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Report of the Directors and

**Financial Statements** 

for the Year Ended 30 April 2006

for

**Business Evolution Group Plc** 

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## Company Information for the Year Ended 30 April 2006

DIRECTORS:

P Hastrop

Mrs J M Hastrop

I Foster A J Brunt

SECRETARY:

A J Brunt

REGISTERED OFFICE:

Sovereign Business Park

48 Willis Way

Poole Dorset BH15 3TB

**REGISTERED NUMBER:** 

1815294 (England and Wales)

**AUDITORS:** 

Inspire Audit Services Ltd

Registered Auditors The Coach House

Longham Business Centre

168 Ringwood Road

Ferndown Dorset BH22 9BU

## Report of the Directors for the Year Ended 30 April 2006

The directors present their report with the financial statements of the company for the year ended 30 April 2006.

#### PRINCIPAL ACTIVITIES

The principal activities of the company in the year under review were those of commercial stationers and suppliers of office furniture.

### **REVIEW OF BUSINESS**

The results for the year and financial position of the company are as shown in the annexed financial statements.

The last financial year saw a significant drop in turnover mainly due to the loss of one national account who relocated their distribution centre to the Midlands.

In response to the drop in turnover and gross profit the operational structure of the business has been totally reviewed to reduce cost and improve efficiency whilst maintaining high levels of customer service.

The streamlining of our operation was further assisted by the introduction of a new supply chain from our buying group, Advantia Business Solutions which helped consolidate our supplier base and increase stock turn.

Our objectives for the next financial year are to both diversify, and continue to invest in the sales capability of our office stationery and furniture divisions whilst taking further cost out of our operating structure.

#### DIVIDENDS

Interim dividends per share on the Ordinary £0.10 shares were paid as follows:

16391	- 31 May 2005
16392	- 30 June 2005
16392	- 31 July 2005
16391	- 31 August 2005
16392	- 30 September 2005
16392	- 31 October 2005
<b>1</b> 6391	- 30 November 2005
16392	- 31 December 2005
16392	<ul> <li>- 31 January 2006</li> </ul>
16391	<ul> <li>- 28 February 2006</li> </ul>
16392	- 31 March 2006
16391	- 30 April 2006
196699	

The directors recommend that no final dividend be paid on these shares.

The total distribution of dividends for the year ended 30 April 2006 will be £196,699.

#### **DIRECTORS**

The directors during the year under review were:

P Hastrop Mrs J M Hastrop I Foster A J Brunt

The beneficial interests of the directors holding office on 30 April 2006 in the issued share capital of the company were

as follows:	30.4.06	1.5.05
Ordinary £0.10 shares		
P Hastrop Mrs J M Hastrop	360,000 40,000	360,000 40,000
I Foster	100,000	100,000
A J Brunt	•	-

### **COMPANY'S POLICY ON PAYMENT OF CREDITORS**

Terms of payment are agreed with suppliers and abided by. The number of creditor days outstanding at the year end was 65 days.

Report of the Directors for the Year Ended 30 April 2006

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements for each financial year which 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 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;
- 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

## STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

#### **AUDITORS**

The auditors, Inspire Audit Services Ltd, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

P Hastrop - Director

Date: 26/1,/2006

## Report of the Independent Auditors to the Shareholders of **Business Evolution Group Plc**

We have audited the financial statements of Business Evolution Group Plc for the year ended 30 April 2006 on pages five to sixteen. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditors' 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 auditors

As described on page three the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Report of the Directors is consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Report of the Directors and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements:

Inspire Audit Sovice Limited.

- give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 April 2006 and of its profit for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

In our opinion the information given in the report of the directors is consistent with the financial statements.

Inspire Audit Services Ltd Registered Auditors

The Coach House Longham Business Centre 168 Ringwood Road

Ferndown Dorset **BH22 9BU** 

Date: 28. 11. 06.

## **Profit and Loss Account** for the Year Ended 30 April 2006

		30.4.0	6	30.4.0	5
	Notes	£	£	£	£
TURNOVER			4,867,690		6,599,509
Cost of sales			3,108,712		4,399,259
GROSS PROFIT			1,758,978		2,200,250
Distribution costs Administrative expenses		73,258 1,492,167	1,565,425	119,270 1,736,577	1,855,847
			193,553		344,403
Other operating income			40,202		28,196
OPERATING PROFIT	3		233,755		372,599
Interest receivable and similar income			4,088		2,706
			237,843		375,305
Interest payable and similar charges	4		1,252		4,067
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			236,591		371,238
Tax on profit on ordinary activities	5		47,164		86,331
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION			189,427		284,907
Retained profit brought forward: As previously reported Prior year adjustments	7	290,424		302,333 (100,117)	
As restated			290,424		202,216
			479,851		487,123
Dividends	6		(196,699)		(196,699)
RETAINED PROFIT CARRIED FORWAR	RD		£283,152		£290,424

## **CONTINUING OPERATIONS**

None of the company's activities were acquired or discontinued during the current and previous years.

# Statement of Total Recognised Gains and Losses for the Year Ended 30 April 2006

	30.4.06	30.4.05
	£	£
PROFIT FOR THE FINANCIAL YEAR	189,427	284,907
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	£189,427	284,907
Prior year adjustment		(100,117)
TOTAL GAINS AND LOSSES RECOGNISED SINCE LAST ANNUAL REPORT		£184,790

Balance Sheet 30 April 2006

		30.4.0	06	30.4.0	)5
	Notes	£	£	£	£
FIXED ASSETS:			400 742		151,069
Intangible assets	8		100,713		77,880
Tangible assets	9		69,111		35,413
Investments	10		35,413		
			205,237		264,362
CURRENT ASSETS:					
Stocks	11	104,924		272,808	
Debtors	12	892,001		1,237,551	
Cash at bank and in hand		22		102,953	
		996,947		1,613,312	
CREDITORS: Amounts falling	13	831,304		1,494,542	
due within one year	13				
NET CURRENT ASSETS:			165,643		118,770
TOTAL ASSETS LESS CURRENT LIABILITIES:			370,880		383,132
CREDITORS: Amounts falling					25 402
due after more than one year	14		30,203		35,183
			£340,677		£347,949
CAPITAL AND RESERVES:	47		50,000		50,000
Called up share capital	17		7,525		7,525
Share premium Profit and loss account	18		283,152		290,424
Tront and loss account					
SHAREHOLDERS' FUNDS:	20		£340,677		£347,949 ———
			- 1 1		

I Foster - Director

P Hastrop - Director

# Cash Flow Statement for the Year Ended 30 April 2006

		30.4	.06	30.4	.05
	Notes	£	£	£	£
Net cash inflow from operating activities	1		141,222		574,190
Returns on investments and servicing of finance	2		2,836		(1,361)
Taxation			(87,292)		(78,904)
Capital expenditure	2		(21,768)		(223,604)
Equity dividends paid		•	(196,699)		(196,699)
			(161,701)		73,622
Financing	2		22,803		(2,307)
(Decrease)/Increase in cash in the pe	eriod		£(138,898)		£71,315

Reconciliation of net cash flow to movement in net funds	3			
(Decrease)/Increase in cash in the period Cash outflow/(inflow)	(	138,898)	71,315	
from decrease/(increase) in debt and lease financing	_	4,980	(4,039)	
Change in net funds resulting from cash flows		(133,	918)	67,276
Movement in net funds in the period Net funds at 1 May		(133, <sup>1</sup> 90,	•	67,276 23,227
Net (debt)/funds at 30 April		£(43,	415)	£90,503

# Notes to the Cash Flow Statement for the Year Ended 30 April 2006

## 1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

		30.4.06 £	30.4.05 £
	Operating profit Depreciation charges Profit on sale of fixed assets Decrease in stocks Decrease/(Increase) in debtors (Decrease)/Increase in creditors	233,755 81,935 (1,042) 167,884 345,550 (686,860)	372,599 96,508 (1,308) 17,879 (99,156) 187,668
	Net cash inflow from operating activities	141,222	574,190
2.	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW	STATEMENT	
		30.4.06 £	30.4.05 £
	Returns on investments and servicing of finance Interest received Interest paid Interest element of hire purchase or finance lease rentals payments  Net cash inflow/(outflow) for returns on investments and servicing of finance	4,088 (369) (883) 2,836	2,706 (1,988) (2,079) (1,361)
	Capital expenditure Purchase of intangible fixed assets Purchase of tangible fixed assets Sale of tangible fixed assets	(25,172) 3,404	(201,425) (26,232) 4,053
	Net cash outflow for capital expenditure and financial investment	(21,768)	(223,604)
	Financing Amount introduced by directors Amount withdrawn by directors	22,803	(2,307)
	Net cash inflow/(outflow) from financing	22,803	(2,307)

# Notes to the Cash Flow Statement for the Year Ended 30 April 2006

3.	ANALYSIS OF CHANGES IN NET FUNDS	At 1.5.05 £	Cash flow £	At 30.4.06 £
	Net cash: Cash at bank and in hand Bank overdraft	102,953	(102,931) (35,967) (138,898)	22 (35,967) (35,945)
	Debt: Hire purchase or finance leases	(12,450) (12,450)	4,980	(7,470) (7,470)
	Total	90,503	(133,918)	(43,415)
	Analysed in Balance Sheet			
	Cash at bank and in hand Bank overdraft Hire purchase	102,953 -		22 (35,967)
	or finance leases within one year after one year	(4,980) (7,470)		(4,980) (2,490)

90,503

(43,415)

## Notes to the Financial Statements for the Year Ended 30 April 2006

### 1. ACCOUNTING POLICIES

#### **Accounting convention**

The financial statements have been prepared under the historical cost convention.

#### Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

#### Goodwil

Goodwill, being the amount paid in connection with the acquisition of a business in 2004, is being written off evenly over its estimated useful life of four years.

#### Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Leasehold property

- not provided

Fixtures and fittings

- between 12%

25% on reducing balance

Motor vehicles Computer equipment - 25% on reducing balance- 25% on reducing balance

#### Stocks

Stock is valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

#### Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

### Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account as incurred.

## Consolidation

The company has not prepared group accounts on the grounds that all of the subsidiary undertakings have remained dormant since they were acquired by the company. None of the balances remaining in the subsidiary undertakings are considered by the directors to be material to the company (see note 10).

30.4.06

30.4.05

The accounts present information about the company as an individual undertaking and not about its group.

### 2. STAFF COSTS

Wages and salaries Social security costs	50.4.06 £ 780,048 72,200	969,291 91,585
	852,248	1,060,876
The average monthly number of employees during the year was as follows:	30.4.06	30.4.05
Directors Accounts and Administration Sales and Sales Administration Warehouse and Distribution	4 7 13 21 — 45	4 8 14 25 — 51

## Notes to the Financial Statements for the Year Ended 30 April 2006

#### 3. **OPERATING PROFIT**

The operating profit is stated after charging/(crediting):

	•		
	Hire of plant and machinery Depreciation - owned assets Profit on disposal of fixed assets Goodwill written off Auditors' remuneration Rent of Property	30.4.06 £ (611) 31,579 (1,042) 50,356 11,001 112,986	30.4.05 £ 1,267 46,152 (1,308) 50,356 13,115 107,246
	Directors' emoluments	78,285 ———	86,179
4.	INTEREST PAYABLE AND SIMILAR CHARGES	30.4.06	30.4.05 £
	Bank interest Hire purchase	£ 369 883 1,252	1,988 2,079 4,067
5.	TAXATION		
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows:	30,4.06 £	30.4.05 £
	Current tax: UK corporation tax	47,164	86,331
	Tax on profit on ordinary activities	47,164	86,331
	UK corporation tax was charged at 30% in 2005.		

Factors affecting the tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

Profit on ordinary activities before tax	30.4.06 £ 236,591	30.4.05 £ 371,238
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2005 - 19%)	44,952	70,535
Effects of: Prior year adjustment Disallowables - Ent, Keyman, Gifts Unprovided deferred tax Profits tax at more than 19%	3,183 (971)	(480) 3,194 565 12,517
Current tax charge	47,164	86,331

6.

# Notes to the Financial Statements for the Year Ended 30 April 2006

•	DIVIDENDS	30.4.06 £	30.4.05 £
	Equity shares: Ordinary shares of £0.10 each Interim	196,699	196,699
		196,699	196,699

### 7. PRIOR YEAR ADJUSTMENTS

The prior year adjustment represents the writing down of the investment in Guarantee Business Equipment and Supplies Limited to its net asset value of £27,713. The investment was purchased on 31 December 2001 for £127,830. Since the Company purchased Guarantee Business Equipment and Supplies Limited all the trade has been absorbed into Business Evolution Group Plc.

The directors are of the opinion that the additional cost of the investment should have been written off to the profit and loss account on purchase. An amount of £100,117 has therefore been debited to reserves brought forward

### 8. INTANGIBLE FIXED ASSETS

INTANGIBLE FIXED ASSETS	Goodwill
	£
COST: At 1 May 2005 and 30 April 2006	201,425
AMORTISATION: At 1 May 2005 Charge for year	50,356 50,356
At 30 April 2006	100,712
NET BOOK VALUE: At 30 April 2006	100,713
At 30 April 2005	151,069

### 9. TANGIBLE FIXED ASSETS

o. Milosee Mee Mee	Leasehold property	Fixtures and fittings	Motor vehicles	Computer equipment	Totals
	£		£	£	£
COST:				00.000	COO 000
At 1 May 2005	3,841	488,015	178,176	29,868	699,900
Additions	-	6,300		18,872	25,172
Disposals			(24,711)		(24,711)
At 30 April 2006	3,841	494,315	153,465	48,740	700,361
DEPRECIATION:					
At 1 May 2005	-	445,242	151,967	24,811	622,020
Charge for year	-	16,177	11,535	3,867	31,579
Eliminated on disposals	-	-	(22,349)		(22,349)
At 30 April 2006	-	461,419	141,153	28,678	631,250
NET BOOK VALUE:					
At 30 April 2006	3,841	32,896	12,312	20,062	69,111 ————
At 30 April 2005	3,841	42,773	26,209	5,057	77,880

Included within fixed assets at 30 April 2006 are vehicles held under Hire Purchase contracts at a written down value of £10,375 (2005: £14,525). Depreciation charged on those vehicles amounted to £4,150 (2005: £2,075).

# Notes to the Financial Statements for the Year Ended 30 April 2006

## 10. FIXED ASSET INVESTMENTS

Investments (neither listed nor unlisted) were as follows:		
modulione (notator notes as a second	30.4.06	30.4.05
	£	£
Unlisted Investments at Cost	35,413	35,413

### SUBSIDIARY COMPANIES

Name of Company	Description of Holding	Proportion of Capital Held	Capital and Reserves
Dialstat Limited *	Ordinary £1 Shares	100%	£100
Isis Interiors Limited *	Ordinary £1 Shares	100%	£100
Guarantee Business Equipment and Supplies Limited **	Ordinary £1 Shares	100%	£27,713

<sup>\*</sup> These companies are dormant.

The results for all the subsidiaries after taxation are Nil (2004: Nil)

All the subsidiary companies are registered in England & Wales.

Guarantee Business Equipment and Supplies Limited has been written down to its net asset value in 2005.

### OTHER INVESTMENTS

	Costs Consortium Limited	Ordinary £1 Shares	0.10%		£7,500
11.	<b>STOCKS</b>			30.4.06 £	30.4.05 £
	Stock			104,924	272,808
12.	DEBTORS: AMOUNTS FALL DUE WITHIN ONE YEAR	ING		30.4.06 £	30.4.05 £
	Trade debtors Other debtors Prepayments & accrued incon	ne		682,522 120,802 88,677	974,252 140,365 122,934
				892,001	1,237,551

<sup>\*\*</sup> This company was acquired on 31 December 2001, and the trade was absorbed into that of Business Evolution Group Plc. It is therefore not trading separately.

# Notes to the Financial Statements for the Year Ended 30 April 2006

## 13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30.4.06 £	30.4.05 £
Bank loans and overdrafts (see note 15) Trade creditors Directors current accounts Hire purchase Other creditors Social security & other taxes Taxation Accrued expenses	35,967 554,754 36,243 4,980 51,273 66,554 46,684 34,849	1,103,845 13,440 4,980 108,094 77,768 86,812 99,603

The Company's bank holds an unlimited debenture over the company's assets dated February 1989.

# 14. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

DUE AFTER MORE THAN ONE TEAN	30.4.06 £	30.4.05 £
Hire purchase Inter company loans	2,490 27,713	7,470 27,713
	30,203	35,183

## 15. LOANS AND OVERDRAFTS

An analysis of the maturity of loans and overdrafts is given below:

	30.4.06 £	30.4.05 £
Amounts falling due within one year or on demand:		
Bank overdrafts	35,967	

### 16. OPERATING LEASE COMMITMENTS

The following payments are committed to be paid within one year:

### Operating leases

	Land and buildings		Other	
	30.4.06 £	30.4.05 £	30.4.06 £	30.4.05 £
Expiring: Within one year Between one and five years In more than five years	37,000 77,000	37,000 77,000	5,333 1,334 	10,732 1,334 -
	114,000	114,000	6,667	12,066

## Notes to the Financial Statements for the Year Ended 30 April 2006

#### 17. CALLED UP SHARE CAPITAL

Authorised: Number:	Class:	Nominal value:	30.4.06 £	30.4.05 £
50,000 500,000	Ordinary Ordinary	£1 £0.10	50,000 50,000	50,000 50,000
000,000	o.c.ma.y		100,000	100,000
Allotted, issu	ed and fully paid:			
Number:	Class:	Nominal value:	30.4.06 £	30.4.05 £
500,000	Ordinary	£0.10	50,000	50,000
Both types o	f shares have rights to divid	lends and voting rights.		
SHARE PRE	MIUM			22.4.2-
			30.4.06 £	30.4.05 £
Brought forw	ard		7,525	7,525

### 19. RELATED PARTY DISCLOSURES

18.

During the year, consultancy fees of £15,000 (2005 : £14,500) were charged to the company by A Brunt, a director.

In July 1998 the freehold property was sold to the Dial Stat Limited (1985) Directors Self Administered Pension Plan. After an initial two year period fixed at £70,000 per annum, the rent was agreed at £73,544 for 2000/01, and thereafter yearly increases of 2.5% or RPI, whichever is higher. The lease is for 17 years from July 1998.

At the year end the Company owed an amount to a wholly owned subsidiary, Guarantee Business Equipment and Supplies Limited, of £27,713 (2005 : £27,713)

## 20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

RECONCILIATION OF MOVEMENTO IN OFFICE POLICY CASE	30.4.06 £	30.4.05 £
Profit for the financial year Dividends	189,427 (196,699)	284,907 (196,699)
Net (reduction)/addition to shareholders' funds Opening shareholders' funds	(7,272) 347,949	88,208 259,741
Closing shareholders' funds	340,677	347,949
Equity interests	340,677	347,949

#### 21. CONTROL

Throughout the period the company was under the control of Mr P R Hastrop.