

Registration number: 06195106

Nyras Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 March 2021

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Company Information

Directors	R Cameron K Januah
Company secretary	J Greenfield
Registered office	10 Bressenden Place London SW1E 5DN United Kingdom
Bankers	HSBC Bank plc West End CBC 69 Pall Mall London SW1Y 5EY

Directors' Report for the Year Ended 31 March 2021

The directors present their report and the financial statements for the year ended 31 March 2021.

Directors of the Company

The directors who held office during the year ended 31 March 2021 and up to the date of signing the financial statements were as follows:

R Cameron

K Janjua

Dividends

The directors do not recommend the payment of a dividend (2020: £nil).

Future developments

The future operations of the Company are expected to remain consistent with the current period.

Directors' Report for the Year Ended 31 March 2021

Going concern

Having considered the financial position, trading performance and forecast cash flows, along with the principal risks of the business, of the Company and wider PA Group, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The Company is a subsidiary of PA Consulting Group Limited. The Group's long-term financing is a combination of debt, equity and retained earnings. The Group previously had external financing in place, however since the year-end, and following the Jacobs investment, the Group's external debt has been repaid and replaced by financial support from its new majority investor, Jacobs Engineering Group Inc. This provides the Group with access to sufficient long-term funding and the ultimate lender has appropriate backing and headroom to support the lending for the foreseeable future.

At an operating level, the Group has historically been sufficiently cash generative to cover its day-to-day requirements and other than for precautionary purposes has had no need to draw on its Revolving Credit Facility. The directors of the parent undertaking, PA Consulting Group Holdings Limited, have reviewed revised financial budgets and cashflows taking into consideration the impacts of the Jacobs investment alongside the strategic five-year business plan and have no reason to believe that the Group's ability to self-fund its operations will deteriorate.

The expected recovery to growth of all the major economies in which the Group operates provides a more positive foundation for the Group's opportunities than in 2020 and consequently performance assumptions included in the financial models reflect this. The models cover the period from 1 January 2021 to August 2022. Data for the UK economy published in June 2021 by HM Treasury forecast an average GDP growth in 2021 of 6.8% and 5.4% in 2022, in comparison to the 10% GDP decline experienced in 2020. The Congressional Budget Office (CBO) is projecting the US economy continuing to strengthen during the next five years with real GDP growth of 3.7% by end of Q4 2021 and further 2.4% growth in 2022.

In conjunction with this, consideration has also been given to a potential delayed impact of COVID-19 on the business. Whilst the current year performance has demonstrated the Group's stability throughout the pandemic with the majority of operation continuing at similar or increased levels to before the pandemic, as part of the assessment of going concern the directors have also considered a downside scenario to stress-test the Group's business model. This included a prolonged significant reduction in trade through to the second half of 2022, taking into account potential mitigating actions that would be available to the directors in such circumstances, as detailed in our principal risks and uncertainties.

From the outcome of the downside scenario and taking into consideration the wider economic data available for the Group's major jurisdictions, the directors are satisfied that the Group's business model is robust and flexible. The directors are further satisfied that the Company has the full support of its parent undertaking, PA Consulting Group Holdings Limited, so that the Company can meet its liabilities as they fall due and conclude that there are no significant doubts about the Company's ability to continue as a going concern.

Directors' liabilities

In accordance with the Articles of Association, the sole shareholder has provided to all the directors an indemnity (to the extent permitted by the Companies Act 2006) in respect of liabilities incurred as a result of their office. The Group has taken out an insurance policy in respect of those liabilities for which directors may not be indemnified. Neither the indemnity nor insurance provides cover in the event that the director is proved to have acted dishonestly or fraudulently.

Directors' Report for the Year Ended 31 March 2021

Strategic report

The directors have taken advantage of the exemption to prepare a Strategic Report in accordance with paragraph 414b of the Companies Act 2006.

Approved by the Board on 16 December 2021 and signed on its behalf by:



.....
R Cameron
Director

Statement of Directors' Responsibilities

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 the 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, specifically FRS 102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland', 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 apply them consistently;
- make judgements and accounting 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 confirm that they have complied with the above requirements in preparing the financial statements.

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.

Income Statement for the Year Ended 31 March 2021

	Note	2021 £	2020 £
Turnover	2	83,547	921,443
Cost of sales		<u>845,290</u>	<u>(337,539)</u>
Gross profit		928,837	583,904
Administrative expenses		<u>(114,685)</u>	<u>(75,388)</u>
Operating profit	3	814,152	508,516
Income/(Expense) from shares in group undertakings		(477,458)	471,536
Interest payable and similar charges	4	<u>(17,478)</u>	<u>(27,604)</u>
Profit before tax		319,216	952,448
Taxation	6	<u>120,642</u>	<u>(174,478)</u>
Profit for the financial year		<u><u>439,858</u></u>	<u><u>777,970</u></u>

The above results were derived from continuing operations.

The Company has no recognised gains or losses for the year other than the results above.

Statement of Comprehensive Income for the Year Ended 31 March 2021

	2021 £	2020 £
Profit for the year	<u>439,858</u>	<u>777,970</u>
Total comprehensive income for the year	<u><u>439,858</u></u>	<u><u>777,970</u></u>

The notes on pages 10 to 17 form an integral part of these financial statements.

Statement of Financial Position as at 31 March 2021

	Note	2021 £	2020 £
Fixed assets			
Investments	7	50,000	50,000
Current assets			
Debtors: amounts falling due within one year	8	107,439	767,980
Cash at bank and in hand	9	<u>62,627</u>	<u>37,343</u>
		170,066	805,323
Creditors: amounts falling due within one year	10	<u>(495,079)</u>	<u>(1,570,194)</u>
Net current liabilities		<u>(325,013)</u>	<u>(764,871)</u>
Net liabilities		<u>(275,013)</u>	<u>(714,871)</u>
Capital and reserves			
Called up share capital	11	100	100
Share premium reserve	12	14,311	14,311
Capital redemption reserve	12	1	1
Profit and loss account	12	<u>(289,425)</u>	<u>(729,283)</u>
Total equity		<u>(275,013)</u>	<u>(714,871)</u>

For the financial year ending 31 March 2021 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements of the Company were authorised for issue by the Board of Directors on 16 December 2021 and signed on its behalf by:



.....
R Cameron
Director

Nyras Limited
Registration number: 06195106

The notes on pages 10 to 17 form an integral part of these financial statements.

Statement of Changes in Equity for the Year Ended 31 March 2021

	Share capital £	Share premium £	Capital redemption reserve £	Profit and loss account £	Total £
At 1 April 2020	100	14,311	1	(729,283)	(714,871)
Profit for the year	-	-	-	439,858	439,858
Total comprehensive income	-	-	-	439,858	439,858
At 31 March 2021	100	14,311	1	(289,425)	(275,013)
	Share capital £	Share premium £	Capital redemption reserve £	Profit and loss account £	Total £
At 1 April 2019	100	14,311	1	(1,507,253)	(1,492,841)
Profit for the year	-	-	-	777,970	777,970
Total comprehensive income	-	-	-	777,970	777,970
At 31 March 2020	100	14,311	1	(729,283)	(714,871)

Notes to the Financial Statements for the Year Ended 31 March 2021

1 Accounting policies

Statement of compliance

The Company is a private company limited by shares and is incorporated in England. The registered office is 10 Bressenden Place, London, SW1E 5DN.

The Company's financial statements have been prepared in compliance with FRS 102 'The Financial Reporting Standard applicable to the UK and the Republic of Ireland' as it applies to the financial statements of the Company for the year ended 31 March 2021.

The principal accounting policies used in preparing these financial statements are set out below. These policies have been consistently applied to all the years presented in dealing with items that are considered material in relation to the financial statements.

In preparing financial statements, management develops estimates and judgements that affect the reported amount of assets and liabilities, revenues and costs, and related disclosure of contingent assets and liabilities at the date of the financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Basis of preparation

The financial statements have been prepared in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards.

The financial statements have been prepared on the going concern basis of accounting under the historical cost convention.

The financial statements are presented in pounds sterling.

Notes to the Financial Statements for the Year Ended 31 March 2021

Going concern

Having considered the financial position, trading performance and forecast cash flows, along with the principal risks of the business, of the Company and wider PA Group, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The Company is a subsidiary of PA Consulting Group Limited. The Group's long-term financing is a combination of debt, equity and retained earnings. The Group previously had external financing in place, however since the year-end, and following the Jacobs investment, the Group's external debt has been repaid and replaced by financial support from its new majority investor, Jacobs Engineering Group Inc. This provides the Group with access to sufficient long-term funding and the ultimate lender has appropriate backing and headroom to support the lending for the foreseeable future.

At an operating level, the Group has historically been sufficiently cash generative to cover its day-to-day requirements and other than for precautionary purposes has had no need to draw on its Revolving Credit Facility. The directors of the parent undertaking, PA Consulting Group Holdings Limited, have reviewed revised financial budgets and cashflows taking into consideration the impacts of the Jacobs investment alongside the strategic five-year business plan and have no reason to believe that the Group's ability to self-fund its operations will deteriorate.

The expected recovery to growth of all the major economies in which the Group operates provides a more positive foundation for the Group's opportunities than in 2020 and consequently performance assumptions included in the financial models reflect this. The models cover the period from 1 January 2021 to August 2022. Data for the UK economy published in June 2021 by HM Treasury forecast an average GDP growth in 2021 of 6.8% and 5.4% in 2022, in comparison to the 10% GDP decline experienced in 2020. The Congressional Budget Office (CBO) is projecting the US economy continuing to strengthen during the next five years with real GDP growth of 3.7% by end of Q4 2021 and further 2.4% growth in 2022.

In conjunction with this, consideration has also been given to a potential delayed impact of COVID-19 on the business. Whilst the current year performance has demonstrated the Group's stability throughout the pandemic with the majority of operation continuing at similar or increased levels to before the pandemic, as part of the assessment of going concern the directors have also considered a downside scenario to stress-test the Group's business model. This included a prolonged significant reduction in trade through to the second half of 2022, taking into account potential mitigating actions that would be available to the directors in such circumstances, as detailed in our principal risks and uncertainties.

From the outcome of the downside scenario and taking into consideration the wider economic data available for the Group's major jurisdictions, the directors are satisfied that the Group's business model is robust and flexible. The directors are further satisfied that the Company has the full support of its parent undertaking, PA Consulting Group Holdings Limited, so that the Company can meet its liabilities as they fall due and conclude that there are no significant doubts about the Company's ability to continue as a going concern.

Summary of disclosure exemptions

The financial statements contain information about the Company as an individual company and do not contain consolidated financial information. The Company has taken advantage of the exemption under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent company, PA Consulting Group Holdings Limited, which are publicly available.

The financial statements of PA Consulting Group Holdings Limited may be obtained from 10 Bressenden Place, London, SW1E 5DN.

Notes to the Financial Statements for the Year Ended 31 March 2021

FRS 102 paragraphs 1.12 and 33.1A allow a qualifying entity certain disclosure exemptions. These disclosure exemptions are available subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders. The equivalent disclosures are included in the consolidated financial statements of PA Consulting Group Holdings Limited.

The Company has taken advantage of the following exemptions:

(i) from preparing a statement of cash flows as required by FRS 102 Section 7 Statement of Cash Flows and Section 3 Financial Statement Presentation paragraph 3.17(d);

(ii) from disclosing transactions entered into between the Company and other wholly owned companies within the PA Consulting Group Limited group as required by FRS 102 paragraphs 33.8 to 33.14;

(iii) from disclosing the Company key management personnel compensation, as required by FRS 102 paragraph 33.7.

(iv) from disclosing the financial instrument disclosures, required under FRS 102 paragraphs 11.41(b) / (c) / (e) / (f), 11.42, 11.44 to 11.45, 11.47, 11.48 (a) (iii) / (iv), 11.48 (b) / (c) and paragraphs 12.26 to 12.27, 12.29 (a) / (b) and 12.29A, as the information is provided in the consolidated financial statement disclosures.

Revenue recognition

Turnover represents the fair value of the consideration received or receivable for consulting services on each client assignment provided during the year, including expenses and disbursements but excluding discounts, value added tax and other similar sales taxes. Expenses and disbursements include mileage, accommodation, materials and subcontractor fees.

Turnover from time and materials contracts is recognised as the services are provided on the basis of time worked at an hourly or daily rate and as direct expenses are incurred.

Turnover from long-term contracts is recognised over the contract term using the percentage of completion method. The stage of completion of a long-term contract is measured as the proportion that costs incurred for work performed to date bear to the estimated total costs of the contract. Estimated total costs of the contract are reviewed regularly and where necessary, revised.

Turnover in respect of contingent fee assignments (over and above any agreed minimum fee) is only recognised when the contingent event occurs and collectability of the fee is assured.

No turnover is recognised if there are significant uncertainties regarding recovery of the consideration due or associated costs. An expected loss on a contract is recognised immediately in the income statement.

The gross amount invoiced to clients but not yet received is separately disclosed within debtors as trade debtors. Unbilled turnover on individual client assignments is included as accrued income within debtors. Where billings exceed turnover on client assignments, the excess is classified as payments on account within creditors.

Interest income and expense

Interest income and expense is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable.

Foreign currency transactions and balances

Foreign currency transactions are translated into the relevant functional currency of the entity using the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at rates ruling at the statement of financial position date. Such exchange differences are included in the income statement within other administrative expenses.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Notes to the Financial Statements for the Year Ended 31 March 2021

Tax

The tax credit / charge comprises current tax receivable or payable.

The current tax credit / charge represents an estimate of the amounts receivable / payable from / to tax authorities in respect of the Company's taxable losses / profits and is based on an interpretation of existing tax laws.

Taxable profit differs from profit before tax as reported in the income statement as it excludes certain items of income and expense that are taxable or deductible in other years or are never taxable or deductible.

Fixed asset investments

Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Cash

Cash includes cash in hand, deposits held with banks, other short-term deposits and other liquid investments accessible within 24 hours without penalty.

Share capital

Ordinary shares are classified as equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments are measured at the fair value of the cash or other proceeds received or receivable, net of direct issue costs, with the nominal value of the instrument credited to share capital and the excess to the share premium account.

Dividends

Dividend distributions to the Company's shareholders are recognised as a liability in the period that the interim dividend is paid or a final decision is approved by the Company's directors. Distributions are deducted from the profit and loss reserve within shareholders' funds.

Financial instruments

Trade receivables and other receivables do not carry interest and are stated at amortised cost net of any provisions.

Trade and other payables are not interest bearing and are stated at amortised cost.

Notes to the Financial Statements for the Year Ended 31 March 2021

Critical accounting judgements and estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions in the application of accounting policies that affect reported amounts of assets and liabilities, income and expenses. The Company bases its estimates and judgements on historical experience and other factors deemed reasonable under the circumstances, including any expectations of future events. Actual results may differ from these estimates. The estimates and judgements considered to be significant are detailed below:

Turnover from long-term contracts

Turnover from long-term contracts is recognised by reference to management's judgement of the stage of completion of the contract at the end of the reporting period and includes an estimate of the costs to complete the contract. Performance over the remaining contract term may result in revised estimates of turnover and costs with a cumulative adjustment to turnover and profit reported in future periods.

Provisions for work in progress assets and customer receivables

Provisions are made for work in progress assets and customer receivables where there is doubt over their recoverability. The provision is an estimate calculated in accordance with a defined company policy based on historical experience and information available at the reporting date. Future recovery or otherwise of these assets will result in a release of the provision or increase in the charge to the income statement.

Impairment of investments

Annually, the Company considers whether investments are impaired. This requires an estimation of the value-in-use of the underlying cash-generating units to which the investments relate. Value-in-use calculations require assumptions to be made regarding the expected future cash flows from the cash-generating unit and choice of suitable discount rate to calculate the present value of those cash-flows. If the actual cash flows are lower than estimated, impairments may be necessary.

2 Revenue

The analysis of the Company's revenue for the year from continuing operations is as follows:

	2021 £	2020 £
Rendering of services	<u>83,547</u>	<u>921,443</u>

The analysis of the Company's revenue for the year by market is as follows:

	2021 £	2020 £
UK	76,910	466,784
Europe (excluding UK & Scandinavia)	2,759	397,085
Rest of the world	<u>3,878</u>	<u>57,574</u>
	<u>83,547</u>	<u>921,443</u>

In 2021, the underlying cost of sales is £0.7m. A credit of £1.5m was raised during the year due to reversal of bad debt provision, resulting in net credit cost of sales of £0.8m.

3 Operating profit

Arrived at after (charging)/crediting

	2021 £	2020 £
Foreign exchange differences	<u>1,106</u>	<u>(2,775)</u>

Notes to the Financial Statements for the Year Ended 31 March 2021

4 Interest payable

	2021 £	2020 £
Interest expense on other finance liabilities	3	-
Interest payable on amounts owed to group undertakings	17,475	27,604
	<u>17,478</u>	<u>27,604</u>

5 Directors' remuneration

No emoluments were paid by the Company to the directors during the year (2020: £nil).

All directors were employed by and received all emoluments from other PA Group undertakings. The directors perform duties for multiple entities in the PA Group. There is no allocation of their compensation between group entities as the services provided and remuneration are expected to be negligible. The directors of the Company are directors of PA Consulting Management Services Limited, a fellow group company, and are included in the disclosure of directors remuneration in the accounts of that company.

6 Taxation

(a) Tax on profit on ordinary activities

Tax (credited)/charged in the income statement

	2021 £	2020 £
Current taxation		
UK corporation tax	60,599	231,478
UK corporation tax adjustment to prior periods	(181,241)	(57,000)
	<u>(120,642)</u>	<u>174,478</u>

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2020 - lower than) of 19% (2020 - 19%).

The differences are reconciled below:

	2021 £	2020 £
Profit before tax	319,216	952,448
Corporation tax at standard rate	60,651	180,965
Effect of expense not deductible in determining taxable profit	(52)	50,513
Decrease in UK and foreign current tax from adjustment for prior periods	(181,241)	(57,000)
Total tax (credit)/charge	<u>(120,642)</u>	<u>174,478</u>

(b) Factors that may affect future tax charges

For 2021 the UK's standard rate of corporation tax will remain at 19%. During 2021 it is expected that a Finance Bill will be substantively enacted that will increase the UK tax rate to 25% from April 2023.

Notes to the Financial Statements for the Year Ended 31 March 2021

7 Fixed asset investments

	2021 £	2020 £
Investments in subsidiaries	50,000	50,000
Subsidiaries		£
Cost		
At 1 April 2020		50,000
Carrying amount		
At 31 March 2021		50,000
At 31 March 2020		50,000

The above investment represents an 100% (2020: 100%) interest in the capital of Nyras Capital LLP, a limited liability partnership incorporated in England and Wales.

8 Debtors: amounts falling due within one year

	2021 £	2020 £
Trade debtors	-	128,215
Amounts owed by group undertakings	84,169	551,900
Other debtors	23,270	14,526
Accrued income	-	73,339
	<u>107,439</u>	<u>767,980</u>

9 Cash

	2021 £	2020 £
Cash at bank	62,627	37,343

10 Creditors: amounts falling due within one year

	2021 £	2020 £
Trade creditors	147	-
Amounts owed to group undertakings	468,048	1,302,387
Accrued expenses	26,884	11,079
Deferred income	-	256,728
	<u>495,079</u>	<u>1,570,194</u>

Notes to the Financial Statements for the Year Ended 31 March 2021

11 Share capital

Allotted, called up and fully paid shares

	2021		2020	
	No.	£	No.	£
'A' Ordinary shares of £0.01 each	6,830	68.30	6,830	68.30
'B' Ordinary shares of £0.01 each	355	3.55	355	3.55
'C' Ordinary shares of £0.01 each	355	3.55	355	3.55
'F' Ordinary shares of £0.01 each	980	9.80	980	9.80
'G' Ordinary shares of £0.01 each	1,180	11.80	1,180	11.80
'H' Ordinary shares of £0.01 each	100	1.00	100	1.00
'I' Ordinary shares of £0.01 each	100	1.00	100	1.00
'J' Ordinary shares of £0.01 each	100	1.00	100	1.00
	<u>10,000</u>	<u>100</u>	<u>10,000</u>	<u>100</u>

All shares rank pari passu.

12 Reserves

Share premium

This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Capital redemption

This reserve is the result of the purchase of own shares and subsequent cancellation of those shares.

13 Parent and ultimate parent undertaking

Relationship between entity and parents

The parent of the largest group in which these financial statements are consolidated is PA Consulting Group Holdings Limited, incorporated in England and Wales.

The registered office address of PA Consulting Group Holdings Limited is:
10 Bressenden Place, London, SW1E 5DN

The Company's immediate parent is PA Holdings Limited, incorporated in England and Wales.

The most senior parent entity producing financial statements for the year ended 31 December 2020 is PA Consulting Group Holdings Limited. These financial statements are available upon request from 10 Bressenden Place, London, SW1E 5DN.

The ultimate controlling party is Jacobs Engineering Group, Inc..

On 2 March 2021, Carlyle Europe Partners IV L.P. sold their interest in PA Consulting Group Holdings Limited to Jacobs Engineering Group Inc, which is registered in the United States of America.

On 12 March 2021, the Company's ultimate parent (PA Consulting Group Limited) changed its name to PA Consulting Group Holdings Limited and the following business day Green Consulting Solutions Limited adopted the name of PA Consulting Group Limited. Consequently, the Group's parent is PA Consulting Group Limited (formerly Green Consulting Solutions Limited) and ultimate beneficial owner is Jacobs Engineering Group Inc.