METROPOLITAN INTERNATIONAL SCHOOLS LTD REPORT OF THE DIRECTORS AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

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COMPANY INFORMATION FOR THE YEAR ENDED 31 MARCH 2013

DIRECTORS.

G E Butler

J Bradik

SECRETARY:

J Bradik

REGISTERED OFFICE:

180 Piccadilly

London W1J 9HF

REGISTERED NUMBER:

02646404 (England and Wales)

AUDITORS:

Graham Keeble Partnership LLP

Chartered Accountants & Statutory Auditors

First Floor 5 Doolittle Yard Froghall Road Ampthill Bedfordshire MK45 2NW

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2013

The directors present their report with the financial statements of the company for the year ended 31 March 2013

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of marketing and providing open learning courses

REVIEW OF BUSINESS

The company uses EBITA (earning before interest, taxation and amortisation) as a key performance indicator EBITA was £1,426,621 (2012 -£1,219,408)

DIVIDENDS

No dividends will be distributed for the year ended 31 March 2013

FUTURE DEVELOPMENTS

The company is committed to providing and developing home study courses to meet the training requirement of individuals and organisations in all business sectors. The company will continue its strategy of delivering organic growth by increasing the number of student enrolments and extending the range of courses provided. The Board continues to review opportunities afforded by ecommerce and the internet.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2012 to the date of this report

G E Butler J Bradik

FINANCIAL INSTRUMENTS

The company's principal financial instruments comprise bank balances, bank overdrafts and trade creditors. The main purpose of these instruments is to raise funds for the company's operations and to finance the company's operations.

Due to the financial instruments used by the company there is no exposure to price risk. The company's approach to managing other risks applicable to the financial instruments concerned is shown below

In respect of bank balances the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of overdrafts at floating rates on interest

The bank overdrafts are repayable on demand but with the agreement of the bank. The company manages the liquidity risk by ensuring there are sufficient funds so as to not exceed the company's overdraft limit.

Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the year the company made charitable donations totalling £nil (2012 - £5,420)

CREDITOR PAYMENT POLICY

Payment terms are agreed with the company's major suppliers. The company endeavours to abide by these terms provided the supplier also complies by the terms of the contract

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2013

KEY RISKS

The company operates in excess of twelve wide ranging educational and vocational courses. The key risk to the company is for these courses to become outdated and therefore not so attractive to potential students. However, the company operates a continuous policy of improving existing courses and developing new and innovative courses for future students.

Employees

One of the significant issues for the company is how to attract, motivate, develop and retain good people. The company has good staff retention and aims to provide competitive remuneration packages to all staff.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true, and fair view of the state of affairs of the company and of the profit or loss of the company for that 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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 418 of the Companies Act 2006) 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 in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

AUDITORS

The auditors, Graham Keeble Partnership LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD:

J Bradik - Director

8 October 2013

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF METROPOLITAN INTERNATIONAL SCHOOLS LTD

We have audited the financial statements of Metropolitan International Schools Ltd for the year ended 31 March 2013 on pages six to sixteen. 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)

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 a Report of the Auditors 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 explained more fully in the Statement of Directors' Responsibilities set out on page three, 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

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 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 Report of the Directors 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 company's affairs as at 31 March 2013 and of its profit 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF METROPOLITAN INTERNATIONAL SCHOOLS LTD

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

Graham Keeble FCA (Senior Statutory Auditor)

for and on behalf of Graham Keeble Partnership LLP

Chartered Accountants & Statutory Auditors

First Floor

5 Doolittle Yard

Froghall Road

Ampthill

Bedfordshire

MK45 2NW

8 October 2013

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2013

		201		201	
	Notes	£	£	£	£
TURNOVER			50,959,919		82,032,698
Cost of sales			10,069,449		11,571,212
GROSS PROFIT			40,890,470		70,461,486
Administrative expenses			39,466,697		71,703,434
			1,423,773		(1,241,948)
Other operating income					20,980
OPERATING PROFIT/(LOSS)	3		1,423,773		(1,220,968)
Income from fixed asset investments Interest receivable and similar income		2,848 17,791		1,560 18,555	
			20,639		20,115
			1,444,412		(1,200,853)
Interest payable and similar charges	4		293		14,384
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION			1,444,119		(1,215,237)
Tax on profit/(loss) on ordinary activities	5		1,297		
PROFIT/(LOSS) FOR THE FINANCIAL YEAR			1,442,822		(1,215,237)
Retained profit brought forward			432,225		1,647,462
RETAINED PROFIT CARRIED FORWARD			1,875,047		432,225

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profit for the current year and the loss for the previous year

METROPOLITAN INTERNATIONAL SCHOOLS LTD (REGISTERED NUMBER: 02646404)

BALANCE SHEET 31 MARCH 2013

		20	13	20 ⁻	12
	Notes	£	£	£	£
FIXED ASSETS Tangible assets Investments	6 7		168,639 98,549		350,234 120,723
			267,188		470,957
CURRENT ASSETS					
Stocks Debtors Cash at bank	8 9	266,890 69,190,399 96,695		202,665 80,036,182 90,182	
		69,553,984		80,329,029	
CREDITORS Amounts falling due within one year	10	35,917,641		43,429,670	
NET CURRENT ASSETS			33,636,343		36,899,359
TOTAL ASSETS LESS CURRENT LIABILITIES			33,903,531		37,370,316
CREDITORS Amounts falling due after more than one year	: 11		32,025,484		36,935,091
•	.,				
NET ASSETS			1,878,047		435,225
CAPITAL AND RESERVES Called up share capital Profit and loss account	14		3,000 1,875,047		3,000 432,225
SHAREHOLDERS' FUNDS	18		1,878,047		435,225

The financial statements were approved by the Board of Directors on 8 October 2013 and were signed on its behalf by

J Bradik - Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2013

		2013		2012	
Not each inflamiliant form	Notes	£	£	£	£
Net cash inflow/(outflow) from operating activities	1		166,526		(60,102)
Returns on investments and servicing of finance	2		20,346		5,731
Taxation			20,483		(20,483)
Capital expenditure and financial investment	2		(39,575)		(160,425)
			167,780		(235,279)
Financing	2		-		(9,180)
Increase/(decrease) in cash in the	period		167,780		(244,459)
Reconciliation of net cash flow to movement in net debt	3				
Increase/(decrease) in cash in the period Cash outflow		167,780		(244,459)	
from decrease in debt and lease financing		-		14,414	
Change in net debt resulting from cash flows			167,780		(230,045)
Movement in net debt in the period Net debt at 1 April	i		167,780 (341,566)		(230,045) (111,521)
Net debt at 31 March			(173,786)		(341,566)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2013

1 RECONCILIATION OF OPERATING PROFIT/(LOSS) TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

	2013 £	2012 £
Operating profit/(loss)	1,423,773	(1,220,968)
Depreciation charges	251,003	171,032
(Profit)/loss on disposal of fixed assets	(7,660)	587
(Increase)/decrease in stocks	(64,225)	156,617
Decrease in debtors	10,825,301	21,947,289
Decrease in creditors	(12,261,666)	(21,114,659)
Net cash inflow/(outflow) from operating activities	166,526	(60,102)

2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2013 £	2012 £
Returns on investments and servicing of finance	-	
Interest received	17,791	18,555
Interest paid	(293)	(14,384)
Dividends received	2,848	1,560
Net cash inflow for returns on investments and servicing of		
finance	20,346	5,731
	 -	 "-
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(69,409)	(47,828)
Purchase of fixed asset investments	(126,378)	(120,723)
Sale of tangible fixed assets	200	
Sale of fixed asset investments	156,012	8,126 ————
Net cash outflow for capital expenditure and financial		
investment	(39,575)	(160,425)
		
Financing		
Capital repayments in year	-	(14,414)
Amount introduced by directors	-	9,289
Amount withdrawn by directors		(4,055) ———
Net cash outflow from financing		(9,180)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2013

ANALYSIS OF CHANGES IN NET DEBT			
	At 1 4 12 £	Cash flow £	At 31 3 13 £
Net cash Cash at bank Bank overdrafts	90,182 (431,748)	6,513 161,267	96,695 (270,481)
	(341,566)	167,780	(173,786)
Total	(341,566)	167,780	(173,786)

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

1 ACCOUNTING POLICIES

Accounting convention

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

Turnover

Turnover, excluding value added tax, from the sale of courses, is recognised on a monthly basis over the period of the course

Tangible fixed assets

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

Improvements to property
Fixtures and fittings
Office equipment

10% on reducing balance15% on reducing balance

- 50% on reducing balance

Stocks

Stocks are 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 material timing differences that have originated but not reversed at the balance sheet date

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance—sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives—Those held under finance leases are depreciated over their estimated useful lives or the lease—term, whichever is the shorter—

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

2 STAFF COSTS

	2013	2012
	£	£
Wages and salaries	2,040,018	493,936
Social security costs	180,669	42,196
Other pension costs	11,423	9,975
	2,232,110	546,107

2012

2013

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

2	STAFF COSTS - continued		
	The average monthly number of employees during the year was as follows	2013	2012
	Directors Administration	1 105 ——————————————————————————————————	2 14 ———————————————————————————————————
3	OPERATING PROFIT/(LOSS)		
	The operating profit (2012 - operating loss) is stated after charging/(crediting	1)	
	Hire of plant and machinery Depreciation - owned assets (Profit)/loss on disposal of fixed assets Patents and licences amortisation Auditors' remuneration	2013 £ 239,395 251,004 (7,660) 32,220	2012 £ 134,041 170,594 587 438 28,895
	Directors' remuneration	40,000	56,155 ———
4	INTEREST PAYABLE AND SIMILAR CHARGES	2013	2012
	Interest on overdue tax	£ 293 ———	£ 14,384
5	TAXATION		
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows	2013 £	2012 £
	Current tax		~
	UK corporation tax	1,297	
	Tax on profit/(loss) ол ordinary activities	1,297	

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

TAXATION - continued

Factors a	ffecting	the tax	charge
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The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below

difference is explained below				
			2013	2012
Profit/(loss) on ordinary activities before	tax		£ 1,444,119	£ (1,215,237)
Profit/(loss) on ordinary activities multiplied by the standard rate of corpora in the UK of 20% (2012 - 26%)	ation tax		288,824	(315,962)
·			200,02 ((010,002)
Effects of Expenses not deductible for tax purpose Income not taxable for tax purposes	s		1,981 (570)	4,020
Depreciation in excess of capital alloware Adjustments to tax charge in respect of p			2,872 -	16,561 (25,229)
Losses carried forward Capital Gains			(293,184) 1,374	320,610
Current tax charge			1,297	-
TANGIBLE FIXED ASSETS				
	Improvements to property £	Fixtures and fittings £	Office equipment £	Totals £
COST				
A	463 በሰበ	674 220	2 CC4 074	2 400 240

6

	Improvements to	Fixtures and	Office	
	property	fittings	equipment	Totals
COST	ž.	£	£	£
At 1 April 2012	163,009	674,230	2,661,071	3,498,310
Additions	103,009	3,272	66,137	69,409
Disposals	- -	(585,448)	(2,561,398)	(3,146,846)
At 31 March 2013	163,009	92,054	165,810	420,873
DEPRECIATION			<u> </u>	<u> </u>
At 1 April 2012	106,533	528,893	2,512,650	3,148,076
Charge for year	5,648	101,962	143,394	251,004
Eliminated on disposal		(585,448)	(2,561,398)	(3,146,846)
At 31 March 2013	112,181	45,407	94,646	252,234
NET BOOK VALUE				
At 31 March 2013	50,828	46,647	71,164 	168,639
At 31 March 2012	56,476	145,337	148,421	350,234
	 :			

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

7	FIXED ASSET INVESTMENTS		Listed
			investments
	COST At 1 April 2012 Additions Disposals		120,723 126,378 (148,552)
	At 31 March 2013		98,549
	NET BOOK VALUE At 31 March 2013		98,549
	At 31 March 2012		120,723
	Market value of listed investments at 31 March 2013 - £135,484 (2012 - £	(151,675)	
8	STOCKS	2013	2012
	Stocks	£ 266,890 ———	£ 202,665 ————
9	DEBTORS		
		2013 £	2012 £
	Amounts falling due within one year Trade debtors Other debtors Tax VAT Prepayments	29,480,492 1,697,893 - 3,472,549 429,802	39,484,226 2,285,088 20,483 2,499,777 197,217
		35,080,736	44,486,791
	Amounts falling due after more than one year		
	Trade debtors	34,109,663	35,549,391
	Aggregate amounts	69,190,399	80,036,182

Career Development Finance Limited and Career Finance 4 Trade Skills Limited are independent finance companies Both companies provide credit finance to a number of customers of Metropolitan International Schools Limited to enable them to fund the payment of their fees. Included in trade debtors is an amount of £40,808,605 (2012 - £43,651,171) due from Career Development. Finance Limited and an amount of £22,173,979 (2012 - £31,382,447) due from Career Finance 4 Trade. Skills Limited. By agreement between both companies and Metropolitan International Schools Limited, this balance is to be retained as collateral towards costs to complete the tuition of customers enrolled by the company.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

10	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2013 £	2012 £
	Bank loans and overdrafts (see note 12)	270,481	431,748
	Trade creditors	3,528,340	1,992,402
	Tax	1,297	•
	Social security and other taxes	47,010	47,744
	Other creditors	486,063	355,904
	Directors' current accounts	9,289	9,289
	Deferred income	28,666,762	•
	Accrued expenses	2,908,399	3,151,144
		35,917,641	43,429,670
11	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		2013 £	2012 £
	Deferred income	32,025,484	36,935,091

This is income that is to be recognised in future periods by the company since courses provided to students can vary in length up to three and half years

12 LOANS

An analysis of the maturity of loans and overdrafts is given below		
•	2013	2012
	£	£
Amounts falling due within one year or on demand		
Bank overdrafts	270,482	431,748
		=======================================

13 OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year

	Land and buildings		Other operating leases	
Expiring	2013 £	2012 £	2013 £	2012 £
Within one year	33,080	_	_	_
Between one and five years	108,000	126,760	17,493	17,493
	141,080	126,760	17,493	17,493
		===		

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

14	CALLED UP SHARE CAPITAL					
	Allotted, issue Number	ed and fully paid Class	Nominal value	2013 £	2012 £	
	3,000	Ordinary	£1	3,000	3,000	
15	PENSION CO	PENSION COMMITMENTS				
		The company pays contributions into personal pension scehemes for the benefit of the staff and directors. Pension contributions paid in the year were £11,423 (2012 £9,975)				
16	RELATED PA	RELATED PARTY DISCLOSURES				
	G E Butler					
		During the year ended 31 March 2013 the company paid consultancy fees in the sum of £29,875 (2012 £4,872)				
				2013 £	2012 £	
	Amount due	to related party at the balance she	et date	10,172	9,340	
	J Bradik	J Bradik				
	Amount due	to related party at the balance she	et date	2013 £ 1,367	2012 £ 1,367	
17	ULTIMATE CONTROLLING PARTY					
	The controlling	ng party is G E Butler				
18	RECONCILIA	ATION OF MOVEMENTS IN SHA	REHOLDERS' FUNDS	2013 £	2012 £	
	Profit/(loss) for	or the financial year		1,442,822	(1,215,237)	
		/(reduction) to shareholders' fur reholders' funds	nds	1,442,822 435,225	(1,215,237) 1,650,462	
	Closing sha	reholders' funds		1,878,047	435,225	