

Temple Security Contractors Limited

Report and Financial Statements

31 March 2014



Directors

J Levine
M Saunders
C Wisely

Company secretary

M Saunders

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
The Portland Building
25 High Street
Crawley
West Sussex, RH10 1BG

Bankers

Clydesdale Bank Plc
2nd Floor, 35 Regent Street
London, SW1Y 4ND

Registered office

Ground Floor Suite
River House
Maidstone Road
Sidcup
Kent
DA14 5RH

Directors' report

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

Results and dividends

The company did not trade during the year (year ended 31 March 2013: the company did not trade). The directors do not recommend the payment of a dividend (year ended 31 March 2013: £nil).

Principal activity

The company is a non-trading entity after all customer contracts were transferred to a group company in 2011.

Going concern

The company is part of the wider Axis Group Integrated Services Limited group which meets its day-to-day working capital requirements through close management of group cash flows and an invoice discounting facility.

The group's forecasts and projections, taking account of reasonable possible changes in trading performance, show that the group, and therefore the company, is able to operate within the level of its current facilities and other sources of finance that are available to them.

The directors, having considered this and the financial position of the company, have a reasonable expectation that the company will continue in operational existence and thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Directors and company secretary

The directors who served the company during the year and up to the date of these financial statements were as follows:

J Levine
M Saunders
C Wisely

M Saunders served as company secretary.

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable 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.

Directors' report (continued)

Directors' liabilities

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditors in connection with preparing its report, of which the auditors are unaware. Having made enquiries of fellow directors and the company's auditors, the directors have taken all the steps that they are obliged to take as directors in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

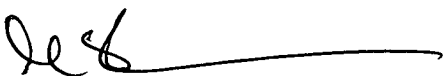
Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

Small company exemptions

This report has been prepared in accordance with the special provisions applicable to companies subject to the small companies' regime within Part 15 of the Companies Act 2006, under this provision, the company is exempt from preparing a Strategic Report.

On behalf of the Board



M Saunders
Director

Date:

9/11/15

Registered number: 3814848

Independent auditors' report to the members of Temple Security Contractors Limited

Report on the financial statements

Our opinion

In our opinion, Temple Security Contractors Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 March 2014 and of its result and cash flows 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.
-

What we have audited

Temple Security Contractors Limited's financial statements comprise:

- the Balance Sheet as at 31 March 2014;
- the Profit and loss account for the year then ended;
- the Cash flow statement for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Independent auditors' report to the members of Temple Security Contractors Limited (continued)

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities 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 and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

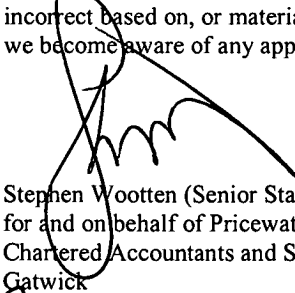
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Report and Financial Statements 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.



Stephen Wootten (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Gatwick
9 January 2015

Profit and loss account

for the year ended 31 March 2014

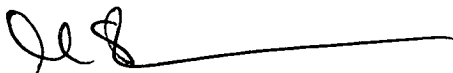
The company did not trade during the year (2013: no activity).

Balance sheet

At 31 March 2014

	Notes	31 March 2014 £'000	31 March 2013 £'000
Current assets			
Debtors	6	1,809	3,142
Creditors: amounts falling due within one year	7	(1,869)	(3,202)
Net current liabilities		(60)	(60)
Net liabilities		(60)	(60)
Capital and reserves			
Called up share capital	8	—	—
Profit and loss account	9	(60)	(60)
Total shareholders' deficit	10	(60)	(60)

The financial statements on pages 6 to 13 were approved by the Board of Directors and signed on their behalf by:



M Saunders
Director

Date: 9/1/15

Registered number: 3814848

Cash flow statement

for the year ended 31 March 2014

	Year ended 31 March 2014 £'000	Year ended 31 March 2013 £'000
Net cash inflow from operating activities	-	-
	<hr/>	<hr/>
Increase in cash in the year	-	-
	<hr/> <hr/>	<hr/> <hr/>

Notes to the financial statement

At 31 March 2014

Reconciliation of operating result to net cash inflow from operating activities

	Year ended 31 March 2014 £'000	Year ended 31 March 2013 £'000
Operating profit	-	-
Decrease/(increase) in debtors	1,333	(12)
(Decrease)/increase in creditors	(1,333)	12
Net cash inflow from operating activities	-	-

Notes to the financial statement

At 31 March 2014

1. Accounting policies

Basis of preparation

The financial statements are prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards. The principle accounting policies, which have been applied consistently throughout the year, are set out below.

Going concern

The company is part of the wider Axis Group Integrated Services Limited group which meets its day-to-day working capital requirements through close management of group cash flows and an invoice discounting facility.

The group's forecasts and projections, taking account of reasonable possible changes in trading performance, show that the group, and therefore the company, is able to operate within the level of its current facilities and other sources of finance that are available to them.

The directors, having considered this and the financial position of the company, have a reasonable expectation that the company will continue in operational existence and thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or the right to pay less or to receive more tax, with the following exceptions:

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, or gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2. Turnover

The company did not trade during the year (2013: no activity).

3. Operating result

The company did not trade during the year (2013: no activity). The auditors' remuneration of £46,000 (2013: £46,000) is borne by the parent company, Axis Group Integrated Services Limited. It is not practical to allocate the audit fees between group companies.

The company has no employees (2013: none).

4. Directors' remuneration

No directors' remuneration was paid during the year in respect of qualifying services provided to the company (2013: £nil).

Notes to the financial statement

At 31 March 2014

5. Tax on result on ordinary activities

There is no tax on result on ordinary activity in the current or previous financial years.

Deferred tax

Deferred tax is not provided in the financial statements. The amounts unprovided are as follows:

	Year ended 31 March 2014 £'000	Year ended 31 March 2013 £'000
Other timing differences	(22)	(25)

The deferred tax asset has not been recognised due to the uncertainty over future suitable taxable profits from which the future reversal of the underlying timing differences will be available for offset.

Reductions in the UK corporation tax rate to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the group's future current tax charge accordingly. The deferred tax asset at 31 March 2014 has been calculated based on the rates of 20% and 21% substantively enacted at the balance sheet date.

6. Debtors

	31 March 2014 £'000	31 March 2013 £'000
Trade debtors	303	-
Amounts owed by group undertakings	1,485	3,142
Other debtors	21	-
	<u>1,809</u>	<u>3,142</u>

7. Creditors: amounts falling due within one year

	31 March 2014 £'000	31 March 2013 £'000
Trade creditors	-	47
Amounts owed to group undertakings	1,450	3,099
Taxation and social security costs	4	56
Other creditors	339	-
Accruals and deferred income	76	-
	<u>1,869</u>	<u>3,202</u>

Amounts owed by/to group undertakings are unsecured, interest free and repayable on demand.

Notes to the financial statement

At 31 March 2014

8. Called up share capital

	31 March 2014		31 March 2013	
	No.	£'000	No.	£'000
Allotted, called up and fully paid				
Ordinary shares of £1 each	2	—	2	—
		<u> </u>		<u> </u>

9. Profit and loss account

	£'000
At 1 April 2013	(60)
Result for the year	-
	<u> </u>
At 31 March 2014	(60)
	<u> </u>

10. Reconciliation of movement in shareholders' deficit

	31 March 2014 £'000	31 March 2013 £'000
Opening shareholders' deficit	(60)	(60)
Result for the year	-	-
	<u> </u>	<u> </u>
Closing shareholders' deficit	(60)	(60)
	<u> </u>	<u> </u>

11. Contingent liabilities

The company has entered into cross guarantees with its ultimate parent undertaking, immediate parent undertaking and fellow subsidiaries with respect of obligations relating to bank borrowings and investor loan notes.

Notes to the financial statement

At 31 March 2014

12. Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard No. 8 'Related Party Disclosures' and has not disclosed transactions with its wholly owned fellow undertakings in the Axis Acquisitions Limited group.

However the company is not wholly owned by the group headed by Axis Group Integrated Services Limited and in the normal course of business, the company has balances due with fellow entities within that group. Details of these balances outstanding at the balance sheet date are set out below:

	31 March 2014 £'000	31 March 2013 £'000
Related party transactions with non-wholly owned subsidiaries within the Axis Group – balance receivable at balance sheet date	1,125	43

13. Ultimate parent undertaking and controlling party

The company is a wholly owned subsidiary of Axis Acquisitions Limited which is incorporated in England. At 31 March 2014, the directors did not consider there to be any ultimate controlling party. Funds managed by Sovereign Capital Limited Partnership II LLP, a company incorporated in the United Kingdom, have an effective interest of 88.38% in the equity share capital of Axis Group Integrated Services Limited.

The largest and smallest group of undertakings for which group financial statements have been drawn up and which include the results of the company is Axis Group Integrated Services Limited, copies of the financial statements are available from its registered address.