

Registration number 06545542

ENARA GROUP LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013



ENARA GROUP LIMITED

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ENARA GROUP LIMITED
COMPANY INFORMATION

Directors	W Felton J Flanagan
Company secretary	MITIE Company Secretarial Services
Registered office	8 Monarch Court The Brooms Emersons Green Bristol BS16 7FH
Bankers	HSBC Bank Plc 2nd Floor 62-76 Park Street London SE1 9DZ
Auditor	Deloitte LLP London

ENARA GROUP LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2013

The directors present their report and the financial statements for the year ended 31 March 2013

Principal activity

The principal activity of the company is that of a holding company of a group of companies whose principal activity is domiciliary care services. The entire issued share capital of the company was acquired by MITIE Group PLC on 8 October 2012.

Directors of the company

The directors who held office during the year were as follows:

S Booty (resigned 09 October 2012)
C Auld (resigned 09 October 2012)
S Gray (resigned 09 October 2012)
D Jackson (resigned 09 October 2012)
A Hassan (resigned 09 October 2012)
P Rattle (resigned 09 October 2012)
W Felton (appointed 09 October 2012)
J Flanagan (appointed 09 October 2012)
D Harland (appointed 09 October 2012 and resigned 31 January 2013)
A Dun (resigned 12 April 2013)

Business review

Fair review of the business

The financial statements for the year ended 31 March 2013 are set out on pages 7 to 15. The loss for the year is disclosed on page 7. The directors have transferred this to reserves without declaring a dividend.

The company does not carry on a business itself, acting only as a holding company.

Financial instruments

Objectives and policies

The Board constantly monitors the company's results and revises projections as appropriate to ensure that the company can meet its future obligations as they fall due.

Price risk, credit risk, liquidity risk and cash flow risk

The group to which the company belongs is exposed to the usual credit and cash flow risk associated with selling on credit and manages this through credit control procedures. The nature of its financial instruments are such that they are not subject to price risk.

Credit risk of the company relates to bank balances which are all held with large UK banks with strong credit ratings and amounts owed by other companies, all of which are considered recoverable.

In accordance with the Financial Reporting Council's 'Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2009', the directors of all companies are required to provide disclosures regarding the adoption of the going concern basis of accounting.

The company is part of a group which has adequate financial resources available. The forecasts for the year ending 31 March 2014 predict that the group will continue to comply with its banking covenants and the management accounts prepared for the post year end period confirmed this to be the case up to the date the financial statements were approved. The directors therefore have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future and have continued to adopt the going concern basis in preparing the financial statements.

ENARA GROUP LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2013

Future developments

The external environment is expected to remain competitive going forwards, however, the directors remain confident that the group to which the company belongs will continue to improve its current level of performance in the future

Disclosure of information to the auditor

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

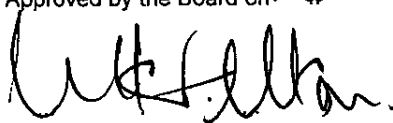
- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that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

Reappointment of auditor

Deloitte LLP were appointed as auditors to the company on 8 October 2012 following the resignation of Hazlewoods LLP and have expressed their willingness to continue in office

Approved by the Board on ^{29 October 2013} ~~29 October 2013~~ and signed on its behalf by



W Felton
Director

ENARA GROUP LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

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 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 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
ENARA GROUP LIMITED**

We have audited the financial statements of Enara Group Limited for the year ended 31 March 2013, which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 16. 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). The corresponding figures for the profit and loss account for the period ended 31 March 2012 shown in these financial statements are derived from the financial statements prepared for that period that were not audited.

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 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 auditor

As explained more fully in the Directors' Responsibilities Statement (set out on page 4), 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 (APB'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 Directors' 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 the 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.

Opinion on other matter prescribed by the Companies Act 2006

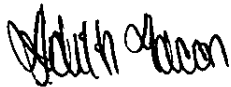
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
ENARA GROUP LIMITED**

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 Auditors
London, United Kingdom

Date 29 October 2013

ENARA GROUP LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2013

	Note	2013 £	Unaudited 2012 £
Administrative expenses		(2,461,567)	(1,696,885)
Operating loss	2	(2,461,567)	(1,696,885)
Loss on ordinary activities before taxation		(2,461,567)	(1,696,885)
Tax on loss on ordinary activities	5	448,338	149,158
Loss for the financial year	11	<u>(2,013,229)</u>	<u>(1,547,727)</u>

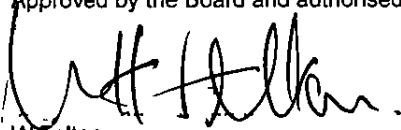
Turnover and operating profit derive wholly from continuing operations

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

ENARA GROUP LIMITED
(REGISTRATION NUMBER 06545542)
BALANCE SHEET
AS AT 31 MARCH 2013

	Note	2013 £	2012 £
Fixed assets			
Investments	6	<u>1</u>	<u>1</u>
Current assets			
Debtors	7	1,352,450	803,359
Creditors Amounts falling due within one year	8	<u>(7,556,980)</u>	<u>(368,219)</u>
Net current (liabilities)/assets		<u>(6,204,530)</u>	<u>435,140</u>
Total assets less current liabilities		<u>(6,204,529)</u>	<u>435,141</u>
Creditors Amounts falling due after more than one year	9	<u>-</u>	<u>(4,626,441)</u>
Net liabilities		<u>(6,204,529)</u>	<u>(4,191,300)</u>
Capital and reserves			
Called up share capital	10	1,000,000	1,000,000
Profit and loss account	11	<u>(7,204,529)</u>	<u>(5,191,300)</u>
Shareholders' deficit	12	<u>(6,204,529)</u>	<u>(4,191,300)</u>

Approved by the Board and authorised for issue on ^{29 April 2013} and signed on its behalf by


W Felton
Director

ENARA GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013

1 Accounting policies

Basis of preparation

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

The company has taken 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

Exemption from preparing group accounts

The company has taken exemption from preparing group accounts as per FRS2 "Accounting for Subsidiary Undertakings", on the grounds that its accounts are consolidated in the larger group of MITIE Group PLC

Going concern

Details regarding the directors' consideration of going concern are given in the going concern section of the Directors' Report

Fixed asset investments

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

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.

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 period they are payable.

2 Operating loss

Operating loss is stated after charging

	2013 £	Unaudited 2012 £
Auditor's remuneration	<u>120,489</u>	<u>90,000</u>

The above audit fee includes amounts incurred on behalf of other group companies. It is not practicable to apportion the audit fee between services provided to this company and other group companies.

ENARA GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013

3 Particulars of employees

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows

	2013 No.	Unaudited 2012 No
Administration and support	<u>5</u>	<u>5</u>

The aggregate payroll costs were as follows

	2013 £	Unaudited 2012 £
Wages and salaries	1,039,442	932,493
Social security costs	117,855	110,208
Staff pensions	<u>31,100</u>	<u>26,500</u>
	<u>1,188,397</u>	<u>1,069,201</u>

4 Directors' remuneration

The directors' remuneration for the year was as follows

	2013 £	Unaudited 2012 £
Remuneration	551,638	489,730
Company contributions paid to money purchase schemes	<u>31,100</u>	<u>26,500</u>

In respect of the highest paid director

	2013 £	Unaudited 2012 £
Remuneration	166,230	156,654
Company contributions to money purchase pension schemes	<u>15,500</u>	<u>15,500</u>

Directors are remunerated by Enara Group Limited, except for J Flanagan who is remunerated by MITIE Group PLC. It is not practicable to allocate their remuneration between services as directors of this company and as directors of other group companies.

ENARA GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013

5 Taxation

Tax on loss on ordinary activities

	2013 £	Unaudited 2012 £
Current tax		
Group relief receivable	(597,496)	-
Deferred tax		
Origination and reversal of timing differences	149,158	(149,158)
Total tax on loss on ordinary activities	<u>(448,338)</u>	<u>(149,158)</u>

Factors affecting current tax charge for the year

Tax on loss on ordinary activities for the year is lower than (2012 - higher than) the standard rate of corporation tax in the UK of 24% (2012 - 26%)

The differences are reconciled below

	2013 £	Unaudited 2012 £
Loss on ordinary activities before taxation	<u>(2,461,567)</u>	<u>(1,696,885)</u>
Corporation tax at standard rate	(590,776)	(441,190)
Temporary adjustments - pension accruals	(11,040)	-
Non deductible expenses - general	4,320	465
Group relief surrendered	-	437,345
Temporary adjustments - provisions	-	3,380
Total current tax	<u>(597,496)</u>	<u>-</u>

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% 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.

ENARA GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013

6 Investments held as fixed assets

	2013 £	2012 £
Shares in group undertakings and participating interests	<u>1</u>	<u>1</u>
Shares in group undertakings and participating interests		
		Subsidiary undertakings £
Cost and net book value		
At 1 April 2012 and at 31 March 2013		<u>1</u>

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows

Undertaking	Holding	Proportion of voting rights and shares held	Principal activity
Subsidiary undertakings			
Enara Finance Limited	Ordinary	100%	Intermediate parent company

Details of indirect subsidiaries are disclosed in the financial statements of Enara Finance Limited

ENARA GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013

7 Debtors

	2013 £	2012 £
Amounts owed by group undertakings	754,954	654,201
Other debtors	597,496	-
Deferred tax	-	149,158
	<u>1,352,450</u>	<u>803,359</u>

Deferred tax

The movement in the deferred tax asset in the year is as follows

	£
At 1 April 2012	149,158
Deferred tax charged to the profit and loss account	<u>(149,158)</u>
At 31 March 2013	<u>-</u>

Analysis of deferred tax

	2013 £	2012 £
Tax losses available	<u>-</u>	<u>149,158</u>

8 Creditors. Amounts falling due within one year

	2013 £	2012 £
Amounts owed to group undertakings	6,817,118	-
Accruals and deferred income	739,862	368,219
	<u>7,556,980</u>	<u>368,219</u>

9 Creditors. Amounts falling due after more than one year

	2013 £	2012 £
Amounts owed to group undertakings	<u>-</u>	<u>4,626,441</u>

ENARA GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013

10 Share capital

Allotted, called up and fully paid shares

	2013		2012	
	No	£	No	£
Ordinary shares of £1 each	<u>1,000,000</u>	<u>1,000,000</u>	<u>1,000,000</u>	<u>1,000,000</u>

11 Reserves

	Profit and loss account £
At 1 April 2012	(5,191,300)
Loss for the year	<u>(2,013,229)</u>
At 31 March 2013	<u>(7,204,529)</u>

12 Reconciliation of movement in shareholders' funds

	2013 £	2012 £
Loss attributable to the members of the company	<u>(2,013,229)</u>	<u>(1,547,727)</u>
Net reduction to shareholders' funds	<u>(2,013,229)</u>	<u>(1,547,727)</u>
Shareholders' deficit at 1 April	<u>(4,191,300)</u>	<u>(2,643,573)</u>
Shareholders' deficit at 31 March	<u>(6,204,529)</u>	<u>(4,191,300)</u>

13 Pension schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £31,100 (2012 - £26,500).

14 Contingent liabilities

The company is party with other group undertakings to cross guarantees of each other's bank overdrafts and loans. As at 31 March 2013, the overall commitment was £10 million (2012 the equivalent figure was £31.3 million).

ENARA GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013

15 Related party transactions

The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other wholly owned members of the group

During the year, the company paid monitoring fees of £450,000 (2012 £338,178) to August Equity LLP, which is a connected party of August Equity Partners II GP Limited, which controlled the company until 8 October 2012

16 Control

The directors regard MITIE Group PLC, a company registered in Scotland, as the ultimate parent company and controlling party as of 8 October 2012 when it acquired the entire share capital of the company. Prior to 8 October 2012, the company was controlled by funds managed by August Equity Partners II GP Limited, a company incorporated in England and Wales

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