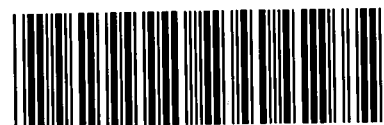


# Carlisle Staffing Services Holdings Limited

Annual Report and Financial Statements

for the 53 weeks ended 4 January 2019

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# **Carlisle Staffing Services Holdings Limited**

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# **Carlisle Staffing Services Holdings Limited**

## **Company Information**

**Directors** J Robertson  
R J Watson

**Company secretary** R J Watson

**Registered office** 800 The Boulevard  
Capability Green  
Luton  
Bedfordshire  
LU1 3BA

**Auditor** KPMG LLP  
15 Canada Square  
London  
E14 5GL

# **Carlisle Staffing Services Holdings Limited**

## **Strategic Report for the 53 weeks ended 4 January 2019**

The directors present their strategic report for the period from 30 December 2017 to 4 January 2019.

### **Review of the business**

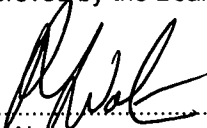
The principal activity of the company is that of an investment holding company. The directors are satisfied with the performance of the company during the period and expect no change in the foreseeable future.

The directors recognise that Brexit has increased the general level of uncertainty and degree of business confidence around permanent and temporary hiring decisions for the clients of the company's trading subsidiaries. The company's UK trading subsidiaries derive a limited amount of their trade from countries within the European Union, and whilst it is currently too early to have a clear view of the consequences for the operations of the company's subsidiaries, the directors are aware of the potential impact of Brexit and continue to monitor the situation in this regard.

### **Principal risks and uncertainties**

The principal risks and uncertainties of the Group, which include those of the company, are discussed in the Finance Report in the Group's annual report which does not form part of this report. Certain of the Group's business and financial risks are managed at a Group level, rather than at an individual company level. For this reason, the company's directors believe that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the company.

Approved by the Board on 20 June 2019 and signed on its behalf by:

  
.....  
R J Watson  
Director

# **Carlisle Staffing Services Holdings Limited**

## **Directors' Report for the 53 weeks ended 4 January 2019**

The directors present their report and the financial statements for the period from 30 December 2017 to 4 January 2019.

### **Directors' of the company**

The directors, who held office during the period, were as follows:

J Robertson

R J Watson

A L Wilford (resigned 31 October 2018)

### **Dividends**

No dividend is paid or recommended in respect of either the current or the prior period.

### **Political donations**

The company has made no political donations during the current or prior periods.

### **Going concern**

The directors have set out their business review for the company in the Strategic Report on page 2.

Notwithstanding net current liabilities of £2,896,000 as at 4 January 2019 the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for a period of 18 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds to meet its liabilities as they fall due for that period.

Those forecasts are dependent on the company's ultimate parent company, Impellam Group Plc not seeking repayment of the amounts currently due to the group. Impellam Group Plc has indicated that it does not intend to seek repayment of these amounts for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 18 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

### **Directors' liabilities**

During the period and to the date of these financial statements, the company had in force an indemnity provision in favour of one or more Directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006.

### **Disclosure of information to the auditor**

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

### **Reappointment of auditor**

The auditors KPMG LLP are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Approved by the Board on 20 June 2019 and signed on its behalf by:



R J Watson  
Director

## **Carlisle Staffing Services Holdings Limited**

### **Statement of Directors' Responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements**

The directors are responsible for preparing the Strategic Report, 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), including FRS 101 'Reduced Disclosure Framework' ('FRS 101').

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 apply them consistently;
- make judgements 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.

# **Independent Auditor's Report to the Members of Carlisle Staffing Services Holdings Limited**

## **Opinion**

We have audited the financial statements of Carlisle Staffing Services Holdings Limited ("the company") for the 53 weeks ended 4 January 2019, which comprise the Profit and Loss Account, Statement of Comprehensive Income, Balance Sheet and Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 4 January 2019 and of its profit for the period then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## **The impact of uncertainties due to the UK exiting the European Union on our audit**

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

## **Going concern**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

## **Strategic report and directors' report**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

## **Independent Auditor's Report to the Members of Carlisle Staffing Services Holdings Limited (continued)**

### **Strategic report and directors' report (continued)**

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

### **Directors' responsibilities**

As explained more fully in their 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; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

### **The purpose of our audit work and to whom we owe our responsibilities**

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.



Paul Barron (Senior Statutory Auditor)  
For and on behalf of KPMG LLP, Statutory Auditor

15 Canada Square  
London  
E14 5GL

21 June 2019



# Carlisle Staffing Services Holdings Limited

## Profit and Loss Account for the 53 weeks ended 4 January 2019

		53 weeks 4 January 2019 £ 000	52 weeks 29 December 2017 £ 000
	Note		
Turnover		-	-
Operating result		-	-
Result before tax		-	-
Tax on profit on ordinary activities	5	19	20
Profit for the period		19	20

## Statement of Comprehensive Income for the 53 weeks ended 4 January 2019

	53 weeks 4 January 2019 £ 000	52 weeks 29 December 2017 £ 000
Profit for the period	19	20
Total comprehensive income for the period	19	20


The above results were derived from continuing operations.

# Carlisle Staffing Services Holdings Limited

(Registration number: 04167777)  
Balance Sheet as at 4 January 2019

	Note	4 January 2019 £ 000	29 December 2017 £ 000
<b>Fixed assets</b>			
Investments	6	14,840	14,840
<b>Current assets</b>			
Debtors	7	61	62
<b>Creditors: Amounts falling due within one year</b>		<u>(2,957)</u>	<u>(2,977)</u>
<b>Net current liabilities</b>		<u>(2,896)</u>	<u>(2,915)</u>
<b>Net assets</b>		<u>11,944</u>	<u>11,925</u>
<b>Capital and reserves</b>			
Called up share capital	9	-	-
Profit and loss account		<u>11,944</u>	<u>11,925</u>
<b>Shareholders' funds</b>		<u>11,944</u>	<u>11,925</u>

These financial statements were approved by the Board of directors on 20 June 2019 and were signed on its behalf by:

  
.....  
R J Watson  
Director

# Carlisle Staffing Services Holdings Limited

## Statement of Changes in Equity for the 53 weeks ended 4 January 2019

	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 31 December 2016	-	11,905	11,905
Profit for the period	-	20	20
Total comprehensive income	-	20	20
At 29 December 2017	-	11,925	11,925

	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 30 December 2017	-	11,925	11,925
Profit for the period	-	19	19
Total comprehensive income	-	19	19
At 4 January 2019	-	11,944	11,944

# **Carlisle Staffing Services Holdings Limited**

## **Notes to the Financial Statements for the 53 weeks ended 4 January 2019**

### **1 General information**

The company is a private company limited by share capital incorporated in England and Wales and domiciled in the United Kingdom.

The address of its registered office is:

800 The Boulevard  
Capability Green  
Luton  
Bedfordshire  
LU1 3BA

These financial statements were authorised for issue by the Board of directors on 20 June 2019 and the balance sheet was signed on behalf of the Board by R J Watson.

### **2 Accounting policies**

#### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### **Basis of preparation**

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

#### **Summary of disclosure exemptions**

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Comparative period reconciliations for share capital and investments;
- Disclosures in respect of transactions with wholly owned subsidiaries ;
- Cash flow statement and related notes;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

# **Carlisle Staffing Services Holdings Limited**

## **Notes to the Financial Statements for the 53 weeks ended 4 January 2019 (continued)**

### **2 Accounting policies (continued)**

#### **Going concern**

The directors have set out their business review for the company in the Strategic Report on page 2.

Notwithstanding net current liabilities of £2,896,000 as at 4 January 2019 the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for a period of 18 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds to meet its liabilities as they fall due for that period.

Those forecasts are dependent on the company's ultimate parent company, Impellam Group Plc not seeking repayment of the amounts currently due to the group. Impellam Group Plc has indicated that it does not intend to seek repayment of these amounts for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 18 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

#### **Exemption from preparing group accounts**

The financial statements contain information about Carlisle Staffing Services Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent, Impellam Grup Plc, a company incorporated in United Kingdom.

#### **Investments**

Fixed asset investments are stated at cost less a provision for impairment. The carrying values of investments are reviewed for impairment at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating unit to which the assets are allocated. Estimating the value in use requires the company to make an estimate of the future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

#### **Taxation**

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

# Carlisle Staffing Services Holdings Limited

## Notes to the Financial Statements for the 53 weeks ended 4 January 2019 (continued)

### 2 Accounting policies (continued)

#### Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

#### Financial assets and liabilities

##### Classification

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Financial assets and financial liabilities are recorded at fair value on the transaction date, on the company's balance sheet when the company has become a party to the contractual provisions of the instrument and derecognised when this is no longer the case.

### 3 Directors' remuneration

The directors are remunerated from Impellam Group Plc for their services to the group as a whole. The directors do not believe it is practical to apportion their remuneration between their services to this company and their services as directors of the parent and fellow subsidiaries.

Other than the directors, the company had no employees throughout the current or prior periods.

### 4 Auditor's remuneration

	53 weeks 4 January 2019 £ 000	52 weeks 29 December 2017 £ 000
Audit of the financial statements	<u>1</u>	<u>1</u>

### 5 Income tax

Tax credited in the profit and loss account

	53 weeks 4 January 2019 £ 000	52 weeks 29 December 2017 £ 000
Current taxation		
UK corporation tax	<u>(19)</u>	<u>(20)</u>

# Carlisle Staffing Services Holdings Limited

## Notes to the Financial Statements for the 53 weeks ended 4 January 2019 (continued)

### 5 Income tax (continued)

The standard rate of Corporation Tax in the UK reduced to 19% on 1 April 2017 (previously 20%). Accordingly the tax on result before tax for the period is taxed at an effective rate of 19% (2017 - 19.25%).

The differences are reconciled below:

	53 weeks 4 January 2019 £ 000	52 weeks 29 December 2017 £ 000
Profit/(loss) before tax	-	-
Corporation tax at standard rate	-	-
Adjustment from transfer pricing	(19)	(20)
Total tax credit	(19)	(20)

UK legislation requires, in broad terms, that most transactions between connected parties be at an arm's length price for tax purposes (commonly known as 'transfer pricing'). As a result, this company must make an adjustment for deemed net interest on intercompany balances that has not been recognised in the financial statements.

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

### 6 Investments

	£ 000
<b>Subsidiaries</b>	
<b>Cost or valuation</b>	
At 30 December 2017	14,840
At 4 January 2019	14,840
<b>Provision</b>	
At 30 December 2017	-
At 4 January 2019	-
<b>Carrying amount</b>	
At 4 January 2019	14,840
At 29 December 2017	14,840

# Carlisle Staffing Services Holdings Limited

## Notes to the Financial Statements for the 53 weeks ended 4 January 2019 (continued)

### 6 Investments (continued)

Details of the subsidiaries as at 4 January 2019 are as follows:

Name of subsidiary	Principal activity	Country of registration	Holding	Proportion of ownership interest and voting rights held	
				4 January 2019	29 December 2017
Carlisle Staffing Services Limited*	Holding company	United Kingdom	Ordinary	100%	100%
Carlisle Staffing Services Ireland Limited	Holding company	Republic of Ireland	Ordinary	100%	100%
Celsian Limited	Group Employment services	United Kingdom	Ordinary	100%	100%
Carlisle Staffing Plc	Employment services	United Kingdom	Ordinary	100%	100%
Irish Recruitment Consultants Limited	Employment services	Republic of Ireland	Ordinary	100%	100%
Sabertooth Services Limited*	Holding company	British Virgin Isles	Ordinary	100%	100%
Ohsea Holdings Limited	Dormant	United Kingdom	Ordinary	100%	100%

\* indicates direct investment of the company.

The directors believe that the carrying value of the investments is supported by their underlying trade and net assets. Companies incorporated in the United Kingdom are registered at 800 The Boulevard, Capability Green, Luton, LU1 3BA. Companies incorporated in the Republic of Ireland are registered at 11 Ely Place, Dublin 2, Republic of Ireland. Companies incorporated in the British Virgin Islands PO Box 71, Road Town, Tortola VG1110m British Virgin Islands.

### 7 Trade and other receivables

	4 January 2019	29 December 2017
	£ 000	£ 000
Receivables from related parties	61	62

Receivables from related parties are interest free, unsecured and repayable on demand.

### 8 Trade and other payables

	4 January 2019	29 December 2017
	£ 000	£ 000
Amounts due to related parties	2,957	2,977

Amounts due to related parties are interest free, unsecured and repayable on demand.



# Carlisle Staffing Services Holdings Limited

## Notes to the Financial Statements for the 53 weeks ended 4 January 2019 (continued)

### 9 Share capital

#### Allotted, called up and fully paid shares

	4 January 2019		29 December 2017	
	No.	£	No.	£
Ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

### 10 Contingent liabilities

The company has given cross guarantees as part of the Group's revolving credit facility of which the company is a member; the aggregate amount outstanding against this facility at 4 January 2019 was £186,265,000 (29 December 2017: £212,152,000).

### 11 Parent of group in whose consolidated financial statements the company is consolidated

The name of the parent of the group in whose consolidated financial statements the company's financial statements are consolidated is Impellam Group Plc.

These financial statements are available upon request from The Registrar of Companies, Companies Registration Office, Crown Way, Maindy, Cardiff, CF14 3UZ.

### 12 Parent and ultimate parent undertaking

The company's immediate parent is BMS Limited.

The ultimate parent is Impellam Group Plc.