

Velosi Certification Bureau Limited

Company Registration No 03696143

Directors' report and financial statements

For the year ended 31 December 2009

TUESDAY



LJ5CMNLF

LD2

21/09/2010

180

COMPANIES HOUSE

VELOSI CERTIFICATION BUREAU LIMITED

COMPANY INFORMATION

Directors	J T Vincent N A Jalil S T Ooi
Company secretary	M Coles
Company number	03696143
Registered office	1 Woodside Business Park Whitley Wood Lane, Reading Berkshire RG 2 8LW
Auditors	Mazars LLP Tower Bridge House St Katharine's Way London E1W 1DD

VELOSI CERTIFICATION BUREAU LIMITED

CONTENTS

	Page
Directors' report	1 - 2
Independent auditors' report	3 - 4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7 - 13

VELOSI CERTIFICATION BUREAU LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2009

The directors present their report and the financial statements for the year ended 31 December 2009

Principal activities

The principal activity of the company during the year was supplying technical, engineering and industrial services

Directors

The directors who served during the year were

J T Vincent
N A Jalil
S T Ooi

Statement of directors' responsibilities

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 that 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 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 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

Provision 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's auditors are unaware, and
- that each 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's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

Auditors

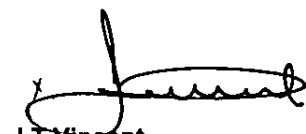
Under section 487 of the Companies Act 2006, Mazars LLP will be deemed to have been reappointed as auditor(s) 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier

VELOSI CERTIFICATION BUREAU LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2009

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006

This report was approved by the board on 20/01/2010 and signed on its behalf

A handwritten signature in black ink, appearing to read 'J T Vincent', with a stylized flourish at the end.

J T Vincent
Director

VELOSI CERTIFICATION BUREAU LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF VELOSI CERTIFICATION BUREAU LIMITED

We have audited the financial statements of Velosi Certification Bureau Limited for the year ended 31 December 2009, set out on pages 5 to 13. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 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 explained more fully in the Statement of directors' responsibilities, 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 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 Auditing Practices Board's website at www.frc.org.uk/apb/scope/UKNP.

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 2009 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, 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.


Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to prepare the financial statements and the Directors' report in accordance with the small companies regime.

VELOSI CERTIFICATION BUREAU LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF VELOSI CERTIFICATION BUREAU LIMITED



Mazars LLP, Chartered Accountants (Registered auditor)

Richard Metcalfe (Senior statutory auditor)

Tower Bridge House
St Katharine's Way
London
E1W 1DD

Date 20/7/2010

VELOSI CERTIFICATION BUREAU LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2009

	Note	2009 £	2008 £
Turnover	1	691,345	694,919
Cost of sales		(583,244)	(526,198)
Gross profit		108,101	168,721
Administrative expenses		(210,035)	(161,199)
Operating (loss)/profit	2	(101,934)	7,522
Interest receivable		-	794
Interest payable		(2)	-
(Loss)/profit on ordinary activities before taxation		(101,936)	8,316
Tax on (loss)/profit on ordinary activities	3	28,265	(2,624)
(Loss)/profit for the financial year	11	(73,671)	5,692

All amounts relate to continuing operations

There were no recognised gains or losses for 2009 and 2008 other than those included in the profit and loss account

The notes on pages 7 to 12 form part of these financial statements

VELOSI CERTIFICATION BUREAU LIMITED

Registered number 03696143

BALANCE SHEET AS AT 31 DECEMBER 2009

	Note	£	2009 £	£	2008 £
Fixed assets					
Tangible fixed assets	4		44,367		8,380
Fixed asset investments	5		24,459		24,459
			<u>68,826</u>		<u>32,839</u>
Current assets					
Stocks	6	8,428		26,495	
Debtors	7	511,445		384,719	
Cash at bank		18,276		39,007	
		<u>538,149</u>		<u>450,221</u>	
Creditors' amounts falling due within one year	8	(725,041)		(527,455)	
Net current liabilities			<u>(186,892)</u>		<u>(77,234)</u>
Total assets less current liabilities			<u>(118,066)</u>		<u>(44,395)</u>
Capital and reserves					
Called up share capital	10		100		100
Profit and loss account	11		(118,166)		(44,495)
Shareholders' deficit			<u>(118,066)</u>		<u>(44,395)</u>

The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 20/9/2010



J.T. Vincent
Director

The notes on pages 7 to 13 form part of these financial statements

VELOSI CERTIFICATION BUREAU LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

1.2 Going concern

The directors are of the opinion that the company will continue to trade as a going concern and are confident that the parent company will continue to support the company and provide it with adequate funds when necessary to enable it to meet its debts as they fall due for the foreseeable future. Should the company be unable to continue trading then adjustments would have to be made to reduce the value of the assets to their recoverable amounts and to provide for further liabilities that may arise and to reclassify fixed assets as current assets.

1.3 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied, exclusive of Value Added Tax and trade discounts.

1.4 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 of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant & machinery	-	25%	straight line
Motor vehicles	-	25%	straight line
Fixtures & fittings	-	15%	straight line

1.5 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.6 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.

1.7 Operating lease agreements

Rentals applicable to operating leases, where substantially all of the benefits and risks of ownership remain with the lessor, are charged against profits on a straight line basis over the period of the lease.

1.8 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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax. Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

VELOSI CERTIFICATION BUREAU LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

1. Accounting policies (continued)

1.9 Foreign currency

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

1.10 Financial Instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

1.11 Group accounts

The company does not prepare consolidated accounts on the basis that group accounts are prepared by the ultimate parent undertaking.

1.12 Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company.

2. Operating (loss)/profit

The operating (loss)/profit is stated after charging

	2009 £	2008 £
Depreciation of tangible fixed assets		
- owned by the company	8,233	5,131
Auditors' remuneration	9,036	5,825
Pension costs	945	1,809
	<u> </u>	<u> </u>

During the year, no director received any emoluments (2008 - £NIL)

VELOSI CERTIFICATION BUREAU LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

3. Taxation

	2009 £	2008 £
Analysis of tax (credit)/charge in the year		
Current tax (see below)		
UK corporation tax charge on (loss)/profit for the year	-	165
Deferred tax (see note 9)		
Deferred tax	(28,265)	2,459
Tax on (loss)/profit on ordinary activities	<u>(28,265)</u>	<u>2,624</u>

Factors affecting the tax charge for the year

The tax assessment for the year is higher than the standard rate of corporation tax in the UK of 28% (2008 28%) The differences are explained below

	2009 £	2008 £
(Loss)/Profit on ordinary activities before tax	(101,936)	8,316
Effective tax (credit)/charge at 28% (2008 28%)	<u>(28,542)</u>	<u>2,328</u>
Effects of	-	-
Expenses not deductible for tax purposes	277	13
Depreciation in excess of capital allowances	2,305	1,437
Rate differences	-	(58)
Creation of tax losses	25,960	(3,555)
Effective tax charge	<u>-</u>	<u>165</u>

VELOSI CERTIFICATION BUREAU LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

4. Tangible fixed assets

	Plant and machinery £	Motor vehicles £	Furniture, fittings and equipment £	Total £
Cost				
At 1 January 2009	41,525	-	1,517	43,042
Additions	18,783	25,437	-	44,220
At 31 December 2009	60,308	25,437	1,517	87,262
Depreciation				
At 1 January 2009	33,334	-	1,328	34,662
Charge for the year	5,970	2,120	143	8,233
At 31 December 2009	39,304	2,120	1,471	42,895
Net book value				
At 31 December 2009	21,004	23,317	46	44,367
At 31 December 2008	8,191	-	189	8,380

VELOSI CERTIFICATION BUREAU LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

5. Fixed asset investments

	Unlisted investments £
--	------------------------------

Cost or valuation

At 1 January 2009 and 31 December 2009

24,459

Investments constitute holdings in the following unlisted entities

Velosi Quality Management International L.L.C

Country of Incorporation - United Arab Emirates

Nature of business - Provision of certification, engineering and inspection services

Ordinary shares - 100% holding

Velosi CBL (M) SDN. BHD

Country of Incorporation - Malaysia

Nature of business - Provision of equipment inspection services

Ordinary shares - 100% holding

6. Stocks

	2009 £	2008 £
Work in progress	3,572	21,710
Finished goods and goods for resale	4,856	4,785
	<u>8,428</u>	<u>26,495</u>

7. Debtors

	2009 £	2008 £
Trade debtors	298,887	193,036
Amounts owed by group undertakings	152,025	156,116
Other debtors	14,250	17,549
Deferred tax asset (see note 9)	46,283	18,018
	<u>511,445</u>	<u>384,719</u>

VELOSI CERTIFICATION BUREAU LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

8. Creditors: Amounts falling due within one year

	2009 £	2008 £
Trade creditors	52,767	49,148
Amounts owed to group undertakings	536,778	378,363
Corporation tax	-	165
Social security and other taxes	70,996	44,902
Other creditors	64,500	54,877
	<u>725,041</u>	<u>527,455</u>

9. Deferred tax asset

	2009 £	2008 £
At beginning of year	18,018	20,477
Movement in year	28,265	(2,459)
	<u>46,283</u>	<u>18,018</u>

The deferred tax asset is made up as follows

	2009 £	2008 £
Tax losses carried forward	<u>46,283</u>	<u>18,018</u>

10. Share capital

	2009 £	2008 £
Allotted, called up and fully paid		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

11. Reserves

	Profit and loss account £
At 1 January 2009	(44,495)
Loss for the year	(73,671)
	<u>(118,166)</u>
At 31 December 2009	

VELOSI CERTIFICATION BUREAU LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

12. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £945 (2008 - £1,809).

Defined contribution

	2009 £	2008 £
Contributions by the company for the year	945	1,809

13. Operating lease commitments

At 31 December 2009 the company had annual commitments under non-cancellable operating leases as follows

	2009 £	2008 £
Expiry date.		
Within 1 year	9,017	-
Between 2 and 5 years	22,685	12,936

14. Related party transactions

Advantage has been taken of the exemption provided by FRS8 ('Related party disclosures') from disclosing details of transactions with its subsidiary undertakings on the basis that 90% or more of the Company's voting rights are controlled within the group which prepares publicly available consolidated group financial statements in which they are included.

15. Ultimate parent undertaking

The ultimate parent undertaking is Velosi Limited, a company registered in Jersey, Channel Islands.

Velosi Limited prepares consolidated financial statements and copies can be obtained from 44 Esplanade, St Helier, JE4 8PN.