COMPANY REGISTRATION NUMBER 05134877

NETPRACTISE LIMITED FINANCIAL STATEMENTS

30th APRIL 2012

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FINANCIAL STATEMENTS

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OFFICERS AND PROFESSIONAL ADVISORS

The board of directors

Kevin Cooke

Antony Stokes Kevin Taylor Fraser Hamilton

Resigned 31st December 2011

Company Secretary

Kevin Cooke

Registered Office

2 Marine Studios Burton Waters

Lincoln LN1 2WN

Bankers

Barclays Bank plc City Office Park Tritton Road Lincoln LN6 7AR

HSBC Bank plc 221 High Street

Lincoln Lincolnshire LN1 1TS

THE DIRECTORS' REPORT

YEAR ENDED 30th APRIL 2012

The directors present the report and the financial statements of the company for the year ended 30th April 2012

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company during the year was the supply, installation, and integration of audio visual solutions, including multi-media solutions, development and consultancy

The year saw a decrease in turnover which decreased from £2,313,261 (15 months) to £2,021,093 (12 months) (a decease of 12 6%) If the turnover for 2011 was restated to 12 months then an increase in turnover would have been recorded of 9 2%. Profit on ordinary activities before taxation increased from £103,875 to £106,134. The board considers that these are the key performance indicators of the Company and that the results represent a satisfactory outcome for the year considering the difficult economic climate which has prevailed

The market for audio visual and multi media products has continued to be difficult and the board has continued its strategy of building its network of partners and providing bespoke solutions to those partners. The Company is targetting increased growth for next year.

The board is aware that the principal risk to the Company is the recent economic downturn and that this is likely to continue to have an impact of the performance of the Company over the next twelve months. The Company is continuing its established business strategy but is cognisant that growth will be steady over the next twelve months rather than dramatic. The board feels that the Company has the ability to ride out the effects of the economic downturn and be in a strong position to take advantage of the economic upturn when it arrives

The core business of the Company will remain that of designing and implementing solutions for the multi media and audio visual markets

RESULTS AND DIVIDENDS

The profit for the year, after a provision for taxation, amounted to £86,134 The directors have not recommended a dividend

DIRECTORS

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

K Cooke AK Stokes KD Taylor FA Hamilton

resigned 31st December 2011

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 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 year. In preparing those financial statements, the directors are required to

select suitable accounting policies and then 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,

prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

THE DIRECTORS' REPORT (continued)

YEAR ENDED 30th APRIL 2012

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. The directors acknowledge their responsibility for complying with the requirements of the Companies Act 2006.

These Accounts have been delivered in accordance with the provisions applicable to companies subject to the small companies regime. For the year ended 30th April 2012 the Company was entitled to exemption from audit under section 477 (2) of the Companies Act 2006. The members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006.

Registered office 2 Marine Studios Burton Waters Lincoln LN1 2WN Signed by order of the directors

K COOKE

Company Secretary

Approved by the directors on

PROFIT AND LOSS ACCOUNT

YEAR ENDED 30th APRIL 2012

	Note	2012 (12 months)	2011 (15 months)
TURNOVER		£ 2,021,093	£ 2,313,261
Cost of sales		1,402,220	1,516,819
GROSS PROFIT		618,873	796,442
Distribution Costs Administrative expenses		353,332 121,593	397,867 147,114
OPERATING PROFIT	2	143,948	251,461
Management fees paid to parent company Interest receivable Interest payable and similar charges	3	(36,000) 0 (1,814)	(147,500) 0 (86)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		106,134	103,875
Tax on profit on ordinary activities	4	20,000	(1,222)
PROFIT FOR THE FINANCIAL YEAR		86,134	105,097

All of the activities of the Company are classed as continuing

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

BALANCE SHEET

30th APRIL 2012

			2012		2011
	Notes	£	£	£	£
FIXED ASSETS					
Intangible Assets	5		135,625		143,125
Tangible Assets	6		2,071		4,974
		_	137,696		148,099
CURRENT ASSETS					
Stocks	7	44,000		42,782	
Debtors	8	795,860		652,662	
Cash at bank		7,117		31,018	
		846,977	-	726,462	
CREDITORS Amounts falling due		0.0,0		, _0, ,0_	
within one year	9	671,188		647,210	
,	·	011,100	-	047,210	
NET CURRENT ASSETS			175,789		79,252
		_	110,100	_	70,202
TOTAL ASSETS LESS CURRENT LIA	BILITIES		313,485		227,351
		=	010,100	-	221,001
CAPITAL AND RESERVES					
	4.0				
Called-up equity share capital	10		150		150
Profit and loss account	11	_	313,335	_	227,201
SUADSUG - 5500 - 5000					
SHAREHOLDERS' FUNDS	12	_	313,485	_	227,351

For the year ended 30th April 2012 the Company was entitled to exemption from Audit under section 477(2) of the Companies Act 2006

No members have required the Company to obtain an audit of it's accounts for the year in question in accordance with section 476 of the Companies Act 2006

The directors acknowledge their responsibility for

i) Ensuring the Company keeps accounting records which comply with section 386, and

Preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of it's profit and loss for the financial year in accordance with section 393, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company

These financial statements were approved by the directors and authorised for issue on and are signed on their behalf by

17. October 2

K Cooke Director K D Taylor Director

Company Registration Number 05134877

The notes on pages 6 to 11 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30th APRIL 2012

ACCOUNTING POLICIES

1 Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of financial instruments and in accordance with applicable accounting standards

Turnover

Turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of VAT, adjusted for accruals and prepayments

In respect of long-term contracts and contracts for on-going services, turnover represents the value of work done in the year, including estimates of amounts not invoiced. Turnover in respect of long-term contracts and contracts for on-going services is recognised by reference to the stage of completion.

Research and development

Research and development expenditure is written off in the year in which it is incurred

Intellectual property

Purchased intellectual property is capitalised at cost. It is reviewed for impairment at the end of the first full financial year following each acquisition and subsequently as and when necessary if circumstances emerge that indicate that the carrying value may not be recoverable.

Amortisation

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

Intellectual Property Rights - 5% on cost

Fixed assets

All fixed assets are initially recorded at cost

Depreciation

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

Fixtures & Fittings 10% - 50% on cost Motor Vehicles 25% on cost

Computer Equipment 25% - 50% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items, on a first in first out basis

Operating lease agreements

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

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30th APRIL 2012

ACCOUNTING POLICIES

continued

1 Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax

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

Foreign currencies

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items and on the retranslation of monetary items are taken to the profit and loss account. Exchange differences arising on non-monetary items, carned at fair value, are included in the profit and loss account, except for the differences arising on the retranslation of non-monetary items in respect of which gains and losses are recorded in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either 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.

Trade and other debtors

Trade and other debtors are recognised and carried forward at invoiced amounts less provisions for any doubtful debts. Bad debts are written off when identified

Cash and cash equivalents

Cash and cash equivalents are included in the balance sheet at cost. Cash and cash equivalents comprise cash at bank and in hand and short term deposits with an original maturity of three months or less.

Interest-bearing loans and borrowings

All loans and borrowings are recognised initially at cost, which is the fair value of the consideration received, net of issue costs associated with the borrowing

After initial recognition, interest-bearing loans and borrowings are measured at amortised cost using the effective interest method. Gains or losses are recognised in the profit and loss account when liabilities are derecognised or impaired, as well as through the amortisation process.

NOTES TO THE FINANCIAL STATEMENTS

		2012	2011		
2	OPERATING PROFIT	£	£		
	Operating profit is stated after charging				
	Depreciation of owned fixed assets Operating lease costs	11,690 <u>37,350</u>	13,032 24,316		
3	INTEREST PAYABLE AND SIMILAR CHARGES				
	Interest payable on bank borrowing	1,814	86		
4	TAXATION ON ORDINARY ACTIVITIES				
	Over provision in prior years Deferred tax	20,000	(6,381) <u>5,159</u>		
5	INTANGIBLE FIXED ASSETS	Software Deve	ware Development		
	COST		£		
	At 1st May 2011 Additions		150,000		
	At 30th April 2012		150,000		
	AMORTISATION				
	At 1st May 2011		6,875		
	Provided in the year		7,500		
	At 30th April 2012		14,375		
	NET BOOK VALUE				
	At 30th April 2012		135,625		
	At 1st May 2011		143,125		

NOTES TO THE FINANCIAL STATEMENTS

6	TANGIBLE FIXED ASSETS				
		Office Equipment £	Fixtures & Fittings £	Computer Equipment £	Total £
	COST	-		2	
	At 1st May 2011	7,951	13,834	3,261	25,046
	Additions	0	0	1,287	1,287
	Disposals	0	(13,834)	0	(13,834)
	At 30th April 2012	7,951	0	4,548	12,499
	DEPRECIATION				
	At 1st May 2011	6,761	10,873	2,438	20,072
	Charge for this year	298	2,961	931	4,190
	Disposals	0	(13,834)	0	(13,834)
	At 30th April 2012	7,059	0	3,369	10,428
	NET BOOK VALUE				
	At 30th April 2012	892	0	1,179	2,071
	A com April 2012		<u>`</u>	1,110	2,011
	At 1st May 2011	1,190	2,961	823	4,974
			2012 £		2011 £
7	STOCKS AND WORK IN PROGRESS		-		~
	Work in Progress		0		0
	Finished Goods	-	44,000	_	42,782
			44,000	_	42,782
8	DEBTORS	•		-	
	Trade Debtors		711,738		501,488
	Amounts owed by group undertakings		111,730		11,935
	Directors' loan accounts		0		0
	Prepayments and accrued income		84,122		129,517
	VAT		0		4,566
	Deferred taxation		0	-	5,156
		,	795,860	=	652,662

NOTES TO THE FINANCIAL STATEMENTS

			2012 £		2011 £
9	CREDITORS Amounts falling due within one year				
	Overdraft Trade creditors Amounts owed to group undertakings Other creditors Other creditors including taxation and social security		56,659 367,322 90,449 21,646		0 161,160 257,413 0
	Corporation tax PAYE and social security VAT Accruals and deferred income	-	20,000 33,038 9,289 598,403 72,785	-	0 20,683 0 439,256 207,954
	, assistant and solones meaning	-	671,188	•	647,210
	The following liabilities disclosed under creditors falling wi	thin one yea		d by the co	
	Overdrafts	-	56,659	=	0
10	SHARE CAPITAL				
	Authorised share capital		2012		2011
	1,000 ordinary shares of £1 each	-	£ 1,000		£ 1,000
	Allotted, called up and fully paid	2012		2011	
	150 shares of £1 each	No 150	£ 150	No 150	£ 150
11	PROFIT AND LOSS ACCOUNT		2012		2011
	Balance brought forward Profit/(loss) for the financial year	-	£ 227,201 86,134		£ 122,104 105,097
		-	313,335	:	227,201
12	RECONCILIATION OF MOVEMENTS IN SHAREHOLDE	RS' FUNDS			
	Profit/(loss) for the financial year Opening shareholders' funds		86,134 227,351		105,097 122,254
	Closing shareholders' funds	=	313,485		227,351

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30th APRIL 2012

13 PENSIONS

The company has not operated, or contributed to any pension scheme on behalf of its employees

14 CONTINGENCIES

The directors have confirmed that there were no contingent liabilities which should be disclosed at 30th April 2012

15 CAPITAL COMMITMENTS

The directors have confirmed that there were no capital commitments at 30th April 2012

16 ULTIMATE PARENT COMPANY

The ultimate parent company is Contracting Solutions (new media) ltd, a company registered in England which owns 100% of the issued share capital of Netpractise Ltd. The ultimate controlling party is the directors of Contracting Solutions (new media) ltd.