UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2014

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23/12/2014 #10 COMPANIES HOUSE

SUAT

DIRECTORS AND ADVISERS

Directors

M Callender

C Love

T Quinton

Secretary

C Johnson

Company number

06438050

Registered office

5-7 High Street

Henley-in-Arden B95 5AA

Accountants

Spencer Gardner Dickins Limited

3 Coventry Innovation Village

Cheetah Road Coventry CV1 2TL

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2014

The directors present their report and financial statements for the year ended 31 March 2014.

Principal activities and review of the business

The principal activity of the company continued to be that of the provision of change management consultancy services and to act as the holding company of the group. The principal activities of the rest of the group comprise management consultancy services, the supply of hardware products and software development services.

On 12 March 2014 the company changed its name from REPL Consulting Limited.

Directors

The following directors have held office since 1 April 2013:

M Callender

C Love

T Quinton

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. 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 group and of the profit or loss of the group 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 UK 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 group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2014

Qualifying 3rd party indemnity provisions

A contractual entitlement exists for the directors of the company to claim indemnification by the company in respect of certain liabilities which might be incurred by them in the course of their duties as directors. These arrangements, which constitute a qualifying third party indemnity provision, have been established in compliance with the relevant provisions of the Companies Act 2006. They include provision for the company to fund costs incurred by directors in defending certain claims against them in relation to their duties as directors.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board

M Callender

Director 17/12/14

CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE PREPARATION OF THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS OF REPL GROUP WORLDWIDE LIMITED (FORMERLY KNOWN AS REPL CONSULTING LIMITED) FOR THE YEAR ENDED 31 MARCH 2014

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the consolidated financial statements of REPL Group Worldwide Limited (formerly known as REPL Consulting Limited) for the year ended 31 March 2014 set out on pages 4 to 19 from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales, we are subject to its ethical and other professional requirements which are detailed at icaew.com/membershandbook.

This report is made solely to the Board of Directors of REPL Group Worldwide Limited (formerly known as REPL Consulting Limited), as a body, in accordance with the terms of our engagement letter dated 28 May 2014. Our work has been undertaken solely to prepare for your approval the consolidated financial statements of REPL Group Worldwide Limited (formerly known as REPL Consulting Limited) and state those matters that we have agreed to state to the Board of Directors of REPL Group Worldwide Limited (formerly known as REPL Consulting Limited), as a body, in this report in accordance with AAF 2/10 as detailed at icaew.com/compilation. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than REPL Group Worldwide Limited (formerly known as REPL Consulting Limited) and its Board of Directors as a body, for our work or for this report.

It is your duty to ensure that REPL Group Worldwide Limited (formerly known as REPL Consulting Limited) has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of REPL Group Worldwide Limited (formerly known as REPL Consulting Limited). You consider that REPL Group Worldwide Limited (formerly known as REPL Consulting Limited) is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the consolidated financial statements of REPL Group Worldwide Limited (formerly known as REPL Consulting Limited). For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

Spencer Gardner Dickins Limited

Spenier Grandner Dickins Limited

22/12/14

Chartered Accountants

3 Coventry Innovation Village Cheetah Road Coventry CV1 2TL

CONSOLIDATED PROFIT AND LOSS ACCOUNT

	Notes	2014 £	2013 £
Turnover	2	7,416,663	4,837,607
Cost of sales		(4,429,328)	(2,589,844)
Gross profit		2,987,335	2,247,763
Administrative expenses		(1,983,233)	(1,236,731)
Operating profit	3	1,004,102	1,011,032
Other interest receivable and similar income		24	
Interest payable and similar charges	4	(2,277)	(1,666)
Profit on ordinary activities before taxation		1,001,849	1,009,366
Tax on profit on ordinary activities	5	(76,423)	(292,200)
Profit on ordinary activities after			
taxation		925,426	717,166

STATEMENT OF RECOGNISED GAINS AND LOSSES

	2014	2013
	£	£
Profit for the financial year	925,426	717,166
Currency translation differences on foreign		
currency net investments	3,029	
Total recognised gains and losses relating to the year	928,455	717,166

BALANCE SHEETS AS AT 31 MARCH 2014

		Grou	1 b	Comp	any
		2014	2013	2014	2013
	Notes	£	£	£	£
Fixed assets					
Tangible assets	8	200,378	57,098	103,664	35,124
Investments	9			24	10
		200,378	57,098	103,688	35,134
Current assets		.			
Stocks	10	4,492	4,647	4,492	4,647
Debtors	11	1,283,647	1,125,549	1,048,589	752,142
Cash at bank and in hand		738,994	261,582	560,705	249,170
		2,027,133	1,391,778	1,613,786	1,005,959
Creditors: amounts falling due within one year	12	(1,750,567)	(1,289,303)	(1,674,863)	(1,011,602)
Net current assets		276,566	102,475	(61,077)	(5,643)
Total assets less current liabilities		476,944	159,573	42,611	29,491
Provisions for liabilities	13	(40,895)	(6,979)	(21,770)	(6,979)
		436,049	152,594	20,841	22,512
Capital and reserves					
Called up share capital	15	150	150	150	150
Profit and loss account	16	435,899	152,444	20,691	22,362
Shareholders' funds	17	436,049	152,594	20,841	22,512

BALANCE SHEETS (CONTINUED)

AS AT 31 MARCH 2014

For the financial year ended 31 March 2014 the group was entitled to exemption from audit under section 477 of the Companies Act 2006.

Directors' responsibilities:

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

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and the Financial Reporting Standard for Smaller Entities (effective April 2008).

Approved by the Board and authorised for issue on 1.7/12/14

M Callender
Director

Company Registration No. 06438050

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2014

1 Accounting policies

1.1 Accounting convention

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

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a small company and heads a small group.

1.2 Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 31 March 2014. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intra-group sales and profits are eliminated fully on consolidation.

1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT.

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 less estimated residual value of each asset over its expected useful life, as follows:

Computer equipment

2 years straight line

Fixtures, fittings & equipment

5 years straight line

1.5 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.6 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.7 Stock

Stock is valued at the lower of cost and net realisable value.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2014

1 Accounting policies

(continued)

1.8 Revenue recognition

Fee income represents revenue earned under a wide variety of contracts to provide professional services. Revenue is recognised as earned when, and to the extent that, the firm obtains the right to consideration in exchange for its performance under these contracts. It is measured at the fair value of the right to consideration, which represents amounts chargeable to clients, including expenses and disbursements but excluding value added tax.

Revenue is generally recognised as contract activity progresses so that for incomplete contracts it reflects the partial performance of the contractual obligations. For such contracts the amount of revenue reflects the accrual of the right to consideration by reference to the value of work performed. Revenue not billed to clients is included in debtors and payments on account in excess of the relevant amount of revenue are included in creditors.

Fee income that is contingent on events outside the control of the firm is recognised when the contingent event occurs.

1.9 Pensions

The Group operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable.

1.10 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

1.11 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

2 Turnover

In the year to 31 March 2014 27.97% (2013 - 21.63%) of the group's turnover was to markets outside the United Kingdom.

3	Operating profit	2014	2013
		£	£
	Operating profit is stated after charging:		
	Depreciation of tangible assets	112,870	47,625
	Loss on disposal of tangible assets	-	9,477
	Loss on foreign exchange transactions	35,382	655
	Operating lease rentals	21,895	5,597
	and after crediting:		
	Profit on foreign exchange transactions	(439)	(21,793)
			====

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

	Interest payable	2014	2013
		£	. £
	On bank loans and overdrafts	830	
	On overdue tax	1,447	11
	Other interest	<u> </u>	1,655
		2,277	1,666
5	Taxation	2014	2013
		£	£
	Domestic current year tax		
	U.K. corporation tax	129,313	285,221
	Adjustment for prior years	(86,806)	-
	Total current tax	42,507	285,221
	Deferred tax		
	Origination and reversal of timing differences	33,916	6,979
,		76,423	292,200
	•		
6	(Loss)/profit for the financial year As permitted by section 408 Companies Act 2006, the holding companies	y's profit and loss acc	ount has not
6	(Loss)/profit for the financial year As permitted by section 408 Companies Act 2006, the holding company been included in these financial statements. The loss for the financial ye	ar is made up as follov	NS:
6	As permitted by section 408 Companies Act 2006, the holding company	ar is made up as follow 2014	ws: 2013
6	As permitted by section 408 Companies Act 2006, the holding company	ar is made up as follov	NS:
6	As permitted by section 408 Companies Act 2006, the holding company	ar is made up as follow 2014	ws: 2013
	As permitted by section 408 Companies Act 2006, the holding company been included in these financial statements. The loss for the financial yellolding company's profit for the financial year	ar is made up as follov 2014 £ 643,329	vs: 2013 £ 571,034
6	As permitted by section 408 Companies Act 2006, the holding companies have included in these financial statements. The loss for the financial years.	ar is made up as follov 2014 £	ws: 2013 £

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

8	Tangible fixed assets			
	Group			
		Plant and machinery	Fixtures, fittings & equipment	Total
		£	£	£
	Cost			
	At 1 April 2013	127,006	4,114	131,120
	Additions	228,323	27,826	256,149
	At 31 March 2014	355,329	31,940	387,269
	Depreciation			
	At 1 April 2013	73,503	518	74,021
	Charge for the year	110,609	2,261	112,870
	At 31 March 2014	184,112	2,779	186,891
	Net book value			
	At 31 March 2014	171,217	29,161 	200,378
	At 31 March 2013	53,502	3,596	57,098

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Tangible fixed assets			
Company			
	Plant and machinery	Fixtures, fittings & equipment	Total
	£	£	£
Cost			
At 1 April 2013	99,647	1,605	101,252
Additions	105,396	24,145	129,541
At 31 March 2014	205,043	25,750	230,793
Depreciation			
At 1 April 2013	65,955	172	66,127
Charge for the year	59,682	1,320	61,002
At 31 March 2014	125,637	1,492	127,129
Net book value			
At 31 March 2014	79,406	24,258	103,664
At 31 March 2013	33,691	1,433	35,124

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2014

9 Fixed asset investments

Company

	Shares in
	group
	undertakings
	£
Cost	
At 1 April 2013	. 10
Additions	14
At 31 March 2014	24
Net book value	
At 31 March 2014	24
At 31 March 2013	10

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held	
	·	Class	%
Subsidiary undertakings		•	
REPL Trading Limited	England and Wales	Ordinary	100
REPL Consulting Limited	England and Wales	Ordinary	100
REPL Technology Limited	England and Wales	Ordinary	100
REPL Digital Limited	England and Wales	Ordinary	100
One Recruiting Limited	England and Wales	Ordinary	100
IT Translate Limited	England and Wales	Ordinary	100
REPL Group Inc	USA	Ordinary	100
REPL Consulting Inc	Canada	Ordinary	100
REPL Pte Ltd	Singapore	Ordinary	100
REPL Group Pty Ltd	Australia	Ordinary	100
Blue Light Professionals Limited	England and Wales	Ordinary	100

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2014

9 Fixed asset investments

(continued)

The principal activity of these undertakings for the last relevant financial year was as follows:

Principal activity

REPL Trading Limited The provision of

management consultancy

services

REPL Consulting Limited The provision of consultancy

services

REPL Technology Limited The supply of technical

equipment and electronic hardware products

REPL Digital Limited Software development
One Recruiting Limited The provision of labour
IT Translate Limited The provision of translation

services

REPL Group Inc The provision of

management consultancy

services

REPL Consulting Inc Dormant company
REPL Pte Ltd Dormany company
REPL Group Pty Ltd Dormany company
Blue Light Professionals Limited Dormany company

10 Stocks

	Group		Company	
	2014 2013	2014 2013 2014	2014	4 2013
	£	£	£	£
Finished goods and goods for resale	4,492	4,647	4,492 	4,647

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2014

		Grou	р	Compa	ny
		2014	2013	2014	2013
		£	£	£	£
Trade	debtors	1,069,131	826,096	391,339	278,856
Amou	nts owed by group undertakings	-	-	592,138	436,245
Other	debtors	42,012	257,203	16,996	5,030
Prepa	yments and accrued income	172,504	42,250	77,127	32,011
		1,283,647	1,125,549	1,048,589	752,142

12 Creditors: amounts falling due within one year

	-	Group		Company	
	2014	2013	2014	2013	
	£	£	£	£	
Trade creditors	322,242	95,324	210,199	73,189	
Amounts owed to group undertakings	-	-	862,323	-	
Corporation tax	187,180	347,982	12,109	133,076	
Taxes and social security costs	450,933	524,825	117,950	490,589	
Directors current accounts	-	7,804	-	6,135	
Other creditors	293,771	20,743	225,035	23,735	
Accruals and deferred income	496,441	292,625	434,611	284,878	
	1,750,567	1,289,303	1,674,863	1,011,602	

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13	Provisions for liabilities				
	Group				Deferred taxation
	Balance at 1 April 2013 Profit and loss account				6,979 33,916
	Profit and loss account				
	Balance at 31 March 2014				40,895
	Company				
	Balance at 1 April 2013				6,979
	Profit and loss account				14,791
	Balance at 31 March 2014				21,770
	The deferred tax liability is made up as	follows:			
	The deferred tax liability is made up as	Group		Company	
	The deferred tax liability is made up as		2013 £	Company 2014 £	/ 2013 £
		Group 2014 £	£	2014 £	2013 £
	The deferred tax liability is made up as Accelerated capital allowances Other timing differences	Group 2014		2014	2013
	Accelerated capital allowances	Group 2014 £ 38,917	£ 7,858	2014 £ 19,792	2013 £ 7,858
	Accelerated capital allowances Other timing differences	Group 2014 £ 38,917 1,978 40,895	7,858 (879)	2014 £ 19,792 1,978	7,858 (879)
14	Accelerated capital allowances	Group 2014 £ 38,917 1,978 40,895	7,858 (879)	2014 £ 19,792 1,978	7,858 (879)
14	Accelerated capital allowances Other timing differences	Group 2014 £ 38,917 1,978 40,895	7,858 (879)	2014 £ 19,792 1,978	7,858 (879)
14	Accelerated capital allowances Other timing differences Pension and other post-retirement benefits	Group 2014 £ 38,917 1,978 40,895	7,858 (879)	2014 £ 19,792 1,978	7,858 (879)
14	Accelerated capital allowances Other timing differences Pension and other post-retirement benefits	Group 2014 £ 38,917 1,978 40,895 ————————————————————————————————————	7,858 (879)	2014 £ 19,792 1,978 21,770	7,858 (879) 6,979

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15	Share capital	2014	2013
	•	£	£
	Allotted, called up and fully paid		
	1,500 Ordinary shares of 10p each	150	150
16	Statement of movements on profit and loss account		
	Group		Profit and
			s account
	•		£
	Balance at 1 April 2013		152,444
	Profit for the year		925,426
	Foreign currency translation differences		3,029
	Dividends paid		(645,000)
	Balance at 31 March 2014		435,899
	Company	•	•
			Profit and
		los	s account
			£
	Balance at 1 April 2013		22,362
	Profit for the year		643,329
	Dividends paid		(645,000)
	Balance at 31 March 2014		20,691

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2013 £	2014 £	Reconciliation of movements in shareholders' funds Group	17
717,166	925,426	Profit for the financial year	
(570,000)	(645,000)	Dividends	
147,166	280,426		
-	3,029	Other recognised gains and losses	
1	· -	Proceeds from issue of shares	
147,167	283,455	Net addition to shareholders' funds	
5,427	152,594	Opening shareholders' funds	
152,594	436,049	Closing shareholders' funds	
2013	2014		
£	£	Company	
571,034	643,329	Profit for the financial year	
(570,000)	(645,000)	Dividends	
1,034	(1,671)	Net (depletion in)/addition to shareholders' funds	
21,478	22,512	Opening shareholders' funds	
22,512	20,841	Closing shareholders' funds	

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2014

18 Financial commitments

At 31 March 2014 the group had annual commitments under non-cancellable operating leases as follows:

Land and buildings 2014 £

Expiry date:

Between two and five years

22,590

At 31 March 2014 the company had annual commitments under non-cancellable operating leases as follows:

> Land and **buildings** 2014

Expiry date:

Between two and five years

22,590

Directors' remuneration 2014 2013

£ £

Remuneration for qualifying services 9,500 38,272

20 Related party relationships and transactions

Dividends to Directors

The following directors were paid dividends during the year as outlined in the table below:

	2014	2013
	£	£
M Callender	215,000	190,000
C Love	215,000	190,000
T Quinton	215,000	190,000
	645,000	570,000