

Registered number: 07600905

VISTA RETAIL SUPPORT HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2013

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VISTA RETAIL SUPPORT HOLDINGS LIMITED

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VISTA RETAIL SUPPORT HOLDINGS LIMITED

COMPANY INFORMATION

DIRECTORS	R P Olds (resigned 24 May 2013) K Brooks V Haffenden L Humphreys (appointed 17 May 2013)
COMPANY SECRETARY	K A Kerr
REGISTERED NUMBER	07600905
REGISTERED OFFICE	Unit 1b Pentwyn Business Centre Wharfedale Road, Cardiff CF23 7HB
INDEPENDENT AUDITORS	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors One Kingsway Cardiff CF10 3PW

VISTA RETAIL SUPPORT HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2013

The directors present their annual report and the audited financial statements of Vista Retail Support Holdings Limited ("the company") and the audited consolidated financial statements of the Vista Retail Support Holdings Limited group ("the group") for the year ended 31 August 2013

PRINCIPAL ACTIVITIES

The company is the ultimate parent entity for a group whose principal activities are the provision of maintenance of EPOS equipment and ancillary services to the retail and leisure market

The company was incorporated on 12 April 2011. On 27 October 2011 the company became the ultimate parent entity of Vista Support Services Group Limited. These financial statements represent the first full accounting period since incorporation and the comparative information in these financial statements represents the period from 27 October 2011 to 31 August 2012.

BUSINESS REVIEW

The results for the year have been excellent in terms of revenue and EBITDA growth. The EBITDA of £1,435,827 for the year shows a 79% increase on prior year and is as a combination of sustained new business growth and first full accounting period since incorporation. The directors believe that the investment in the development of its staff through training and the strengthening of staff skills and competencies along with significant investment in the recently deployed all encompassing service management system is beginning to deliver real enhanced returns.

The directors consider that the underlying business has performed well during the year and the directors are confident that the performance in the next financial year will see further improvement.

RESULTS AND DIVIDENDS

The profit for the financial year amounted to £218,131 (period to 31 August 2012: £101,316).

The directors do not propose the payment of a dividend (period to 31 August 2012: £Nil).

DIRECTORS

The directors of the company who were in office during the year and up until the date of signing the financial statements, unless otherwise stated, were:

R P Olds (resigned 24 May 2013)
K Brooks
V Haffenden
L Humphreys (appointed 17 May 2013)

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risk that the group has faced during the financial year has been the risk of customer administration due to the uncertain economic environment. The group has suffered losses as a result of corporate failures in the retail environment but believe that these risks have been mitigated through strong credit control procedures and contractual agreements which specify that the customers pay in advance for services.

The directors have experienced an increasing confidence in the retail sector during this year. This has been reflected in the reduction in the number of customer administrations affecting the business this year, although they consider that the uncertainty of the retail market will continue for the medium term.

VISTA RETAIL SUPPORT HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2013

KEY PERFORMANCE INDICATORS (KPI's)

Financial KPI's

The directors can report that the turnover of the group has increased by 24%. The group has continued to grow business organically securing new business of over £1.7m of annual contractual revenue (2012: £1.9m).

Operational KPI's

The directors believe that the key to the retention of existing customers and gaining of new customers is through the delivery of excellent customer service. The key measure of this is the group's performance against its customer service level agreements. During the year the group's trading subsidiary company achieved 101% performance against customer SLA requirements.

FINANCIAL RISK MANAGEMENT

The main financial risks arising from the group's activities are credit risk, price risk, interest rate risk, liquidity risk and cash flow risk.

Credit risk

The group is mainly exposed to credit risk from credit sales and cash on deposit with financial institutions. It is group policy to assess the credit risk of all customers and banking relationships and to factor the information from these assessments into future dealings with customers. The credit risk to the group is also controlled and minimised, by ensuring that customers' contractual revenues are paid in advance for maintenance services. At the balance sheet date there were no significant issues with regard to credit risk.

The group does not enter into hedging arrangements and as such is not exposed to price risk.

Interest rate risk

The group has mitigated against interest rate risk on the loans by taking out an exchange rates swap to cap interest rate costs.

Liquidity risk

The group maintains a mixture of long-term and short-term debt and institutional loan stocks that is designed to ensure the group has sufficient funds for the operation of its trading subsidiary company, Vista Retail Support Limited. The directors of the group monitor these risks carefully and, when appropriate, steps are taken to ensure liquidity risk are reduced. At the balance sheet date there were no issues with liquidity risk.

Cash flow risk

The group operates within a group banking facility. The directors of the group monitor these risks carefully and, when appropriate, steps are taken to ensure cash flow risk are reduced. At the balance sheet date there were no issues with cash flow risk.

VISTA RETAIL SUPPORT HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2013

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 prepared the group and parent company 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 group and company and of the profit or loss of the group 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, 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 and the group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company and the group's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company and the group's auditors in connection with preparing their report and to establish that the company and the group's auditors are aware of that information.

INDEPENDENT AUDITORS

The auditors, PricewaterhouseCoopers LLP will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 27 November 2013 and signed on its behalf by



V Haffenden
Director

VISTA RETAIL SUPPORT HOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VISTA RETAIL SUPPORT HOLDINGS LIMITED

We have audited the group and parent company financial statements (the "financial statements") of Vista Retail Support Holdings Limited for the year ended 31 August 2013 which comprise the Consolidated Profit and Loss Account, the Consolidated and Parent Company Balance Sheets, the Consolidated Cash Flow Statement, and the related notes. 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).

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As explained more fully in the Directors' Responsibilities Statement set out on page 4 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 group's and parent 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 and Financial Statements to identify material inconsistencies with the audited financial statements. 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 group's and the parent company's affairs as at 31 August 2013 and of the group's profit and cash flows 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

VISTA RETAIL SUPPORT HOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VISTA RETAIL SUPPORT HOLDINGS LIMITED

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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



Jason Clarke (Senior Statutory Auditor)
for and on behalf of
PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cardiff

27 November 2013

VISTA RETAIL SUPPORT HOLDINGS LIMITED

**CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 AUGUST 2013**

	Note	2013 £	2012 £
TURNOVER	2	12,454,342	9,992,424
Cost of sales		(9,359,855)	(7,622,275)
GROSS PROFIT		3,094,487	2,370,149
Distribution expenses		(149,712)	(136,941)
Administration expenses		(2,301,430)	(1,806,454)
EBITDA before exceptionals*		1,435,827	803,874
Depreciation of tangible fixed assets	10	(180,306)	(85,940)
Amortisation of intangible fixed assets	9	(228,771)	(257,007)
Exceptionals	3	(383,332)	(34,173)
OPERATING PROFIT	3	643,345	426,754
Interest receivable and similar income		10	615
Interest payable and similar charges	7	(291,478)	(238,558)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		351,877	188,811
Tax on profit on ordinary activities	8	(133,746)	(87,495)
PROFIT FOR THE FINANCIAL YEAR/ PERIOD		218,131	101,316

All amounts relate to continuing operations

There is no material difference between the profit on ordinary activities before taxation and the profit for the year/period stated above and their historical cost equivalents

There was no recognised gains or losses for 2013 or 2012 other than those included in the Profit and Loss Account above and therefore no separate Statement of Total Recognised Gains and Losses has been presented

* EBITDA before exceptionals is earnings before exceptionals, interest, tax, depreciation and amortisation

The notes on pages 11 to 24 form part of these financial statements

VISTA RETAIL SUPPORT HOLDINGS LIMITED
REGISTERED NUMBER: 07600905

CONSOLIDATED BALANCE SHEET
AS AT 31 AUGUST 2013

	Note	£	2013 £	£	2012 £
FIXED ASSETS					
Intangible assets	9		4,155,136		4,383,907
Tangible assets	10		550,191		275,615
			<u>4,705,327</u>		<u>4,659,522</u>
CURRENT ASSETS					
Stocks	12	1,251,916		1,109,613	
Debtors	13	2,707,421		2,620,905	
Cash at bank and in hand		252,960		664,903	
			<u>4,212,297</u>	<u>4,395,421</u>	
CREDITORS: amounts falling due within one year	14	(4,508,611)		(4,618,063)	
NET CURRENT LIABILITIES			<u>(296,314)</u>		<u>(222,642)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>4,409,013</u>		<u>4,436,880</u>
CREDITORS: amounts falling due after more than one year	15		(1,271,219)		(1,533,373)
PROVISIONS FOR LIABILITIES					
Deferred taxation	16		(18,247)		(2,091)
NET ASSETS			<u>3,119,547</u>		<u>2,901,416</u>
CAPITAL AND RESERVES					
Called up share capital	17		10,100		10,100
Share premium account	18		2,790,000		2,790,000
Profit and loss account	18		319,447		101,316
TOTAL SHAREHOLDERS' FUNDS	19		<u>3,119,547</u>		<u>2,901,416</u>

The financial statements on pages 7 to 24 were approved and authorised for issue by the board and were signed on its behalf on 27 November 2013 by


V Haffenden
 Director

The notes on pages 11 to 24 form part of these financial statements

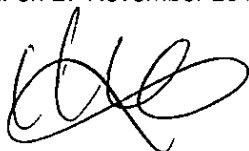
VISTA RETAIL SUPPORT HOLDINGS LIMITED
REGISTERED NUMBER 07600905

COMPANY BALANCE SHEET
AS AT 31 AUGUST 2013

	Note	£	2013 £	£	2012 £
FIXED ASSETS					
Investments	11		4,006,000		4,006,000
CURRENT ASSETS					
Debtors		100		100	
CREDITORS: amounts falling due within one year	14	-		(1,206,000)	
NET CURRENT ASSETS/(LIABILITIES)			100		(1,205,900)
NET ASSETS			4,006,100		2,800,100
CAPITAL AND RESERVES					
Called up share capital	17		10,100		10,100
Share premium account	18		2,790,000		2,790,000
Profit and loss account	18		1,206,000		-
TOTAL SHAREHOLDERS' FUNDS	19		4,006,100		2,800,100

The financial statements on pages 7 to 24 were approved and authorised for issue by the board and were signed on its behalf on 27 November 2013 by

V Haffenden
Director



The notes on pages 11 to 24 form part of these financial statements

VISTA RETAIL SUPPORT HOLDINGS LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 AUGUST 2013

	Note	2013 £	2012 £
Net cash inflow/(outflow) from operating activities	20	533,577	(33,752)
Returns on investments and servicing of finance	21	(180,827)	(141,104)
Taxation		(295,139)	(70,898)
Capital expenditure and financial investment	21	(177,083)	(144,908)
Acquisitions and disposals	21	-	1,606,065
CASH (OUTFLOW)/INFLOW BEFORE FINANCING		(119,472)	1,215,403
Financing	21	(292,471)	(550,500)
(DECREASE)/INCREASE IN CASH IN THE YEAR		(411,943)	664,903

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT FOR THE YEAR ENDED 31 AUGUST 2013

	2013 £	2012 £
(Decrease)/Increase in cash in the year	(411,943)	664,903
Cash outflow from decrease in debt and lease financing	292,471	550,500
CHANGE IN NET DEBT RESULTING FROM CASH FLOWS	(119,472)	1,215,403
Other non-cash changes	(388,440)	(2,438,622)
Debt at acquisition	-	(2,341,783)
MOVEMENT IN NET DEBT IN THE YEAR	(507,912)	(3,565,002)
Net (debt)/funds at 1 September 2012	(1,223,219)	2,341,783
NET DEBT AT 31 AUGUST 2013	(1,731,131)	(1,223,219)

The notes on pages 11 to 24 form part of these financial statements

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year/ period, are set out below.

1.2 Going concern

After making enquiries, based on financial projection and facilities available, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. For this reason they believe the going concern basis of preparation for the financial statements is appropriate.

1.3 Basis of consolidation

The financial statements consolidate the accounts of Vista Retail Support Holdings Limited and all of its subsidiary undertakings ('subsidiaries'). Intercompany transactions and balances between group companies are eliminated. Accounting policies of the subsidiaries have been changed where necessary to ensure uniform accounting policies are applied across the group.

1.4 Turnover

Turnover represents the net invoiced sale of goods or services to external customers, excluding value added tax and is recognised when the provision of the service has been performed or at the time the goods are delivered to the customer.

1.5 Goodwill

Goodwill arising on consolidation, representing the excess of the fair value of the consideration given over the fair values of the identifiable net assets acquired, is capitalised and is amortised on a straight line basis over its estimated useful economic life of twenty years. Goodwill arising on the acquisition of a trade is capitalised and amortised through the Profit and Loss Account over the directors' estimate of its useful life of ten years.

Impairment tests on the carrying value of goodwill are undertaken

- At the end of the first full financial year following acquisition, and
- In other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

1.6 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

L/Term Leasehold Property	-	Over the term of the lease
Plant and machinery	-	33% on a straight line basis
Fixtures and fittings	-	17% on a straight line basis
Computer equipment	-	33% on a straight line basis

1.7 Investments

Investments in subsidiaries are valued at cost less provision for impairment.

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

1. ACCOUNTING POLICIES (continued)

1.8 Leasing and hire purchase

Assets obtained under hire purchase agreements and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and Loss Account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.9 Operating leases

Rentals under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

1.10 Stocks

Goods for resale stocks are valued at the lower of cost and net realisable value. Cost is based on the cost of purchase on a first in, first out basis. Net realisable value is based on estimated selling price less additional costs to completion and disposal.

The cost of maintenance stocks less residual value is spread over the length of the contract for which the stock has been purchased.

Provisions are made against any slow moving or obsolete stock.

1.11 Current and deferred taxation

Current 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.

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

1. ACCOUNTING POLICIES (continued)

1.12 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the Profit and Loss Account

1.13 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year/ period

1.14 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2. TURNOVER

The whole of the turnover is attributable to the principal activity of the group

A geographical analysis of turnover is as follows

	2013 £	2012 £
United Kingdom	12,411,182	9,957,522
Rest of European Union	43,160	34,902
	<u>12,454,342</u>	<u>9,992,424</u>

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

3. OPERATING PROFIT

The operating profit is stated after charging/(crediting)

	2013 £	2012 £
Amortisation - intangible fixed assets	228,771	257,007
Depreciation of tangible fixed assets		
- owned by the group	119,826	85,940
- held under finance leases	60,480	-
Operating lease rentals		
- plant and machinery	19,353	5,858
- other operating leases	450,671	380,908
Difference on foreign exchange	(1,031)	6,637
Exceptional administration expenses	383,332	34,173
	<u> </u>	<u> </u>

Exceptional costs of £103,849 (2012 £Nil) and £273,489 (2012 £34,173) have been included within cost of sales and administration expenses respectively. These have arisen as follows:

The group has incurred costs relating to compensation for loss of office and related fees following the resignation of two directors in the year of £220,263 (2012 £nil).

Restructuring certain departments in the business cost a total of £163,069 (2012 £34,173).

4. AUDITORS' REMUNERATION

	2013 £	2012 £
Fees payable to the company's auditors and its associates in respect of		
Fees for the audit of subsidiaries of the company	25,875	27,000
Fees for non-audit services	7,530	10,665
	<u> </u>	<u> </u>

Total group audit fees of £25,875 (period ending 31 August 2012 £27,000) were borne by the company's subsidiary company Vista Retail Support Limited with no recharge to the company.

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

5. STAFF COSTS

Staff costs, including directors' remuneration, were as follows

	2013 £	2012 £
Wages and salaries	5,211,407	3,913,769
Social security costs	554,086	432,982
Other pension costs	32,685	35,274
	<u>5,798,178</u>	<u>4,382,025</u>

The average monthly number of employees for the group, including the directors, during the year was as follows

	2013 Number	2012 Number
Administration	10	9
Sales	12	12
Technical	142	143
Warehouse	12	10
	<u>176</u>	<u>174</u>

The company has no employees other than the directors

6. DIRECTORS' REMUNERATION

	2013 £	2012 £
Aggregate emoluments	<u>461,019</u>	<u>296,991</u>
Company pension contributions to money purchase pension schemes	<u>15,182</u>	<u>10,237</u>
Compensation for loss of office	<u>183,575</u>	<u>109,512</u>

During the year retirement benefits were accruing to 3 directors (2012 - 3) in respect of defined contribution pension schemes

Directors' emoluments for the company are borne by a subsidiary company, Vista Retail Support Limited. Non executive directors' fees of £71,471 (period ended 31 August 2012 £87,960) have been incurred by Vista Support Services Group Limited and re-charged to Vista Retail Support Limited as a management charge.

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

7. INTEREST PAYABLE AND SIMILAR CHARGES

	2013 £	2012 £
On bank loans and other loans	227,577	188,548
Amortisation of debt issue costs	60,012	50,010
On finance leases and hire purchase agreements	3,889	-
	<u>291,478</u>	<u>238,558</u>

8. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2013 £	2012 £
Analysis of tax charge in the year/period		
Current tax		
UK corporation tax charge on profit for the year/period	112,009	85,404
Adjustments in respect of prior periods	5,581	-
Total current tax	<u>117,590</u>	<u>85,404</u>
Deferred tax		
Origination and reversal of timing differences	18,337	2,091
Changes in tax rates	(2,181)	-
Total deferred tax (see note 16)	<u>16,156</u>	<u>2,091</u>
Tax on profit on ordinary activities	<u>133,746</u>	<u>87,495</u>

Factors affecting tax charge for the year/period

The tax assessed for the year/period is higher than (period ended 31 August 2012 higher than) the standard rate of corporation tax in the UK of 23.58% (2012 25.16%). The differences are explained below

	2013 £	2012 £
Profit on ordinary activities before tax	<u>351,877</u>	<u>188,811</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 23.58% (2012 25.16%)	82,973	47,505
Effects of:		
Non-tax deductible amortisation of goodwill and impairment	31,289	-
Expenses not deductible for tax purposes	16,085	50,577
Accelerated capital allowances	(18,301)	(3,956)
Adjustments to tax charge in respect of prior periods	5,581	-
Other timing differences	(37)	(3,134)
Tax at marginal rates	-	(5,588)
Current tax charge for the year/period	<u>117,590</u>	<u>85,404</u>

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

8. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

Factors that may affect future tax charges

The March 2013 Budget Statement announced changes to the UK Corporation tax rates that were substantively enacted as part of the Finance Bill 2013 on 2 July 2013. These reduced the main rate of corporation tax to 21% from 1 April 2014 and to 20% from 1 April 2015. As the changes have been substantively enacted at the balance sheet date their effects are included in these financial statements. Accordingly, the deferred tax balance has been calculated using a rate of 20%.

9. INTANGIBLE FIXED ASSETS

	Goodwill £
Group	
Cost	
At 1 September 2012 and 31 August 2013	4,640,914
Accumulated amortisation	
At 1 September 2012	257,007
Charge for the year	228,771
At 31 August 2013	485,778
Net book value	
At 31 August 2013	4,155,136
At 31 August 2012	4,383,907

10. TANGIBLE FIXED ASSETS

	L/Term Leasehold Property £	Plant and machinery £	Fixtures and fittings £	Computer equipment £	Total £
Group					
Cost					
At 1 September 2012	281,781	31,734	230,529	537,433	1,081,477
Additions	80,648	6,757	36,317	331,160	454,882
At 31 August 2013	362,429	38,491	266,846	868,593	1,536,359
Accumulated depreciation					
At 1 September 2012	158,501	20,614	181,547	445,200	805,862
Charge for the year	35,598	6,262	16,674	121,772	180,306
At 31 August 2013	194,099	26,876	198,221	566,972	986,168
Net book value					
At 31 August 2013	168,330	11,615	68,625	301,621	550,191
At 31 August 2012	123,280	11,120	48,982	92,233	275,615

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

10. TANGIBLE FIXED ASSETS (continued)

The net book value of assets held under finance leases or hire purchase agreements, included above, are as follows

	2013	2012
Group	£	£
Computer equipment	217,068	-

11. FIXED ASSET INVESTMENTS

Subsidiary undertakings

The following were subsidiary undertakings of the company

Name	Class of shares	Holding	Business
Vista Support Services Group Limited	Ordinary	100%	Holding company
Vista Retail Support Limited	Ordinary	100%	EPOS Maintenance
Vista Retail Services Limited	Ordinary	100%	Dormant

	Investments in subsidiary companies £
Company	
Cost or valuation	
At 1 September 2012 and 31 August 2013	4,006,000
Net book value	
At 31 August 2013	4,006,000
At 31 August 2012	4,006,000

The directors believe that the carrying value of the investments is supported by their underlying net assets

12. STOCKS

	Group	
	2013	2012
	£	£
Goods for resale	6,071	13,429
Maintenance stock	1,245,845	1,096,184
	1,251,916	1,109,613

The difference between purchase price or production cost of stocks and their replacement cost is not material

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

13. DEBTORS

	Group		Company	
	2013	2012	2013	2012
	£	£	£	£
Trade debtors	2,090,234	2,065,602	-	-
Other debtors	7,541	5,919	-	-
Called up share capital not paid	100	100	100	100
Prepayments and accrued income	609,546	549,284	-	-
	2,707,421	2,620,905	100	100

14. CREDITORS

Amounts falling due within one year

	Group		Company	
	2013	2012	2013	2012
	£	£	£	£
Bank loans and overdrafts	-	197,971	-	-
Other loans	621,491	156,778	-	-
Net obligations under finance leases and hire purchase agreements	91,381	-	-	-
Trade creditors	561,750	566,536	-	-
Amounts owed to group undertakings	-	-	-	1,206,000
Corporation tax	108,693	286,242	-	-
Other taxation and social security	427,030	405,711	-	-
Other creditors	3,863	3,587	-	-
Accruals and deferred income	2,694,403	3,001,238	-	-
	4,508,611	4,618,063	-	1,206,000

Amounts owed to group undertakings are unsecured, interest free and repayable on demand

Other loans total £643,428 (2012 £178,715) made up of amounts payable within one year on the facility, offset by £21,937 (2012 £21,937) of debt issue costs in relation to this facility

All outstanding amounts on loans must be repaid immediately upon occurrence of a flotation, change of control, or the sale of substantially all of the assets of the group

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

15. CREDITORS: Amounts falling due after more than one year

	Group	
	2013	2012
	£	£
Other loans	1,145,772	1,533,373
Net obligations under finance leases and hire purchase agreements	125,447	-
	1,271,219	1,533,373

Other loans include £1,188,831 (2012 £1,602,915) of amounts payable after more than one year on the facility, offset by £43,059 (2012 £69,542) of debt issue costs in relation to this facility

The maturity profile of the carrying amount of the other loans is set below

	Group	
	2013	2012
	£	£
Between one and two years		
Other loans	569,297	613,926
Between two and five years		
Other loans	576,475	919,447

The group has drawn down a loan from Finance Wales plc, a shareholder in the company. At 31 August 2013 the capital element of the loan was £1,414,286 (2012 £1,414,286). The debt bears interest of 12% and is repayable over a period to 1 October 2016. At 31 August 2013 interest accrued on this loan of £417,973 (2012 £367,344) has been included on the Balance Sheet, with £172,000 (2013 £156,778) being included within creditors due within one year and £245,973 (2012 £210,566) being included within creditors due after more than one year. Monitoring fees of £16,000 (2012 £16,000) have been expensed by the company in the period and all amounts have been paid over to Finance Wales plc.

Loans with a total value, excluding debt issue costs, of £1,832,259 (2012 £2,013,130) are repayable wholly or partly from the Balance Sheet date by installments.

Obligations under finance leases and hire purchase agreements, included above, are payable as follows

	Group	
	2013	2012
	£	£
Between one and five years	125,447	-

Net obligations under finance leases and hire purchase agreements are secured against the assets that they relate

Fair value of financial instruments

The fair value of cash, other bank deposits and short term borrowings approximates to book values due to the short maturity of these instruments.

The fair value of the other financial liabilities is not significantly different to the book value.

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

16. DEFERRED TAXATION

	Group	
	2013	2012
	£	£
At beginning of year/period	2,091	-
Charge for the year	16,156	2,091
At end of year/period	18,247	2,091

The provision for deferred taxation is made up as follows

	Group	
	2013	2012
	£	£
Accelerated capital allowances	30,060	2,091
Short term timing differences	(11,813)	-
	18,247	2,091

17. CALLED UP SHARE CAPITAL

	2013	2012
	£	£
Allotted, called up and fully paid		
577,142 (2012 - 577,142) Ordinary shares of £0.01 each	5,771	5,771
432,858 (2012 - 432,858) Preferred Ordinary shares of £0.01 each	4,329	4,329
	10,100	10,100

18. RESERVES

	Share premium account	Profit and loss account
	£	£
Group		
At 1 September 2012	2,790,000	101,316
Profit for the financial year	-	218,131
At 31 August 2013	2,790,000	319,447

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

18. RESERVES (continued)

Company	Share premium account £	Profit and loss account £
At 1 September 2012	2,790,000	-
Profit for the financial year	-	1,206,000
	<u>2,790,000</u>	<u>1,206,000</u>
At 31 August 2013	<u>2,790,000</u>	<u>1,206,000</u>

19. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

Group	2013 £	2012 £
Opening shareholders' funds	2,901,416	-
Profit for the financial year/ period	218,131	101,316
Shares issued during the year/period	-	10,100
Share premium on shares issued (net of expenses)	-	2,790,000
	<u>3,119,547</u>	<u>2,901,416</u>
Closing shareholders' funds	<u>3,119,547</u>	<u>2,901,416</u>

Company	2013 £	2012 £
Opening shareholders' funds	2,800,100	-
Profit for the financial year/period	1,206,000	-
Shares issued during the year/period	-	10,100
Share premium on shares issued (net of expenses)	-	2,790,000
	<u>4,006,100</u>	<u>2,800,100</u>
Closing shareholders' funds	<u>4,006,100</u>	<u>2,800,100</u>

The company has taken advantage of the exemption contained within section 408 of the Companies Act 2006 not to present its own Profit and Loss Account

The profit for the year/period dealt with in the accounts of the company was £1,206,000 (2012 - £Nil)

20. NET CASH FLOW FROM OPERATING ACTIVITIES

	2013 £	2012 £
Operating profit	643,345	426,754
Amortisation of intangible fixed assets	228,771	257,007
Depreciation of tangible fixed assets	180,306	85,940
Increase in stocks	(142,303)	(329,835)
Increase in debtors	(86,516)	(259,365)
Decrease in creditors	(290,026)	(214,253)
	<u>533,577</u>	<u>(33,752)</u>
Net cash inflow/(outflow) from operating activities	<u>533,577</u>	<u>(33,752)</u>

VISTA RETAIL SUPPORT HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2013**

21 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH FLOW STATEMENT

	2013 £	2012 £
Returns on investments and servicing of finance		
Interest received	10	615
Interest paid	(176,958)	(141,719)
Hire purchase interest	(3,879)	-
	<u>(180,827)</u>	<u>(141,104)</u>
Net cash outflow from returns on investments and servicing of finance	<u>(180,827)</u>	<u>(141,104)</u>
	2013 £	2012 £
Capital expenditure and financial investment		
Purchase of intangible fixed assets	-	(6,083)
Purchase of tangible fixed assets	(177,083)	(138,825)
	<u>(177,083)</u>	<u>(144,908)</u>
Net cash outflow from capital expenditure	<u>(177,083)</u>	<u>(144,908)</u>
	2013 £	2012 £
Acquisitions		
Purchase of subsidiary undertakings	-	(1,206,000)
Cash acquired with subsidiary undertakings	-	2,812,065
	<u>-</u>	<u>1,606,065</u>
Net cash inflow from acquisitions and disposals	<u>-</u>	<u>1,606,065</u>
	2013 £	2012 £
Financing		
Repayment of loans	(231,500)	(550,500)
Repayment of finance leases	(60,971)	-
	<u>(292,471)</u>	<u>(550,500)</u>
Net cash outflow from financing	<u>(292,471)</u>	<u>(550,500)</u>

VISTA RETAIL SUPPORT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2013

22. ANALYSIS OF CHANGES IN NET DEBT

	1 September 2012	Cash flow	Other non-cash changes	31 August 2013
	£	£	£	£
Cash at bank and in hand	664,903	(411,943)	-	252,960
Debt:				
Finance leases	-	60,971	(277,799)	(216,828)
Debts due within one year	(354,749)	231,500	(498,242)	(621,491)
Debts falling due after more than one year	(1,533,373)	-	387,601	(1,145,772)
Net debt	(1,223,219)	(119,472)	(388,440)	(1,731,131)

23. PENSION COMMITMENTS

The group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension cost charge represents contributions payable by the group to the fund and amounted to £32,685 (period ended 31 August 2012 £35,274). Contributions totalling £2,075 (period ended 31 August 2012 £2,231) were payable to the fund at the balance sheet date and are included in creditors.

24. OPERATING LEASE COMMITMENTS

At 31 August the group had annual commitments under non-cancellable operating leases as follows

	Land and buildings			Other
	2013	2012	2013	2012
	£	£	£	£
Group				
Expiry date:				
Within 1 year	-	-	25,825	51,838
Between 2 and 5 years	106,700	49,700	335,434	311,553
After more than 5 years	-	57,000	-	-
Total	106,700	106,700	361,259	363,391

25. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemptions conferred by FRS 8 'Related Party Disclosures' from the requirement to disclose transactions with wholly owned subsidiaries for which the company is the ultimate parent entity.

26. CONTROLLING PARTY

In the opinion of the directors there is no ultimate controlling party as no individual shareholder holds 50% or more of the share capital.