

Company Registration Number 04346346

**ALLIED TELESIS INTERNATIONAL  
SERVICES LIMITED**

**Report and Financial Statements**

**31 December 2011**



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# **ALLIED TELESIS INTERNATIONAL SERVICES LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2011**

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## **ALLIED TELESIS INTERNATIONAL SERVICES LIMITED**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **DIRECTORS**

G E Cooper  
R Hendricks

#### **SECRETARY**

G E Cooper

#### **REGISTERED OFFICE**

Unit 24  
Westmead Industrial Estate  
Westmead  
Swindon  
Wiltshire  
SN5 7YT

#### **BANKERS**

Barclays Bank plc  
Swindon

#### **SOLICITORS**

Osborne Clarke  
London

#### **AUDITORS**

Deloitte LLP  
Reading, United Kingdom

## **ALLIED TELESIS INTERNATIONAL SERVICES LIMITED**

### **DIRECTORS' REPORT**

The directors present their annual report, together with the financial statements and auditors' report, for the year ended 31 December 2011

The directors' report has been prepared in accordance with the special provisions relating to small companies

### **PRINCIPAL ACTIVITY**

The principal activity of the company is the provision of maintenance and servicing for the Allied Telesis group of companies

### **REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS**

The company is a wholly owned trading subsidiary of Allied Telesis International SA, a company incorporated in Switzerland. The company performs service and maintenance work for the Allied Telesis group in the United Kingdom.

The directors are satisfied with the results for the year, although they do not expect the company to continue trading at a similar level in the future. On 1 January 2012 the trade of Allied Telesis International Services Limited, was hived up in Allied Telesis International Limited, a company that engages in marketing, sale and support of computer networking hardware produced by the parent company, and the net assets transferred into the company by way of an intercompany balance. Going forward, it is considered that Allied Telesis International Services Limited will become dormant and be liquidated in the foreseeable future. Allied Telesis International Limited will be continue to be run as the sole marketing, sales, support, service and maintenance function for the Allied Telesis group in the United Kingdom.

### **GOING CONCERN**

The company is not expected to trade in the foreseeable future. Accordingly, the financial statements have been prepared on a basis other than that of a going concern as explained in Note 1 to the financial statements.

### **RESULTS AND DIVIDENDS**

The profit after tax for the year was £17,205 (2010: £32,448). An interim dividend of £50,000 was paid during the year (2010: £95,000). The directors do not recommend the payment of a final dividend (2010: £nil).

### **DIRECTORS**

The directors during the year and to the date of this report are as shown on page 1.

### **AUDITORS**

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 auditors are unaware, and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board of Directors and  
signed on behalf of the Board



G E Cooper  
Director

26<sup>th</sup> September 2012

## **ALLIED TELESIS INTERNATIONAL SERVICES LIMITED**

### **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 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 then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent, and
- state whether applicable UK Accounting Standards have been followed, 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**

### **ALLIED TELESIS INTERNATIONAL SERVICES LIMITED**

We have audited the financial statements of Allied Telesis International Services Limited for the year ended 31 December 2011 which comprise the profit and loss account, the balance sheet and the related notes 1 to 17. 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).

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 auditors' 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's**

As explained more fully in the Directors' Responsibilities Statement, 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 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 annual 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 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 December 2011 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.

#### **Emphasis of matter- financial statements prepared other than on a going concern basis**

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosure made in note 1 of the financial statements, which explains that the financial statements have been prepared on a basis other than that of going concern.

#### **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.

#### **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, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report.

*D. Leslie*

**Duncan Leslie ACA (Senior Statutory Auditor)**

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditors

Reading, UK

19 October 2012

# ALLIED TELESIS INTERNATIONAL SERVICES LIMITED

## PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2011

	Note	2011 £	2010 £
<b>TURNOVER</b>	2	1,114,607	1,083,779
<b>GROSS PROFIT</b>		1,114,607	1,083,779
Administrative expenses		<u>(1,056,955)</u>	<u>(1,038,646)</u>
<b>OPERATING PROFIT</b>		57,652	45,133
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	3	57,652	45,133
Tax charge on profit on ordinary activities	5	<u>(40,447)</u>	<u>(12,685)</u>
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>	10	<u>17,205</u>	<u>32,448</u>

All amounts derive from discontinued operations

There are no recognised gains or losses for the current and preceding financial periods other than as stated in the profit and loss account and therefore no separate statement of total recognised gains and losses is presented

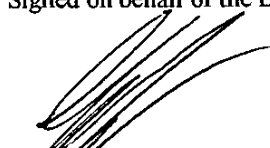
# ALLIED TELESIS INTERNATIONAL SERVICES LIMITED

## BALANCE SHEET At 31 December 2011

	Note	2011	2010
		£	£
<b>FIXED ASSETS</b>			
Tangible assets	6	16,709	8,086
<b>CURRENT ASSETS</b>			
Debtors	7	205,328	187,435
Cash at bank and in hand		36,461	19,825
		<u>241,789</u>	<u>207,260</u>
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	8	<u>(205,548)</u>	<u>(129,601)</u>
<b>NET CURRENT ASSETS</b>		<u>36,241</u>	<u>77,659</u>
<b>NET ASSETS</b>		<u>52,950</u>	<u>85,745</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	9	25,000	25,000
Profit and loss account	10	27,950	60,745
<b>SHAREHOLDER'S FUNDS</b>	11	<u>52,950</u>	<u>85,745</u>

These financial statements of Allied Telesis International Services Limited, registered number 04346346, were approved by the Board of Directors on 26<sup>th</sup> September 2012

Signed on behalf of the Board of Directors

  
G E Cooper  
Director



## **ALLIED TELESIS INTERNATIONAL SERVICES LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2011**

#### **1. ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below. These accounting policies have been consistently applied in both the current and preceding years.

##### **Accounting convention**

The financial statements are prepared under the historical cost convention and the Companies Act 2006.

##### **Basis of preparation and going concern**

The trade and assets were hived into Allied Telesis International Limited on 1 January 2012, after the year end. The company is not expected to trade after that date and directors believe it is probable that the company will be liquidated in the foreseeable future. The financial statements have been prepared on a basis other than that of a going concern, writing down the company's net assets to a net reliable value was not required. The financial statements do not include a provision for future costs of terminating the business.

##### **Turnover**

During the year all turnover, net of value added tax, has been a recharge of costs received from group companies.

##### **Tangible fixed assets**

Tangible fixed assets are stated at cost, less depreciation and provision for any impairment. The cost of tangible fixed assets is their purchase cost, together with any incidental costs of acquisition.

Depreciation is provided on all fixed assets at rates estimated to write off the cost, less estimated residual value, of each asset over its expected useful life as follows:

Office and computer equipment	3 years
Tooling	3 years
Fixtures and fittings	3 years
Leasehold improvements	5 years

##### **Leases**

Operating lease rentals are charged to the profit and loss account in equal annual amounts over the lease term.

##### **Pension costs**

For defined contribution pension schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

##### **Foreign currencies**

Transactions denominated in foreign currencies are recorded in the local currency at average exchange rates for the month in which the transaction arises. Monetary assets and liabilities denominated in foreign currencies at the year-end are reported at the rates of exchange prevailing at the year-end. Any gain or loss arising from the translation of transactions and balances denominated in foreign currency is recorded within the profit and loss account.

## ALLIED TELESIS INTERNATIONAL SERVICES LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2011

#### 1. ACCOUNTING POLICIES (CONTINUED)

##### Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred taxation 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 financial statements. 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.

#### 2. TURNOVER

All turnover represents a recharge of costs received from group companies. All turnover is considered by the directors to relate to a single class of business derived solely in the UK.

#### 3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2011 £	2010 £
Profit on ordinary activities before taxation is stated after charging		
Depreciation of tangible fixed assets - owned	9,490	13,528
Rentals under operating leases - other	39,560	39,561
Foreign exchange loss	1,392	6,475
Auditors' remuneration – audit services	11,792	11,760

#### 4. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	2011 £	2010 £
Directors' remuneration		
Aggregate directors' remuneration (excluding pension contributions)	73,235	65,565
Contributions paid in respect of money purchase pension schemes	3,662	3,278
	<u>76,897</u>	<u>68,843</u>

One director is accruing benefits under a money purchase pension scheme (2010: one director)

None of the directors' emoluments paid by other group companies were allocated to the company (2010: £nil)

The directors' emoluments are also that of the highest paid director

# ALLIED TELESIS INTERNATIONAL SERVICES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2011

### 4. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (continued)

	2011 £	2010 £
<b>Staff costs during the year (including directors)</b>		
Wages and salaries	486,801	424,219
Social security costs	53,529	44,809
Other pension costs	11,342	9,660
	<u>551,672</u>	<u>478,688</u>

The average number of employees (including directors) employed by the company during the year was 16 (2010 14 employees)

#### Pension scheme

The company operated a money purchase pension scheme for the benefit of employees. The assets of the scheme are administered by trustees in a fund independent from those of the company.

The total contributions paid in the year to 31 December 2011 amounted to £11,342 (2010 £9,660). The pension payable at 31 December 2011 amounted to £1,545 (2010 £725).

5. TAX CHARGE/(CREDIT) ON PROFIT ON ORDINARY ACTIVITIES	2011 £	2010 £
<b>Current tax</b>		
United Kingdom corporation tax	10,434	11,803
Adjustments in respect of prior years	15,172	(2,948)
Current tax charge for the year	<u>25,606</u>	<u>8,855</u>
<b>Deferred tax</b>		
Timing differences, origination and reversal	14,841	3,830
Tax charge on profit on ordinary activities	<u>40,447</u>	<u>12,685</u>

The tax assessed for the period is lower than that resulting from applying the standard rate of corporation tax in the United Kingdom of 26.5% (2010 28%). The differences are explained below:

Profit on ordinary activities before tax	<u>£57,652</u>	<u>£45,133</u>
Tax at 26.5% (2010 28%) thereon	15,278	12,637
Expenses not deductible for tax purposes	240	152
Capital allowances for period in excess of depreciation	(3,204)	(504)
Effects of other tax rates/credits	(1,877)	(482)
Movement in short term timing differences	(3)	-
Adjustments in respect of prior years	15,172	(2,948)
Current tax charge for the year	<u>25,606</u>	<u>8,855</u>

# **ALLIED TELESIS INTERNATIONAL SERVICES LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2011**

### **5. TAX CHARGE/(CREDIT) ON PROFIT ON ORDINARY ACTIVITIES (CONTINUED)**

Movement on the deferred tax asset is as follows

	£	£
Opening balance	14,841	18,671
Charge to the profit and loss account	(4,137)	(1,054)
Adjustment in respect of prior years	(720)	(2,776)
Provision for recoverability	(9,984)	-
<b>Closing balance</b>	<b>-</b>	<b>14,841</b>

The amounts provided for deferred taxation asset are set out below

	2011 £	2010 £
Depreciation in advance of capital allowances	-	14,370
Other timing differences	-	471
	<b>-</b>	<b>14,841</b>

There is unprovided deferred tax asset of £9,984

### **6. TANGIBLE FIXED ASSETS**

	Office and computer equipment £	Tooling £	Fixtures and fittings £	Leasehold improve- ments £	Total £
<b>Cost</b>					
At 1 January 2011	237,008	66,295	15,278	135,199	453,780
Additions	2,662	7,208	-	8,243	18,113
<b>At 31 December 2011</b>	<b>239,670</b>	<b>73,503</b>	<b>15,278</b>	<b>143,442</b>	<b>471,893</b>
<b>Accumulated depreciation</b>					
At 1 January 2011	232,732	64,681	15,278	133,003	445,694
Charge for the year	5,265	1,614	-	2,611	9,490
<b>At 31 December 2011</b>	<b>237,997</b>	<b>66,295</b>	<b>15,278</b>	<b>135,614</b>	<b>455,184</b>
<b>Net book value</b>					
At 31 December 2011	1,673	7,208	-	7,828	16,709
<b>At 31 December 2010</b>	<b>4,276</b>	<b>1,614</b>	<b>-</b>	<b>2,196</b>	<b>8,086</b>

# **ALLIED TELESIS INTERNATIONAL SERVICES LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)** **For the year ended 31 December 2011**

<b>7. DEBTORS</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Amounts owed by group undertakings	126,934	97,782
Other debtors	31,750	31,750
Prepayments and accrued income	46,644	35,695
Corporation tax	-	7,367
Deferred tax asset (note 5)	-	14,841
	<u>205,328</u>	<u>187,435</u>
All amounts are due within one year		
<b>8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Trade creditors	27,108	10,927
Amounts owed to group undertakings	116,442	30,141
Other creditors including taxes and social security	35,802	60,178
Corporation tax	726	-
Accruals and deferred income	25,470	28,355
	<u>205,548</u>	<u>129,601</u>
<b>9. CALLED UP SHARE CAPITAL</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
<b>Authorised</b>		
100,000 Ordinary shares of £1 each	<u>100,000</u>	<u>100,000</u>
	<b>£</b>	<b>£</b>
<b>Called up, allotted and fully paid</b>		
25,000 Ordinary share of £1 each	<u>25,000</u>	<u>25,000</u>
<b>10. PROFIT AND LOSS ACCOUNT</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
At 1 January	60,745	123,297
Profit for the year	17,205	32,448
Dividend paid to Group	(50,000)	(95,000)
<b>At 31 December</b>	<u>27,950</u>	<u>60,745</u>

# ALLIED TELESIS INTERNATIONAL SERVICES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2011

11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS	2011 £	2010 £
Profit for the financial year	17,205	32,448
Dividend paid to Group	(50,000)	(95,000)
Net decrease to shareholder's funds	(32,795)	(62,551)
Opening shareholder's funds	85,745	148,297
Closing shareholder's funds	52,950	85,745

## 12. OPERATING LEASE COMMITMENTS

At 31 December 2011 the company was committed to making the following payments during the next year in respect of operating leases

	2011 Land and buildings £	2010 Land and buildings £
Leases which expire within one year	65,000	65,000

## 13. CONTINGENT LIABILITIES

The company had no contingent liabilities as at 31 December 2011 (2010 £nil)

## 14. CASH FLOW STATEMENT

The company has taken advantage of the exemption provided by Financial Reporting Standard 1 (Revised) not to prepare a cash flow statement as it is a wholly owned direct subsidiary of Allied Telesis International SA registered in Switzerland which in turn is a wholly owned subsidiary of Allied Telesis Inc registered in USA which prepares consolidated accounts, including a cash flow statement which are publicly available

## 15. SUBSEQUENT EVENTS

As disclosed in note 1, on 1 January 2012 the trade of Allied Telesis International Services Limited, a service and maintenance company, was combined with Allied Telesis International Limited and the net assets transferred in to the company by way of an intercompany balance. Going forward, it is considered that Allied Telesis International Services Limited will become dormant, merged and Allied Telesis International Limited will be continue to be run as the sole marketing, sales, support, service and maintenance function for the Allied Telesis group in the United Kingdom.

In January 2012, it was announced that the immediate parent company, Allied Telesis International SA cease trading activities by 1 April 2011 and would be struck off. This is expected to have no financial or operational implications for the company, who are still indirectly funded and utilised by the ultimate parent company as defined below.

## 16. RELATED PARTY TRANSACTIONS

In accordance with Financial Reporting Standard 8 "Related Party Disclosures", transactions with other 100% owned undertakings within, and investee related parties of, the Allied Telesis Holdings KK group are not disclosed in these financial statements.

## **ALLIED TELESIS INTERNATIONAL SERVICES LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2011**

#### **17. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY**

The directors regard Allied Telesis International Inc, a company incorporated in the USA, as the immediate parent company. Allied Telesis International Inc has a 100% beneficial interest in the equity capital of Allied Telesis International Services Limited.

The directors regard Allied Telesis Holdings KK, a company incorporated in Japan, as the ultimate controlling company. Copies of the consolidated accounts of Allied Telesis Holdings KK are available from Allied Telesis Holdings KK, 2nd Floor, TOC Building, 7-21-11, Nishi Gotanda, Shinagawa-ku, Tokyo, 141-0031, Japan, or at [www.allied-teslis.co.jp](http://www.allied-teslis.co.jp)

The largest group of undertakings for which group accounts have been drawn up is that headed by Allied Telesis Holdings KK and the smallest group of undertakings for which group accounts have been prepared is that headed by Allied Telesis Inc. Copies of the consolidated accounts of Allied Telesis Inc are available from Allied Telesis Inc, 19800 North Creek Parkway, Suite 100, Bothell, WA 98011, USA.