

NS (PDMS) Limited

**Directors' report and financial
statements**

Registered number 05882490

For the year ended 30 June 2016

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Directors' report

The directors present their Directors' report and the audited financial statements for the year ended 30 June 2016.

Principal activities

The principal activity of the company is to provide management services and assist in property development for a portfolio of properties in the North West, West Midlands and the North East.

Business performance

The loss on the ordinary activities of the company before taxation amounted to £3,232 (2015: *profit* - £709,850).

The directors do not recommend the payment of a dividend (2015: *£nil*).

Directors and directors' interests

The directors who held office during the year and up to the date of these financial statements were as follows:

S Barnes

R Ainscough

R Gaskell – Appointed 1 July 2015

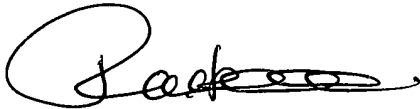
Disclosure of information to auditors

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 he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

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.

By order of the board



R Gaskell
Director

Centrix House
Crow Lane East
Newton Le Willows
WA12 9UY

29 March 2017

Statement of directors' responsibilities in respect of the Directors' report and the financial statements

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, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 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 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.



1 St Peter's Square
Manchester
M2 3AE
United Kingdom

Independent auditor's report to the members of NS (PDMS) Limited

We have audited the financial statements of NS (PDMS) Limited for the year ended 30 June 2016, set out on pages 5 to 12. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards UK Generally Accepted Accounting Practice, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

This report is made solely to the company's members, as a body, in accordance with Part 3 of Chapter 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 set out on page 2, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2016 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.

Independent auditor's report to the members of NS (PDMS) Limited *(continued)*

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a Strategic report.



Rehman Minshall (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
1 St Peter's Square
Manchester
M2 3AE

30 March 2017

Profit and loss account and other comprehensive income
for the year ended 30 June 2016

	<i>Note</i>	2016 £	2015 £
Revenue	2	-	879,804
Administrative expenses		(4,440)	(170,458)
Operating (loss)/profit	3	(4,440)	709,346
Interest receivable		398	738
Interest payable		-	(234)
(Loss)/profit on ordinary activities before taxation		(4,041)	709,850
Tax on (loss)/profit on ordinary activities	5	809	(147,522)
Retained (loss)/profit and other comprehensive income		(3,233)	562,328

The notes on pages 8 to 12 form part of these financial statements.

Balance sheet
as at 30 June 2016

	<i>Note</i>	2016	2015
		£	£
Current assets			
Trade debtors	5	2,172,400	2,605,718
Cash		2,249	146,690
		<hr/>	<hr/>
		2,174,649	2,752,408
Creditors: amounts falling due within one year	6	(59)	(574,585)
		<hr/>	<hr/>
Net current assets		2,174,590	2,177,823
		<hr/>	<hr/>
Net assets		2,174,590	2,177,823
		<hr/>	<hr/>
Capital and reserves			
Share capital		2	2
Profit and loss account		2,174,588	2,177,821
		<hr/>	<hr/>
Shareholders' funds		2,174,590	2,177,823
		<hr/>	<hr/>

The notes on pages 8 to 12 form part of these financial statements.

These financial statements were approved by the board of directors on **29 March** 2017 and were signed on its behalf by:



R Gaskell
Director

Registered Number: 05882490

Statement of changes in equity
For the year ended 30 June 2016

	Called up share capital £	Profit and loss account £	Total equity £
Balance at 1 July 2014	2	1,615,493	1,615,495
Total comprehensive income for the year			
Profit or (loss)	-	562,328	562,328
Total comprehensive income	-	562,328	562,328
Balance at 30 June 2015	2	2,177,821	2,177,823

	Called up share capital £	Profit and loss account £	Total equity £
Balance at 1 July 2015	2	2,177,821	2,177,823
Total comprehensive income for the year			
Profit or (loss)	-	(3,233)	(3,232)
Total comprehensive income	-	(3,233)	(3,232)
Balance at 30 June 2016	2	2,174,588	2,174,590

Notes

(forming part of the financial statements)

1 Accounting policies

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

Basis of preparation

NS (PDMS) Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*") as issued in August 2014. The amendments to FRS 102 issued in July 2015 and effective immediately have been applied. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1.

In the transition to FRS 102 from old UK GAAP, the Company has made no measurement and recognition adjustments.

The Company's ultimate parent undertaking, Network Space Holdings Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Network Space Holdings Limited are prepared in accordance with FRS 102 and are available to the public and may be obtained from Centrix House Crow Lane East, Newton Le Willows, St Helens, Merseyside, WA12 9UY. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes;
- Key Management Personnel compensation.

In accordance with FRS 102, section 33.1A, transactions with wholly owned subsidiaries of Network Space Holdings Limited are not disclosed.

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

Measurement Convention

The financial statements are prepared on the historical cost basis.

Going concern

The financial statements have been prepared on the going concern basis. The Company is dependent for its working capital on funds provided to it by Network Space Holdings Limited the Company's ultimate controlling party. Network Space Holdings Limited has provided the Company with written confirmation of its intention to continue to make available such funds as are needed by the Company and will not seek repayment of the amounts currently made available. This should enable the Company to continue in operational existence for at least twelve months from the date of signing the accounts and thereafter for the foreseeable future by meeting its liabilities as they fall due for payment. 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.

Based on this undertaking the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

Notes (continued)

1 Accounting policies (continued)

Revenue

Revenue is derived from the provision of management services and staff to joint venture companies. Revenue is recognised as services are provided to the joint venture.

Basic financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments.

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade receivables.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

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 timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Notes *(continued)*

1 Turnover

	2016 £	2015 £
Provision of management services	-	879,804
Total turnover	-	879,804

No sales activity in the year. All sales in the prior year were made within the UK.

2 Expenses and auditor's remuneration

	2016 £	2015 £
<i>Profit on ordinary activities before taxation is stated after charging:</i>		
Auditor's remuneration:		
Audit of these financial statements	1,260	826

3 Directors' remuneration and employee costs

No directors received remuneration for their services to the Company (2015: £nil).

The company had no employees during the current or preceding financial year.

Notes (continued)

4 Taxation

Total tax expense recognised in the profit and loss account, other comprehensive income and equity

	2016 £	2015 £
<i>Current tax</i>		
Current tax on income for the period	-	146,977
Adjustment in respect of prior periods	(1)	430
Group relief	(808)	-
	<u>(809)</u>	<u>147,407</u>
<i>Deferred tax</i>		
Origination of timing differences	-	115
	<u>(809)</u>	<u>147,522</u>
Total tax		

Reconciliation of effective tax rate

	2016 £	2015 £
(Loss)/Profit on ordinary activities before tax	(4,041)	709,850
Current tax (credit)/charge at 20% (2015: 20.75%)	(808)	147,299
Effects of:		
Income not taxable for tax purposes	-	(202)
Adjustments in respect of previous periods	(1)	430
Other timing differences	-	(120)
	<u>(809)</u>	<u>147,407</u>

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. The deferred tax liability at 30 June 2016 has been calculated based on these rates.

An additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016.

Notes (continued)

5 Trade Debtors

	2016 £	2015 £
Trade debtors	37,710	37,710
Amounts due from group companies	2,134,688	2,519,259
Other debtors	2	2
Prepayments	-	48,746
	<u>2,172,400</u>	<u>2,605,717</u>

6 Creditors: amounts falling due within one year

	2016 £	2015 £
Trade creditors	-	970
Amounts owed to group undertakings	-	546,718
Accruals and deferred income	59	20,177
Other creditors	-	6,720
	<u>59</u>	<u>574,585</u>

7 Parent company

The parent and controlling party of the company is Network Space Developments Limited, a company registered in England. The results of NS (PDMS) Limited are consolidated in the financial statements of Network Space Developments Limited, which heads the smallest group into which the results of the company are consolidated. Copies of the Network Space Developments Limited accounts can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

The ultimate parent of the company is Network Space Holdings Limited, a company registered in England, which heads the largest group into which the results of the company are consolidated. Copies of the Network Space Holdings Limited accounts can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

8 Ultimate controlling party

The majority of the shares in Network Space Holdings Limited are owned by Mr W Ainscough who is the ultimate controlling party.