REGISTERED NUMBER: 06954218 (England and Wales)

ATTENTI CONSULTING SERVICES LIMITED

Annual Report and Financial Statements
for the 52 week period 31 March 2018 to 29 March 2019

TUESDAY
A8KYGVVA
A21 24/12/2019 #59
COMPANIES HOUSE

Contents of the Financial Statements
for the period 31 March 2018 to 29 March 2019

Company Information
for the period 31 March 2018 to 29 March 2019

DIRECTORS:	A J Burchall A Herron
SECRETARY:	G J A Dolan
REGISTERED OFFICE:	222 Bishopsgate London United Kingdom EC2M 4QD
REGISTERED NUMBER:	06954218 (England and Wales)
AUDITORS:	Ernst & Young LLP 1 More London Place London SE1 2AF

Strategic Report
for the period 31 March 2018 to 29 March 2019

The directors present the annual report and the audited financial statements for the 52 week period ended 29 March 2019 (the 'period').

Principal activities
The principal activity of the Company is that of an employment and recruitment agency.

REVIEW OF BUSINESS
Business Review
Attenti Consulting Services Limited supplies interim management services and other consulting services to Public Sector clients and the Charity Sector. Following a restructure of the business in the prior period and renewed focus on strategic markets, the business generated greater NFI and reduced its operating loss. Management expects this to continue in the next period.

Revenue from continuing operations was £2,057k (2018: £1,567k (restated, see note 16)) for the period, an increase of £490k compared with the prior period. The Company delivered an operating loss of £15k (2018: £98k), an improvement in trading of £83k from the prior period.

The loss for the period, after taxation, amounted to £25k (2018: £97k).

Key performance indicators

The Directors consider the key performance indicators to be Net fee income and operating profit.

		Restated – Note 16
	2019	2018
	£'000	£'000
Net fee income	**278**	200
Operating loss	**(15)**	(98)

Strategic Report
for the period 31 March 2018 to 29 March 2019

PRINCIPAL RISKS AND UNCERTAINTIES

Economic and Commercial Risks

The directors have assessed the main risk facing the Company as being the combined challenge of regulatory and legislative change and pricing pressure in public sector markets.

Credit Risk

The Company's principal financial assets are bank balances and cash, and trade and other debtors. The Company's credit risk is primarily attributable to its trade debtors. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. The credit risk on liquid funds is constantly monitored to manage exposure.

Technology Systems

The Company is reliant on a number of technology systems in providing its services to clients. These systems are located both in-house and in various data centres. The business continues to review and enhance its ability to cope with the loss of a technology system as a result of a significant event.

Regulatory Environment

The staffing industry is governed by high levels of regulatory compliance. Additionally, clients often require complex levels of compliance in their contractual arrangements. The Company takes its responsibilities seriously, is committed to meeting all of its regulatory responsibilities, which include changes to taxation and national minimum wage legislation, and continues to develop internal controls and processes with respect to legal and contractual obligations.

Liquidity Risk

To maintain liquidity and ensure that sufficient funds are available for on-going operations and future developments, the Company makes use of its working capital and intercompany relationships.

FUTURE DEVELOPMENTS

The directors expect the general level of activity to increase over the forthcoming period. This is the continued result of the historical restructure and renewed focus on strategic markets.

POST BALANCE SHEET EVENTS

There are no reportable post balance sheet events.

ON BEHALF OF THE BOARD:

....
A J Burchall - Director

Date: 19 December 2019

Report of the Directors
for the period 31 March 2018 to 29 March 2019

The directors present their annual report with the audited financial statements of the Company for the period 31 March 2018 to 29 March 2019. An indication of likely future developments in the business of the Company, review of the performance of the company and presentation of key performance indicators are included in the strategic report.

DIVIDENDS
No dividends were declared for the period ended 29 March 2019 (2018: - Nil)

DIRECTORS
The directors shown below have held office during the whole of the period from 31 March 2018 to the date of this report.

A J Burchall
A Herron

SUPPLIER PAYMENT POLICY
The Company's policy is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensuring that suppliers are made aware of the terms of payment and abide by the terms of payment

GOING CONCERN
The company is dependent for its working capital on funds provided to it by nGAGE Specialist Recruitment Limited, this company's parent. nGAGE Specialist Recruitment Limited has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. The directors consider that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

FUTURE DEVELOPMENTS
Details of future developments and events that have occurred after the balance sheet date can be found in the strategic report on page 3 and form part of this report by cross-reference.

DIRECTORS INDEMNITIES
The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the period and remain in force at the date of this report.

EXISTENCE OF BRANCHES OUTSIDE THE UK
The Company does not have any branches outside of the UK.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR
Each of the persons who are directors at the time when this Report of the Directors is approved has confirmed that:

- So far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and

- Each director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditor in connection with preparing its report 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.

Report of the Directors
for the period 31 March 2018 to 29 March 2019

AUDITORS
Under section 487(2) of the Companies Act 2006, Ernst & Young LLP were appointed as auditors during the period and will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the financial statements with the registrar, whichever is earlier.

This Directors' Report was approved by the board on 19 December 2019 and signed on its behalf.

ON BEHALF OF THE BOARD:

....
A J Burchall - Director

Date: 19 December 2019

Statement of Directors' Responsibilities
for the period 31 March 2018 to 29 March 2019

The directors are responsible for preparing the Strategic Report, Report of the Directors, 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 period. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework". 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 the company 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
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.

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.

Opinion
We have audited the financial statements of Attenti Consulting Services Limited for the 52 week period ended 29 March 2019 (the 'period') which comprise the Income Statement, the Balance Sheet, the Other Comprehensive Income, the Statement of changes in equity and the related notes 1 to 16, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 29 March 2019 and of its loss for the period 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.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern
We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information
The other information comprises the information included in the annual report set out on pages 2-6, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and

- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors
As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report
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.

Ernst & Young LLP

Rachel Savage (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

Date: 20 December 2019

Income Statement
for the period 31 March 2018 to 29 March 2019

	Notes	Period 31.3.18 to 29.3.19 £'000	(Restated – Note 16) Period 1.4.17 to 30.3.18 £'000
REVENUE	3	**2,057**	1,567
Cost of sales		**(1,779)**	(1,367)
GROSS PROFIT		**278**	200
Administrative expenses		**(293)**	(298)
OPERATING LOSS and LOSS BEFORE TAXATION	5	**(15)**	(98)
Tax on loss	7	**(10)**	1
LOSS FOR THE FINANCIAL PERIOD		**(25)**	(97)

Revenue is derived from continuing operations.

The notes form part of these financial statements

Other Comprehensive Income
for the period 31 March 2018 to 29 March 2019

	Period 31.3.18 to 29.3.19 £'000	(Restated – Note 16) Period 1.4.17 to 30.3.18 £'000
LOSS FOR THE PERIOD	(25)	(97)
OTHER COMPREHENSIVE INCOME	-	-
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	(25)	(97)

The notes form part of these financial statements

Balance Sheet
29 March 2019

	Notes	29 March 2019 £'000	30 March 2018 £'000
CURRENT ASSETS			
Trade and other debtors	9	**374**	145
Cash at bank		**74**	59
		448	204
CREDITORS			
Amounts falling due within one year	10	**(712)**	(443)
NET CURRENT LIABILITIES		**(264)**	(239)
TOTAL ASSETS LESS CURRENT LIABILITIES		**(264)**	(239)
CAPITAL AND RESERVES			
Called up share capital	11	**-**	-
Retained earnings	12	**(264)**	(239)
SHAREHOLDERS' DEFICIT		**(264)**	(239)

The financial statements were approved and authorised for issue by the Board of Directors on 19 December 2019 and were signed on its behalf by:

....

A J Burchall - Director

Statement of Changes in Equity
for the period 31 March 2018 to 29 March 2019

	Share capital £'000	Retained earnings £'000	Total equity £'000
Balance at 1 April 2017	-	**(142)**	**(142)**
Changes in equity			
Total comprehensive loss	-	(97)	(97)
Balance at 30 March 2018	-	**(239)**	**(239)**
Changes in equity			
Total comprehensive loss	-	(25)	(25)
Balance at 29 March 2019	-	**(264)**	**(264)**

The notes form part of these financial statements

1. **STATUTORY INFORMATION**

Attenti Consulting Services Limited (the Company) is a private Company limited by shares and registered in England and Wales under the Companies Act. The address of the Company's registered office is 222 Bishopsgate, London, EC2M 4QD.

The nature of the Company's operations and its principal activities are set out in the Strategic Report on page 2.

These financial statements are presented in pound sterling because that is the currency of the primary economic environment in which the company operates.

2. **ACCOUNTING POLICIES**

Basis of preparation
These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The Company meets the definition of a qualifying entity under FRS 100 Application of Financial Reporting requirements issued by the financial Reporting Council.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

•the requirements of IFRS 7 Financial Instruments: Disclosures;
•the requirements of paragraphs 10(d), 10)(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
•the requirements of IAS 7 Statement of Cash Flows;
•the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures.

During the period ended 29 March 2019, the company adopted IFRS 15 – Revenue from Customers and IFRS 9 – Financial Instruments. No adjustments were required on adoption of these standards.

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements and which might have an effect on the Company's financial statements are disclosed below. The Company intends to adopt these standards when they become effective.

• IFRIC Interpretation 23 Uncertainty over Income Tax Treatment; effective date 30 March 2019. This is not expected to have a material impact on the company.

continued...

2. ACCOUNTING POLICIES - continued

Going concern

The company is dependent for its working capital on funds provided to it by nGAGE Specialist Recruitment Limited, this company's ultimate parent nGAGE Specialist Recruitment Limited has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. The directors consider that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Critical accounting judgements and sources of uncertainty

In the application of the Group's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the group's accounting policies

In the course of preparing the financial statements, no judgements have been made in the process of applying the Group's accounting policies, which have had a significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

We consider there to be no material key assumptions concerning the future or any other key sources of estimation uncertainty at the reporting period.

Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for provision of contract staff and related services, provided in the normal course of business, net of discounts and VAT.

Revenue arising from the placement of permanent candidates is recognised at the time the candidate commences full-time employment.

Revenue arising from temporary placements is recognised over the period that temporary workers are provided and represents the amounts billed for the services of the temporary workers, including the remuneration costs of the temporary workers.

continued...

2. **ACCOUNTING POLICIES - continued**

Tangible fixed assets
Improvements to property, plant and machinery, computer equipment and fixtures and fittings are carried at acquisition cost less depreciation and any provision for impairment. Depreciation is charged on cost less estimated residual value, which is assessed annually on the following basis over the estimated useful economic life of each asset:

Improvements to property	- over the lower of the asset's useful life and term of lease
Fixtures and fittings	- over the lower of the asset's useful life and term of lease
Computer equipment	- 25% - 33% Straight Line
Plant and machinery	- 10% - 20% Straight Line

Financial instruments
Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets
All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss. Transaction costs directly attributable to the acquisition of financial assets classified as at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets are classified into the following specified categories: financial assets 'at fair value through profit or loss' (FVTPL), 'held-to-maturity' investments, 'available-for-sale' (AFS) financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Effective interest method
The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Loans and receivables
Trade debtors, loans, and other debtors that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

continued...

2. ACCOUNTING POLICIES - continued

Financial liabilities and equity
Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Other financial liabilities
Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Trade receivables
Trade receivables are initially recognised at fair value and are carried at amortised cost as reduced by appropriate allowances for estimated irrecoverable amounts.

Cash and cash equivalents
Cash and cash equivalents include cash at bank and in hand, overdrafts and short term highly liquid investments such as bank deposits less advances from banks repayable within three months from the date of advance.

Trade payables
Trade payables are initially recognised at fair value and are carried at amortised cost.

Borrowings
Interest-bearing borrowings are recognised initially at fair value less attributable issue costs. Finance charges, including premiums payable on settlement or redemption and direct-issue costs, are accounted for on an accrual basis in the income statement using the effective interest rate method.

Provisions
A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event and where it is probable that an outflow will be required to settle the obligation. Long term provisions are discounted to their present values, where time value of money is material. All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

continued...

2. **ACCOUNTING POLICIES - continued**

Taxation
The tax expense represents the sum of the tax currently payable and the deferred tax charge.

Provision is made for current tax on taxable profits for the period. Taxable profit differs from profit before taxation as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on all temporary differences. Deferred tax assets are recognised only to the extent that it is probable that taxable profits will be available against which to offset the deductible temporary differences. Deferred tax is calculated at the tax rates that are enacted or substantively enacted by the balance sheet date and are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity or to other comprehensive income, in which case the related deferred tax is also dealt with in equity or in other comprehensive income.

Temporary differences arise where there is a difference between the accounting carrying value in the statement of financial position and the amount attributed to that asset or liability for tax purposes.

Interest income and expense
All interest income and expenses are recognised in the income statement in the period in which it is incurred using the effective interest method. Arrangement fees incurred in respect of borrowings are amortised over the term of the agreement.

Pensions
The Company operates a defined contribution scheme for employees. The Company pays fixed contributions and the assets of the scheme are held separately from those of the Company in an independently administered fund. The Company has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. Contributions recognised in respect of personal pension plans are expensed as they fall due. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short term nature.

continued...

2. **ACCOUNTING POLICIES - continued**

Equity
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Share capital is determined using the nominal value of shares that have been issued.

Retained earnings include all current and prior period results as disclosed in the statement of comprehensive income.

3. **REVENUE**

The revenue and loss (2018 - loss) before taxation are attributable to the one principal activity of the company.

Revenue is wholly attributable to the principal activity of the company and arises in the United Kingdom.

Current period revenue is wholly attributable to the placement of temporary workers (2018: £1,497 temporary workers and £70k permanent placements (restated, see note 16)).

continued...

4. EMPLOYEES AND DIRECTORS

	Period 31.3.18 to 29.3.19 £'000	Period 1.4.17 to 30.3.18 £'000
Wages and salaries	-	(33)
	-	(33)

The average monthly number of employees during the period was as follows:

	Period 31.3.18 to 29.3.19	Period 1.4.17 to 30.3.18
Sales	-	2
	-	2

The remuneration of the directors is borne by nGAGE Specialist Recruitment Limited, a company within the Westminster Topco Limited group, of which they are Directors. The directors do not consider it is practicable to apportion this amount between their services as directors of the Company and their services as directors of the fellow group undertakings. The disclosure of director emoluments and pension details can be found in the financial statements of nGAGE Specialist Recruitment Limited.

The financial statements of nGAGE Specialist Recruitment Limited are available to the public and may be obtained from 222 Bishopsgate, London, EC2M 4QD.

5. LOSS BEFORE TAXATION

The loss before taxation is stated after charging/(crediting):

	Period 31.3.18 to 29.3.19 £'000	Period 1.4.17 to 30.3.18 £'000
Depreciation - owned assets	-	1

6. AUDITORS' REMUNERATION

	Period 31.3.18 to 29.3.19 £'000	Period 1.4.17 to 30.3.18 £'000
Fees payable to the company's auditors and their associates for the audit of the company's financial statements	5	8

Amounts payable to the Company's auditor in respect of services other than the audit of the Company's financial statements, have not been disclosed as the information is disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent, Westminster Topco Limited.

continued...

7. TAXATION

Analysis of tax expense

	Period 31.3.18 to 29.3.19 £'000	Period 1.4.17 to 30.3.18 £'000
Current tax:		
Tax	10	(1)
Total tax expense/(income) in income statement	10	(1)

Factors affecting the tax expense

The tax assessed for the period is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	Period 31.3.18 to 29.3.19 £'000	Period 1.4.17 to 30.3.18 £'000
Loss before income tax	(15)	(98)
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2018 - 19%)	(3)	(19)
Effects of:		
Adjustments in respect of prior periods	11	-
Group relief	3	18
Amounts not recognised	(1)	-
Tax expense/(income)	10	(1)

Factors that may affect future tax charges

The UK corporation tax rate will reduce to 17% by 2020. A reduction in the rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015, and a further reduction to 17% (effective from 1 April 2020) was also substantively enacted in the Finance Act 2016.

This will reduce the Company's future current tax charge accordingly.

continued...

8. TANGIBLE FIXED ASSETS

	Computer equipment £'000
COST	
At 31 March 2018 and 29 March 2019	18
DEPRECIATION	
At 31 March 2018	18
At 29 March 2019	18
NET BOOK VALUE	
At 29 March 2019	-
At 30 March 2018	-

continued...

9. TRADE AND OTHER DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	29 March 2019 £'000	30 March 2018 £'000
Trade debtors	**276**	129
Prepayments and accrued income	**92**	-
Amounts owed by group undertakings	**6**	6
Other debtors	**-**	10
	374	145

Trade and other debtors are usually due within 14 - 30 days and do not bear any interest. All trade debtors are subject to credit risk exposure. An expected credit loss provision is made, on a customer by customer basis, where there is, based on previous experience, evidence of a likely reduction in the recoverability. The Company's exposure is spread over a large number of customers.

At the period end the Company was owed £6k (2018: £6k) by group undertakings. These are unsecured, have no interest and are repayable on demand. The directors are confident that these amounts are fully recoverable and hence have applied a nil expected credit loss provision to these amounts owed.

Management assess credit risk by using an external credit referencing agency to determine risk on each client and to apply an appropriate credit limit to that client. Management hold a 90 day debt review monthly, in which it reviews any client at or over their credit limit and take appropriate action. Management believe there to be minimal risk in the current profile and that sufficient expected credit loss provision has been made.

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	29 March 2019 £'000	30 March 2018 £'000
Trade creditors	**2**	1
Amounts owed to group undertakings	**556**	422
Tax	**-**	(11)
Social security and other taxes	**54**	25
Other creditors	**24**	(6)
Accruals and deferred income	**76**	12
	712	443

At the period end the Company owed £556k (2018: £422k) to group undertakings. These are non-interest bearing, unsecured and repayable on demand.

continued...

11. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	29 March 2019 £	30 March 2018 £
6,875	Ordinary A	£0.01	**69**	69
2,500	Ordinary B	£0.01	**25**	25
625	Ordinary C	£0.01	**6**	6
			100	100

12. RESERVES

	Retained earnings £'000
At 31 March 2018	**(239)**
Loss for the period	**(25)**
At 30 March 2019	**(264)**

13. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The Company is owned by nGAGE Specialist Recruitment Limited, which is the immediate parent Company. The ultimate parent Company is Westminster Topco Limited. The A1 ordinary shares in Westminster Topco Limited are held by funds managed by Graphite Capital. None of the funds individually has an ultimate controlling stake in Westminster Topco Limited. No individual holds more than 20% of the share capital of the company. Hence, the Directors consider that there is no ultimate controlling party of the Company.

The smallest company into which the results of the Company are consolidated is nGAGE Specialist Recruitment Limited and the largest company is Westminster Topco Limited. The consolidated financial statements of both groups are available to the public and may be obtained from their registered offices at 222 Bishopsgate, London, United Kingdom, EC2M 4QD.

14. RELATED PARTY DISCLOSURES

During the period, the company had net receipts of £57,733 (2018: £5,475) from Caritas Recruitment Limited, a company majority owned by nGAGE Specialist Recruitment Limited, this company's Parent Company. The amount due to Caritas Recruitment Limited at 29 March 2019 was £391,800 (2018: £334,067).

During the period, the company had net receipts of £5,868 (2018: made payments of £5,868) from EWI Recruitment Limited, a company majority owned by nGAGE Specialist Recruitment Limited, this company's Parent Company. The amount due to EWI Recruitment Limited at 29 March 2019 was £Nil (2018: Due £5,868).

15. EVENTS AFTER THE REPORTING PERIOD

There were no post balance sheet events

continued...

16. PRIOR PERIOD RESTATEMENTS

It has been identified that the prior period financial statements excluded gross profit from the placement of a number of temporary workers, which was recorded within another group company in error. In addition, a management fee from the same group company was also excluded in error.

The prior period comparative in the 2019 financial statements has been restated to correct the impact in the period to 30 March 2018 as shown below:

£'000	**Period ended 30 March 2018 as previously reported**	**Restatement**	**Period ended 30 March 2018 as restated**
Revenue	(40)	1,607	1,567
Cost of sales	35	(1,402)	(1,367)
Gross profit / (loss)	**(5)**	**205**	**200**
Administrative expenses	(93)	(205)	(298)
Operating loss / loss before taxation	**(98)**	**-**	**(98)**
Tax	1	-	1
Loss for the financial period	**(97)**	**-**	**(97)**

The restatement only impacts the profit and loss account. There is no impact on the balance sheet.

continued...