

Company Registration No. 2518921

**JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2012**

**RE-SCAN**

MONDAY



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# **JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

## **COMPANY INFORMATION**

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**Directors**

M J Meller  
D R Meller  
J N Curtis FCA  
J C McGrath ACMA

**Secretary**

J C McGrath ACMA

**Company Number**

2518921

**Registered Office**

Unit H  
Bedford Business Park  
Mile Road  
Bedford  
MK42 9TW

**Auditor**

KPMG LLP, Statutory Auditor  
Chartered Accountants  
Altius House  
One North Fourth Street  
Milton Keynes  
MK9 1NE

**Bank**

Lloyds Bank  
25 Gresham Street  
London  
EC2V 7HN

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**JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

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FOR THE YEAR ENDED 31 DECEMBER 2012**

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# **JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

## **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012**

The directors present their report and financial statements for the year ended 31 December 2012  
The company registration number is 2518921

### **Principal activities and review of the business**

The principal activity of the company continued to be that of the provision of management services, which it re-charges to other group companies. The company's directors consider the company's financial position and the business performance to be satisfactory. The company has kept close control over costs and the directors will continue to monitor cost levels to ensure an adequate return is achieved in the current economic climate.

### **Results and dividends**

The results for the year are set out on page 5. The directors do not recommend the payment of an ordinary dividend (2011: £nil).

### **Directors**

The following directors have held office since 1 January 2012:

M J Meller  
D R Meller  
J N Curtis FCA  
J C McGrath ACMA

### **Directors' interests**

None of the directors had any interest in the share capital of the company at any time during the current or prior year.

### **Political and charitable donations**

During the year the Company made donations to UK charities totalling £300 (2011: £100). The Company made no political donations during the current or prior year.


### **Statement of disclosure to auditor**

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 auditor is 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 auditor is aware of that information.

### **Auditor**

During the year, KPMG LLP was appointed as auditor of the company. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the board



J N Curtis FCA  
Director

24<sup>th</sup> Sept. 2013

## **JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS**

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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).

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.

## **JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

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We have audited the financial statements of Julius A Meller Management Services Limited for the year ended 31 December 2012 set out on pages 5 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

#### **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](http://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 31 December 2012 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.

#### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

## **JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JULIUS A MELLER MANAGEMENT SERVICES LIMITED (CONTINUED)**

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#### **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



**David Neale (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
Altus House  
One North Fourth Street  
Milton Keynes  
MK9 1NE

27 September 2013

## **JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

### **PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012**

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	Notes	2012 £	2011 £
Turnover	2	2,991,000	2,418,445
Administrative expenses		<u>(5,272,217)</u>	<u>(2,095,621)</u>
Operating profit	3	(2,281,217)	322,824
Interest receivable	4	31,195	5,251
Interest payable and similar charges	4	<u>-</u>	<u>(30,461)</u>
Profit on ordinary activities before taxation		(2,250,022)	297,614
Tax on profit on ordinary activities	5	<u>(63,669)</u>	<u>(83,188)</u>
Profit on ordinary activities after taxation	12	<u>(2,313,691)</u>	<u>214,426</u>

A Statement of Total Recognised Gains and Losses has not been prepared as the Company has no recognised gains or losses other than those reported above

All results arise from continuing operations

The notes on pages 7 to 15 form part of these financial statements




# JULIUS A MELLER MANAGEMENT SERVICES LIMITED

## BALANCE SHEET AS AT 31 DECEMBER 2012

	Notes	2012 £	2012 £	2011 £	2011 £
<b>Fixed assets</b>					
Tangible assets	6		-		73
<b>Current assets</b>					
Debtors	7	15,839,547		15,401,167	
Cash at bank and in hand		24,734		54,076	
		<u>15,864,281</u>		<u>15,455,243</u>	
<b>Creditors: amounts falling due within one year</b>	8	<u>(15,800,533)</u>		<u>(12,656,372)</u>	
<b>Net current assets</b>			<b>63,748</b>		<b>2,798,871</b>
<b>Total assets less current liabilities</b>			<u><b>63,748</b></u>		<u><b>2,798,944</b></u>
<b>Creditors: amounts falling due after more than one year</b>	9		<b>(59,462)</b>		<b>(480,967)</b>
<b>Net assets</b>			<u><b>4,286</b></u>		<u><b>2,317,977</b></u>
<b>Capital and reserves</b>					
Called up share capital	11		<b>1,000</b>		<b>1,000</b>
Profit and loss account	12		<b>3,286</b>		<b>2,316,977</b>
<b>Shareholders' funds</b>	13		<u><b>4,286</b></u>		<u><b>2,317,977</b></u>

The financial statements were approved by the Board on 24<sup>th</sup> September 2013

  
J N Curtis FCA  
Director

The notes on pages 7 to 15 form part of these financial statements

## **JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012**

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#### **1. Accounting policies**

##### **1 1 Basis of accounting**

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements

As the Company is a wholly owned subsidiary of Meller Group Limited, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties) The consolidated financial statements of Meller Group Limited, within which this Company is included, can be obtained from Companies House, Crown Way, Maundy, Cardiff, CF14 3UZ

The financial statements have been prepared on the going concern basis of accounting which the director believes to be appropriate because there are no material uncertainties related to events or conditions that may cast significant doubt about the ability of the company to continue to trade as a going concern

##### **1 2 Turnover**

Turnover represents the invoiced value of services provided net of VAT

##### **1 3 Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost less depreciation Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows

Fixtures, fittings & equipment	33% per annum straight line basis
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##### **1 4 Pensions**

The company operates a defined contribution pension scheme covering the majority of its permanent employees Pension costs charged against profit represent the amount payable to the scheme in respect of the period

# **JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012**

### **1 Accounting policies (continued)**

#### **1.5 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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profit and its results as stated in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

### **2 Turnover**

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

### **3 Operating profit**

	2012 £	2011 £
Operating profit is stated after charging		
Depreciation of tangible assets	73	442
Auditor's remuneration		
Audit of these financial statements	4,625	14,620
Taxation	1,460	-
Provision for liabilities of fellow group undertaking	2,500,000	-
	<u>                    </u>	<u>                    </u>

### **4 Interest**

	2012 £	2011 £
Interest receivable		
Other interest	<u>31,195</u>	<u>5,251</u>
Interest payable		
Other interest	<u>-</u>	<u>30,461</u>

**JULIUS A MELLER MANAGEMENT SERVICES LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2012****5 Taxation**

	2012 £	2011 £
<b>UK corporation tax</b>		
Current tax on income for the period	15,000	83,188
Adjustment in respect of previous periods	(5)	-
Group relief paid for	48,692	-
Total current tax	63,687	83,188
<b>Deferred tax</b>		
Origination/reversal of timing difference	(18)	-
Tax on profit on ordinary activities	63,669	83,188
<b>Current tax reconciliation</b>		
Profit on ordinary activities before taxation	(2,250,022)	297,614
Theoretical tax at UK corporation tax rate 24.5% (2011: 26.5%)	(551,255)	78,868
Effects of		
Non deductible expenses	618,297	4,461
Difference between depreciation & capital allowances	17	(141)
Impact of marginal tax rate	(3,368)	-
Adjustment to tax charge in respect of prior periods	(5)	-
Impact of rate difference between deferred and current tax	1	-
	614,942	4,320
Current tax charge	63,687	83,188

On 21st March 2012 the Chancellor announced the reduction in the main rate of UK corporation tax to 24 per cent with effect from 1st April 2012 and a further reduction to 23 per cent with effect from 1st April 2013. These changes became substantively enacted on 26th March 2012 and 3rd July 2012 respectively and therefore the effect of these rate reductions creates a reduction in the deferred tax which has been included in the figures above.

The March 2013 Budget announced that the rate will further reduce to 20% by 2015 in addition to the planned reduction to 21% by 2014 previously announced in the December 2012 Autumn Statement. It has not yet been possible to quantify the full anticipated effect of the announced further 3% rate reduction, although this will further reduce the company's future current tax charge.

## **JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012**

#### **6. Tangible fixed assets**

	<b>Fixtures, fittings &amp; equipment £</b>	<b>Total £</b>
<b>Cost</b>		
At 1 January 2012	3,903	3,903
At 31 December 2012	<u>3,903</u>	<u>3,903</u>
<b>Depreciation</b>		
At 1 January 2012	3,830	3,830
Charge for the year	73	73
At 31 December 2012	<u>3,903</u>	<u>3,903</u>
<b>Net book value</b>		
At 31 December 2012	<u>-</u>	<u>-</u>
At 31 December 2011	<u>73</u>	<u>73</u>

## **JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012**

#### **7 Debtors**

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
Amounts owed to parent and fellow subsidiary undertakings	<b>14,594,947</b>	15,388,873
Corporation tax	<b>4,379</b>	4,361
Other debtors	<b>20,900</b>	7,933
Other taxes and social security costs	<b>276,227</b>	-
Directors loans (see note 19)	<b>943,094</b>	-
	<b><u>15,839,547</u></b>	<b><u>15,401,167</u></b>

#### **8 Creditors: amounts falling due within one year**

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
Amounts owed to group undertakings	<b>12,597,086</b>	11,061,965
Corporation tax	<b>14,995</b>	83,188
Other taxes and social security costs	-	1,305,152
Other creditors	<b>3,891</b>	8,352
Accruals and deferred income	<b>3,184,561</b>	197,715
	<b><u>15,800,533</u></b>	<b><u>12,656,372</u></b>

**JULIUS A MELLER MANAGEMENT SERVICES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2012**

**9. Creditors: amounts falling due after more than one year**

	2012 £	2011 £
Other loans	<u>59,462</u>	<u>480,967</u>
<b>Analysis of loans</b>		
Wholly repayable within 5 years	59,462	480,967
Included in current liabilities	<u>-</u>	<u>-</u>
	<u>59,462</u>	<u>480,967</u>
<b>Loan maturity analysis</b>		
In more than one year but not more than two years	-	-
In more than two years but not more than five years	<u>59,462</u>	<u>480,967</u>

Other loans represent a loan from the directors. The loan from directors is payable in full after 2012. Interest paid in the year ended 31 December 2012 amounted to £12,038 (2011 £29,944).

**10. Pension costs**

**Defined contribution**

	2012 £	2011 £
Contributions payable by the company as at 31 December		
Directors	11,576	13,087
Staff	<u>1,698</u>	<u>-</u>

**JULIUS A MELLER MANAGEMENT SERVICES LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2012****11. Share capital**

	2012 £	2011 £
<b>Authorised</b>		
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<b>Allotted, called up and fully paid</b>		
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

**12. Profit and loss account**

	2012 £	2011 £
At 1 January 2012	2,316,977	2,102,551
(Loss)/profit for the year	<u>(2,313,691)</u>	<u>214,426</u>
At 31 December 2012	<u>3,286</u>	<u>2,316,977</u>

**13. Reconciliation of movements in shareholders' funds**

	2012 £	2011 £
Opening shareholders' funds	2,317,977	2,103,551
(Loss)/profit for the financial year	<u>(2,313,691)</u>	<u>214,426</u>
Closing shareholders' funds	<u>4,286</u>	<u>2,317,977</u>

**14. Contingent liabilities**

The company has guaranteed the borrowing of its parent company and fellow subsidiaries as part of group banking arrangements. The borrowings are secured by a fixed and floating charge over the assets of the companies involved. At 31 December 2012 the contingent liability in respect of this guarantee was £1,304,552 (2011 £3,339,179)

The company is included in a group registration for VAT purposes with its parent company and fellow subsidiaries. All members of the VAT group are jointly and severally liable for the total amount of VAT due, and at 31 December 2012 the contingent liability in respect of this registration was £1,059,324 (2011. £1,152,295)



**JULIUS A MELLER MANAGEMENT SERVICES LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2012****15. Directors' emoluments**

	2012 £	2011 £
Emoluments for qualifying services	2,297,793	1,519,019
Company pension contributions to money purchase schemes	<u>11,576</u>	<u>11,438</u>
	<u>2,309,369</u>	<u>1,530,457</u>

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 3 (2011. 3).

Emoluments disclosed above include the following amounts paid to the highest paid director

	2012 £	2011 £
Emoluments for qualifying services	<u>923,734</u>	<u>480,170</u>

**16. Employees****Number of employees**

The average monthly number of employees (including directors) during the year was

	2012 Number	2011 Number
Management	5	5
<b>Employment costs</b>	<b>2012 £</b>	<b>2011 £</b>
Wages and salaries	2,224,869	1,568,384
Social security costs	270,047	214,441
Other pension costs	<u>13,274</u>	<u>13,087</u>
	<u>2,508,190</u>	<u>1,795,912</u>

**17. Control**

The company's parent undertaking is Meller Group Limited, incorporated in England, which heads the smallest and largest group in which the results of the company are consolidated. Copies of the group financial statements of Meller Group Limited are available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

**JULIUS A MELLER MANAGEMENT SERVICES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2012**

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**18. Related party transactions**

The company has taken advantage of the exemption in Financial Reporting Standard No 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company

**19. Directors loans**

During the year, loans of £525,000 and £850,000 were provided to two of the directors of the Company. As at year end, the outstanding balances were £306,503 and £636,591 respectively. No interest was applied, and all amounts were repaid in April 2013.



Companies House

**COMPANY NAME:** Julius A Meller Management Services  
Limited

**COMPANY NUMBER:** 2518921

Pages from the accounts were administratively removed from the public  
register on 12<sup>th</sup> December 2013