07822005 CHECKA PROFESSIONAR. COM LIMITED

Company Registration No 07325074 (England and Wales)

CHECKAGROUP HOLDINGS LIMITED

DIRECTORS' REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 SEPTEMBER 2013

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COMPANY INFORMATION

Directors K Byrne L M Byrne

A Byrne
J Byrne
R Spiceley
J D Spiceley

Secretary R Spiceley

Company Number 07325074

Registered Office Unit 6

Sherrington Mews

Selsey Chichester West Sussex PO20 OFJ

Auditors Watling & Hirst Limited

Cawley Place 15 Cawley Road Chichester West Sussex PO19 1UZ

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STRATEGIC REPORT

FOR THE PERIOD ENDED 30 SEPTEMBER 2013

The Directors present the strategic report and financial statements for the period ended 30 September 2013

Review of the business

The group continues to offer a directory of trades and services to the general public. Businesses appearing within these directories have been vetted to certain criteria standards, for example by verifying their insurance, qualifications and professional memberships. Also the group monitors the trades and services work on an ongoing basis by collecting feedback directly from their customers.

Principle risks and uncertainties

As for many businesses of our size, the business environment in which we operate continues to be challenging, although recovery of the trade sector is beginning. We face competition from other competitors who could offer the same type of service that we do. We are of course also subject to consumer spending patterns and consumers overall level of disposable income within our economy.

With these risks and uncertainties in mind, we are aware that any plans for the future development of the business may be subject to unforeseen events outside our control

Development and performance

The Group's activities are organised into the following two divisions

- Membership
- Advertising within the quarterly brochures/guides

We consider that our key financial performance indicators are those that communicate the financial performance and strength of the group as a whole, those being turnover, gross profit

The turnover of the group by activity was as follows

	2013	2012
	£	£
Membership	4,007,786	2,993,279
Advertising and brochures	<u>3,575,959</u>	<u>1,602,623</u>
Total	<u>7,583,745</u>	<u>4,595,902</u>

Both activities within the group have shown growth during the year and this has left the group in a good financial position at the end of the year, in line with our expectations. Sales have increased by over 47% despite some competitors entering the market and without us having achieved coverage of the whole of the United Kingdom. The strong increase in sales can in the main be attributed to extra locations being opened up and more people being aware of the group thanks to significant national advertising.

Key performance Indicators

Overall gross profit has increased to £3,330,323 (43 9%) from £2,034,498 (44 3%) but profit before tax has been impacted by the first year of trading of Checkaprofessional com Limited which incurred a loss of £217,638. The company still has strong cash reserves to fund the continued expansion of the group. Included within creditors due within one year is £4,248,598 of deferred income which is to be released to the profit and loss account in 2014.

K Byrne

Director

23/6/2014

DIRECTORS' REPORT

FOR THE PERIOD ENDED 30 SEPTEMBER 2013

The Directors present their report and financial statements for the period ended 30 September 2013

Principal activities

The principal activity of the group continued to be that of the production and printing of advertising leaflets and internet listings

Directors

The following directors have held office since 1 October 2012

R Spiceley

K Byrne

A Byrne

J Byrne

J D Spiceley

L M Byrne

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Watling & Hirst Limited be reappointed as auditors of the group will be put to the Annual General Meeting

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 group and of the profit or loss of the group for that period. In preparing those financial statements, the directors are required to

- -select suitable accounting policies and then apply them consistently,
- -make judgements and estimates that are reasonable and prudent,
- -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 group's transactions and disclose with reasonable accuracy at any time the financial position of the group and to enable them to ensure that the financial statements comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Statement of disclosure to auditor

- (a) so far as the directors are aware, there is no relevant audit information of which the group's auditors are unaware, and
- (b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the group's auditors are aware of that information

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

K Byrne Director

ne 1/2/ tor 23/6/2014

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CHECKAGROUP HOLDINGS LTD

We have audited the group and parent company financial statements, which comprise the Consolidated Income and Expenditure Account, the Consolidated and Company Balance Sheets and related notes, of Checkagroup Holdings Ltd for the period ended 30 September 2013. 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).

Respective responsibilities of the directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with 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 group'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 and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 30 September 2013 and of its profit 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 Director's 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

Antony David Rose (Senior Statutory Auditor)

for and on behalf of Watling & Hirst Limited Chartered Certified Accountants Statutory Auditor 27h Jime 7014

Cawley Place 15 Cawley Road Chichester West Sussex PO19 1UZ

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 30 SEPTEMBER 2013

	Notes	September 2013 €	July 2012 £
Turnover	2	7,583,745	4,595,902
Cost of sales		(4,199,657)	(2,561,404)
Gross profit Administrative expenses		3,330,323 (3,461,875)	2,034,498 (1,916,447)
Operating profit	3	(77,787)	118,051
Other interest receivable and similar income	4	5,796	2,907
Interest payable and similar charges	5	(19)	(242)
Profit on ordinary activities before taxation		(72,010)	120,716
Tax on profit on ordinary activities	6	(33,967)	(42,970)
Profit on ordinary activities after taxation	17	(105,977)	77,745

Continuing Operations

None of the group's activities were acquired or discontinued during the above two periods

Statement of total recognized gains and losses

There are no recognised gains and losses other than those passing through the consolidated profit and loss account

CONSOLIDATED BALANCE SHEET AS AT 30 SEPTEMBER 2013

	NI . An a		September 201	3 £	July 2012
	Notes	£	£	£	£
Fixed assets					
Tangible assets	8 & 9		319,958		344,664
Current assets					
Stocks	11	19,170		9,903	
Debtors	12	3,427,325		2,461,394	
Cash at bank and in hand		1,531,928		929,141	
		4,978,423		3,400,438	
Creditors amounts falling due within one year	13	(5,232,351)		(3,476,213)	
Net current liabilities			(253,928)		(75,775)
Total assets less current liabilities			66,030		268,889
Provisions for liabilities	14		(23,808)		(20,690)
			42,222		248,199
Capital and reserves					
Called up share capital	16		250		250
Share premium account	17		49,975		49,975
Profit and loss account	17		(8,003)		197,974
Shareholders' funds	18		42,222		248,199

Approved by the board for issue on

K Byrne
Director
23/6/244

PARENT COMPANY BALANCE SHEET AS AT 30 SEPTEMBER 2013

	Notes	£	September 13 £	£	July 12 £
Fixed assets					
Investments	10		4,125		4,125 ————
Current assets					
Debtors		125		125	
Creditors amounts falling due within one year		(4,000)		(4,000)	
Net current assets			(3,875)		(3,875)
Total assets less current liabilities			250		250
Capital and reserves					
Called up share capital	16		250		
Shareholders' funds			250		250

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

Approved by the board for issue on

K Byrne

Director

23/6/2014

CONSOLIDATED CASH FLOW STATEMENT AS AT 30 SEPTEMBER 2013

		Sept	ember 2013		July 2012	
	Notes	£	£	£	£	
Net cash inflow from operating						
activities	23		795,898		700,378	
Returns on investments and servicing of finance						
Interest received		5,796		87		
Interest paid		(19)		(1,054)		
Net cash inflow for returns on						
investments and servicing of finance		5,777		(967)		
Capital expenditure						
Payments to acquire to tangible assets		(124,789)		(256 769)		
Receipts from sales of tangible assets		25,901		(230 703)		
receipts from sales of taligible assets		25,901				
Net cash outflow for capital						
expenditure		98,888		(256,769)		
Equity dividends paid			100,000		100,000	
Increase in cash in the year	24, 25		602,787		342,642	
						

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 SEPTEMBER 2013

1 Accounting policies

11 Accounting convention

The financial statements are prepared under the historical cost convention

1 2 Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiaries undertakings made up to 30th September 2013. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intragroup sales and profits are eliminated fully on consolidation.

13 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts

1 4 Tangible fixed assets and depreciation

Tangible fixed assets, other than investment properties, 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 estimated useful life, as follows.

Land and Buildings Leasehold

Over the remaining period of the lease

Computer equipment

25% straight line

Furniture, fittings and equipment

25% reducing balance

Motor Vehicles

25% reducing balance

Investment properties are included in the balance sheet at their open market value. Depreciation is provided only on those investment properties which are leasehold and where the unexpired lease term is less than 20 years.

Although this accounting policy is in accordance with the applicable accounting standard, SSAP 19, Accounting for investment properties, it is a departure from the general requirement of the Companies Act 2006 for all tangible assets to be depreciated. In the opinion of the directors compliance with the standard the necessary for the financial statements to give a true and fair view. Depreciation or amortization is only one of many factors reflected in the annual valuation and the amount of this which might otherwise have been charged cannot be separately identified or quantified.

15 Leasing

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

16 Stock

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

17 Pensions

The company 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 8 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 SEPTEMBER 2013

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom

3	Operating profit	September 2013	July 2012
		£	£
	Operating surplus is stated after charging		
	Depreciation of tangible assets	123,593	71,683
	Loss on disposal of tangible assets	25,549	-
	Operating lease rentals		
	- Plant and machinery	160,339	72,626
	- Other assets	86,861	36,062
	Auditors' remuneration (including expenses and benefits in kind)	11,333	6,667
	and after crediting		
	Profit on disposal of tangible assets	-	(3,754)
			
4	Investment Income	September 2013	July 2012
		£	£
	Bank interest	5,010	2,907
	Other interest	786	_,
		5,796	2,907
5	Interest payable	September 2013	July 2012
•	moroot payable	£	£
	On bank loans and overdrafts	19	242

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 SEPTEMBER 2013

6	Taxation	September 2013	July 2012 £
	Domestic current year tax		
	U K corporation tax	30,849	-
	Adjustment to prior years	-	(86,828)
	Current tax charge	30,849	(86,828)
	Deferred tax		
	Deferred tax charge/credit current year	3,118	129,798
		33,967	42,970
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	(72,010)	120,716
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 23 50% (July 2012 20 00%)	(16922)	24,143
	Effects of	-	
	Non deductible expenses	47,771	(45,955)
	Adjustments to previous periods	· · ·	(86,828)
	Current tax charge	30,849	(108,640)
7	Dividends	September 2013	July 2012
		£	£
	Ordinary interim paid	100,000	100,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 SEPTEMBER 2013

8	Tangible fixed assets					
	•	Land and buildings Leasehold	Computer equipment	Fixtures, fittings & equipment	Motor vehicles	Total
	Cost	£	£	£	£	£
	At 1 August 2012	251,001	426,502	123,766	48,266	849,535
	Additions	54,955	54,653	15,181	-	124,789
	Disposals		-	-	-	-
	At 30 September 2013	305,956	481,155	138,947	48,266	974,324
	Depreciation					
	At 1 August 2012	119,791	328,469	63,381	19,131	530,772
	On disposals	-	-	-	-	-
	Charge for the period	47,577	48,106	19,970	7,941	123,594
	At 30 September 2013	167,368	376,575	83,351	27,072	654,366
	Net book value					
	At 30 September 2013	138,588	104,580	55,596	21,194	319,958
	At 31 July 2012	131,210	98,033	60,385	29,135	318,763

There is a charge over the land opposite 5-6 The Mews, Selsey Gate on the Banks standard form dated 04/01/2011

9 Tangible fixed assets

	Investment Properties
	£
Cost	
At 1 August 2012	25,901
Disposals	(25,901)
	
At 30 September 2013	-
Net book value	
At 30 September 2013	-
	
At 31 July 2012	25,901
	

The investment properties are included in the financial statements at open market value as estimated by the directors

Checkaprofessional com Limited

Checkatrade National Limited

Checkatrade Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 SEPTEMBER 2013

10	Fixed asset investments			Shares in group undertakings and participating interests £
	Cost			~
	At 1 August 2012			4125
	Additions			-
	At 30 September 2013			4125
	Net book value			
	At 30 September 2013			4125
	At 31 July 2012			4125
	Holdings of more than 20%			
	The company holds more than 20°	% of the share capital of the following	g companies	
	Company	Country of registration or incorporation	Class	Shares held %
	Subsidiary undertakings			
	Vetted Limited	England & Wales	Ordinary	100 00

Checkatrade com Limited England & Wales Ordinary 100 00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial period were as follows

Ordinary

Ordinary

Ordinary

100 00

100 00

100 00

England & Wales

England & Wales

England & Wales

iniandal period were as follows	Principal activity	Capital and reserves September 2013 £	Profit/(loss) for the period September 2013 £
Vetted Limited	Production and printing of advertising leaflets	254,824	71,348
Checkaprofessional com Limited	Production and printing of advertising leaflets	(216,638)	(217,638)
Checkatrade National Limited	Dormant	1,000	-
Checkatrade Limited	Dormant	1,000	-
Checkatrade com Limited	Dormant	1,000	-

Checkaprofessional com Limited is exempt from the requirements relating to the audit of accounts under section 479A of the Companies Act 2006

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 SEPTEMBER 2013

11	Stocks	September	July
		2013	2012
		£	£
	Finished goods and goods for resale	19,170	9,903
12	Debtors	September	July
		2013	2012
		£	£
	Trade debtors	2,719,642	1,959,931
	Other debtors	212,811	373,696
	Prepayments and accrued income	494,747	127,642
		3,427,200	2,461,269
13	Creditors amounts falling due within one year	September	July
		2013	2012
		£	£
	Trade creditors	511,626	111,458
	Corporation tax	30,849	-
	Taxation and social security	286,750	254,218
	Other creditors	5,671	5,671
	Accruals and Deferred income	4,397,455	3,104,866
		5,232,351	3,476,213

The deferred income will be released into the profit and loss account during the year ended 30th September 2014

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 SEPTEMBER 2013

14	Provisions	for	liabilities
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		Deferred tax liability £
Balance at 1 August 2012		20,690
Profit and loss account		3,118
Balance at 30 September 2013		23,808
		<u></u>
The deferred tax liability is made up as follows		
	September	July
	2013	2012
	£	£
Accelerated capital allowances	23,808	20,690
		

15 Pension and other post-retirement benefit commitments Defined contribution

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund.

		September 2013	July 2012
		£	£
	Contributions payable by the company for the year	227,029	287,015
16	Share Capital	September 2013 £	July 2012 £
	Allotted, called up and fully paid	_	_
	250 Ordinary shares of £1 each	250	250
			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 SEPTEMBER 2013

17 Statement of movement on reserves

	Share premium account £	Profit and loss account £
Balance at 1 August 2012	49,975	197,974
Loss for the year	-	(105,977)
Dividends paid	-	(100,000)
Balance at 30 September 2013	49,975	(8,003)

The share premium account may not be distributed under section 610 of the Companies Act 2006

18	Reconciliation of movements in shareholders' funds	September	July
		2013	2012
		£	£
	(Loss)/Profit for the financial year	(105,977)	77,745
	Dividends	(100,000)	(100,000)
	Net movement in shareholders' funds	(205,977)	(22,255)
	Opening shareholders' funds	248,073	270,328
	Closing shareholders' funds	42,096	248,073

19 Financial commitments

At 30 September 2013 the company was committed to making the following payments under non-cancellable operating leases in the year to 30 September 2014

	Land and B	Land and Buildings		Other		
	September	July	September	July		
	2013	2012	2013	2012		
	£	£	£	£		
Operating leases which expire						
Between two and five years	81,956	81,956	63,651	63,651		
In over five years			16,111			
						
	81,956	81,956	79,762	63,651		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 SEPTEMBER 2013

20	Directors' remuneration	September 2013	July 2012 £
		£	£
	Remuneration for qualifying services	168,758	136,019
	Company pension contributions to defined contribution schemes	184,567	266,617
			
		353,325	402,636
21	Employees		
	Number of employees		
	The average monthly number of employees (including directors) during the year was		
		September	July
		2013	2012
		Number	Number
		109	84
	Employment costs	September	July
		2013	2012
		£	£
	Wages and salaries	2,568,171	1,708,134
	Social security costs	20,859	16,772
	Other pension costs	227,029	287,015
		2,816,059	2,011,921
			

22 Control

Throughout the period the company was under the control of the directors

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 SEPTEMBER 2013

23	Reconciliation of operating profit to net ca	ash inflow fro	om	operating	September	July
	activities				2013	2012
					£	£
	One and the one (1000) (2000)				(77 707)	440.054
	Operating (loss)/profit				(77,787)	118,051
	Depreciation of tangible assets				123,593	77,992
	Loss/(profit) on disposal of tangible assets				25,549	(3,754)
	(Increase)/decrease in stocks				(9,267)	2,462
	Increase in debtors				(991,475)	(442,332)
	Increase in creditors within one year	1,725,289	944643			
	Net cash inflow from operating activities				795,898	700,378
24	Analysis of changes in net debt	1 August	(Cash flow	Other non-	30 September
	,	2012			cash changes	2013
		£		£	£	£
	Cash at bank and in hand	929,141		602,787	-	1,531,928
						
	Total	929,141		602,787	-	1,531,928
25	Reconciliation of net cash flow to movem	ent in net de	bt		September	July
					2013	2012
					£	£
	Increase in cash in the year				602,787	342,642
	Movement in net funds in the year					
	Opening net funds				929,141	586,499
	Closing net funds				1,531,928	929,141

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 SEPTEMBER 2013

26 Related party relationships and transactions

Loans to directors

Transactions in relation to loans with directors during the year are outlined in the table below

Description	% Rate £	Opening Balance £	Amounts Advanced £	Interest Charged £	Amounts Repaid £	Closing Balance £
K Byrne – Directors current account	•	7,763	3,468	-	(10,720)	511
R Spiceley – Directors current account	-	(1,910)	-	-	-	(1,910)
J Byrne – Directors current account	-	(1,956)	-	-	-	(1,956)
A Byrne – Directors current account	-	(1,805)	-	-	-	(1,805)
		2,092	3,468			(5,160)

The overdrawn amount on K Byrne's director's account was repaid after the year end

Guarantees

Limited guarantee was given by the director Mr K Byrne for £50,000 on 16/10/2008

Other transactions

Also included in other debtors is a loan to Checkatalent, a company who is under the control of some of the directors. The balance at the year end was £36,424 (2012 - £nil). This amount is interest free is payable on demand.