

Company Registration Number 05909104

MITIE PAYROLL SERVICES LIMITED

Report and Financial Statements

Year ended 31 March 2013

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MITIE PAYROLL SERVICES LIMITED

REPORT AND FINANCIAL STATEMENTS

Year ended 31 March 2013

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MITIE PAYROLL SERVICES LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

R Couzens
M A Freeman

SECRETARY

MITIE Company Secretarial Services Limited

REGISTERED OFFICE

8 Monarch Court
The Brooms
Emersons Green
Bristol
BS16 7FH

BANKERS

HSBC Bank Plc
62 George White Street
Cabot Circus
Bristol
BS1 3BA

AUDITOR

Deloitte LLP
London

MITIE PAYROLL SERVICES LIMITED

DIRECTORS' REPORT

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 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 United Kingdom 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 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.

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The company provided payroll processing services to customers of fellow subsidiaries of MITIE Group PLC.

The company ceased to trade in the current year and consequently is no longer considered to be a going concern.

The Group manages its operations on a divisional basis. For this reason, the company's directors do not believe further key performance indicators are necessary for an appropriate understanding of the performance and position of the business. The performance of the Group's divisions is discussed in the Group's annual report which does not form part of this report.

DIVIDENDS

Dividends for each share class were declared as follows:

Ordinary Shares: £nil per share (2012: £nil)

PRINCIPAL RISKS AND UNCERTAINTIES

Group risks are discussed in the Group's annual report which does not form part of this report. No further detail is required as the company is not trading and no further contracts are being entered into.

DIRECTORS' REPORT (continued)

FINANCIAL RISK MANAGEMENT

The directors have reviewed the financial risk management objectives and policies of the company. The directors do not believe there to be significant risks in this area. The company does not enter into any hedging instruments, as there are not believed to be any material exposures. It does not enter into any financial instruments for speculative purposes.

Appropriate trade terms are negotiated with suppliers and customers. Management reviews these terms and the relationships with suppliers and customers and manages any exposure on normal trade terms. The company prepares regular forecasts of cash flow and liquidity and any requirement for additional funding is managed as part of the overall MITIE Group PLC financing arrangements.

GOING CONCERN

As explained above, the company ceased trading during the financial year. As required by FRS 18 Accounting policies, the directors have prepared the financial statements on the basis that the company is no longer a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

ENVIRONMENT

MITIE Group PLC and its subsidiaries endeavour to identify, monitor and manage the impact of their activities on the environment and are fully committed to environmental accountability and protection. The company operates in accordance with Group policies, which are described in the Group's annual report which does not form part of this report.

DIRECTORS

The directors during the year and subsequently were as follows:

R Couzens

M A Freeman

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP has indicated its willingness to be reappointed for another term and appropriate arrangements have been put in place for it to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board and signed on its behalf by



M A Freeman
Director

30/7/13

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MITIE PAYROLL SERVICES LIMITED

We have audited the financial statements of MITIE Payroll Services Limited for the year ended 31 March 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 12. 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 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 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, 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 annual report 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 loss 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.

Emphasis of matter – Financial statements prepared other than on a going concern basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than going concern.

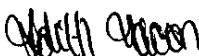
Opinion on other matters prescribed by the Companies Act 2006

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.



Judith Tacon (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

London, United Kingdom

30 July 2013

MITIE PAYROLL SERVICES LIMITED
PROFIT AND LOSS ACCOUNT
Year ended 31 March 2013

| | Note | 2013 £'000 | 2012 £'000 |
|---|------|---------------|---------------|
| TURNOVER | 1 | - | 2 |
| Cost of sales | | - | - |
| GROSS PROFIT | | - | 2 |
| Administration expense | | (2) | (8) |
| OPERATING LOSS | 2 | (2) | (6) |
| LOSS ON ORDINARY ACTIVITIES BEFORE INTEREST AND TAXATION | | (2) | (6) |
| Interest receivable and similar income | 3 | 1 | 1 |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | | (1) | (5) |
| Tax charge on loss on ordinary activities | 4 | (1) | (1) |
| LOSS FOR THE FINANCIAL YEAR | 7 | (2) | (6) |

The results for the period are wholly attributable to the discontinued operations of the company

There are no recognised gains and losses for the current or preceding financial year other than as stated in the profit and loss account. Accordingly, no separate statement of total recognised gains and losses is presented.

MITIE PAYROLL SERVICES LIMITED
BALANCE SHEET
As at 31 March 2013

| | Note | 2013 £'000 | 2012 £'000 |
|--|------|---------------|---------------|
| CURRENT ASSETS | | | |
| Cash at bank and in hand | | <u>16</u> | <u>17</u> |
| | | 16 | 17 |
| CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR | 5 | <u>(7)</u> | <u>(6)</u> |
| NET CURRENT ASSETS | | <u>9</u> | <u>11</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 9 | 11 |
| NET ASSETS | | <u>9</u> | <u>11</u> |
| SHARE CAPITAL AND RESERVES | | | |
| Called up share capital | 6 | - | - |
| Profit and loss account | 7 | 9 | 11 |
| SHAREHOLDERS' FUNDS | 8 | <u>9</u> | <u>11</u> |

The financial statements of MITIE Payroll Services Limited, company registered number 05909104, were approved by the board and authorised for issue. They were signed on behalf of the board by



M A Freeman
Director

30/7/13

MITIE PAYROLL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2013

1 ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted, which have been applied consistently throughout the current and the prior financial year, are described below.

Accounting convention

The accounts are prepared under the historical cost convention.

Going concern

Details regarding the directors' consideration of going concern are given in the going concern section of the directors' report.

Turnover

Turnover represents the total, excluding sales taxes, receivable in respect of goods and services supplied. All turnover arises within the United Kingdom, from the company's principal activity. Revenue is recognised as services are delivered.

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 at the balance sheet date.

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset, or on unremitted earnings of subsidiaries and associates where there is no commitment to remit these earnings. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Cash flow statement

The company has taken the exemption from the requirement to prepare a cash flow statement, as it is included within the consolidated financial statements of MITIE Group PLC and greater than 90% of the voting rights of the company are held by MITIE Group PLC.

2 OPERATING LOSS

| | 2013 £'000 | 2012 £'000 |
|--|---------------|---------------|
| Operating Loss is stated after charging | | |
| Fees payable to the company's auditor for the audit of the company's annual accounts | 4 | - |

Prior year audit fees were borne by MITIE Cleaning and Environmental Services Limited and not recharged.

The company has taken the exemption available to it not to disclose separately information about fees for non-audit services provided to the company as this information is available in the consolidated financial statements of MITIE Group PLC.

3. INTEREST

| | 2013 £'000 | 2012 £'000 |
|--|---------------|---------------|
| Interest receivable and similar income | | |
| Bank interest | 1 | 1 |

MITIE PAYROLL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2013

4. TAX ON LOSS/PROFIT ON ORDINARY ACTIVITIES

| | 2013 £'000 | 2012 £'000 |
|---|---------------|---------------|
| (a) Analysis of charge in the year | | |
| United Kingdom corporation tax 24% (2012 26%) | - | (1) |
| Adjustment in respect of prior years | (1) | - |
| Total current tax (Note 4(b)) | (1) | (1) |
| Deferred taxation | | |
| Timing differences - origination and reversal | - | 1 |
| Adjustment in respect of prior years | - | 1 |
| Tax on profit on ordinary activities | (1) | 1 |
| (b) Factors affecting tax charge in the year | | |

The tax assessed for the period differs from that resulting from applying the standard rate of corporation tax in the UK of 24% (2012 26%) The differences are as follows

| | £'000 | £'000 |
|---|-------|-------|
| Loss on ordinary activities before tax | (1) | (5) |
| | £'000 | £'000 |
| Tax at 24% (2012 26%) thereon | - | (1) |
| Adjustments to tax charge in respect of prior periods | (1) | - |
| Current tax charge for the year (Note 4(a)) | (1) | (1) |

The UK Government announced a reduction in the UK corporation tax rate from 24% to 23% from 1 April 2013, which was substantively enacted on 3 July 2012. The reduction in the balance sheet carrying value of deferred tax assets and liabilities to reflect the rate of tax at which those assets are expected to reverse has not had a material impact on the current year tax charge. The UK Government has indicated that it intends to enact further reductions in the main tax rate of 3% each year down to 20% by 1 April 2015. Future rate reductions would further reduce the UK deferred tax assets and liabilities recognised but the actual impact will be dependent on the deferred tax position at the time.

| | £'000 | £'000 |
|---|-------|-------|
| Amount charged to the profit and loss account in the year in relation to deferred tax | - | 2 |

5 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 2013 £'000 | 2012 £'000 |
|------------------------------|---------------|---------------|
| Corporation tax | 2 | 2 |
| Accruals and deferred income | 5 | 4 |
| | 7 | 6 |

6 CALLED UP SHARE CAPITAL

| | 2013 £'000 | 2012 £'000 |
|--|---------------|---------------|
| Allotted, called up and fully paid share capital | | |
| 1 £1 Ordinary Shares | - | - |

MITIE PAYROLL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2013

7. RESERVES

| | Profit and loss account £'000 |
|-----------------------------|--|
| At 1 April 2012 | 11 |
| Loss for the financial year | (2) |
| At 31 March 2013 | <u>9</u> |

8. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

| | 2013 £'000 | 2012 £'000 |
|--------------------------------------|---------------|---------------|
| Loss for the financial year | (2) | (6) |
| Net reduction in shareholders' funds | <u>(2)</u> | <u>(6)</u> |
| Opening shareholders' funds | 11 | 17 |
| Closing shareholders' funds | <u>9</u> | <u>11</u> |

9. DIRECTORS

The following directors are also directors or employees of another group company. They are remunerated by the company shown. It is not practicable to allocate their remuneration between their services as directors of this company and as directors or employees of other group companies.

| Director | Remunerated by |
|-------------|-----------------------------------|
| M A Freeman | MITIE Facilities Services Limited |
| R Couzens | MITIE Facilities Services Limited |

10 EMPLOYEES

The company had no employees in the current period (2012: nil)

11 RELATED PARTY TRANSACTIONS

The company has taken the exemption available under FRS 8 not to disclose transactions with other wholly-owned subsidiaries of MITIE Group PLC. There were no transactions with entities other than members of MITIE Group PLC which require disclosure under FRS 8.

12 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

MITIE Facilities Services Ltd is the immediate controlling party and the directors regard MITIE Group PLC, a company registered in Scotland, as the ultimate parent company and controlling party.

MITIE Group PLC is the largest and smallest group for which group accounts are prepared. Copies of the group financial statements can be obtained from the Company Secretary at the registered office.