited, the ultimate parent company.