
Aprose Solutions Limited

Annual report and financial statements

Registered number 09283538

31 March 2016



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COMPANIES HOUSE

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Company information

Directors: SR Powell

Registered office: 73a Clifton Street
Lytham
Lancashire
FY8 5ER

Registered number: 09283538

Bankers: National Westminster Bank plc
Leeds City Office
PO Box 154
8 Park Row
Leeds
LS1 1QS

Auditor: KPMG LLP
Chartered Accountants and Statutory Auditor
Edward VII Quay
Navigation Way
Ashton on Ribble
PR2 2YF

Director's report

The director presents his report and financial statements for the 11 month period ended 31 March 2016.

Principal activities and business review

The company is a traditional management and information systems consultancy. In particular, it has been founded to develop software products for the energy industry, specifically in relation to the integration components required to support the implementation of energy smart meters across the UK, as dictated by European and UK requirements.

The product is still in an advanced stage of development although has been subjected to the implementation timeline of the wider smart metering scheme, which has endured significant delays.

Sales has been an area of focus throughout the year and there have been a number of contracts and partnerships developed through the year and beyond this financial period and the sales pipeline is extremely positive.

A number of extensions to the product have been developed, increasing revenue opportunities and further development opportunities are being scheduled to allow the company to expand its product and service offerings.

Dividends

No dividends have been paid during the period (2015: £nil).

Directors

The following director has held office during the period:

SR Powell

Disclosure of information to auditor

The director who held office at the date of approval of this director's report confirms that, so far as he is aware, there is no relevant audit information of which the company's auditor is unaware; and he has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This Director's Report has been prepared in accordance with the small companies exemption.

Auditor

During the year, KPMG LLP were appointed as auditor pursuant to Section 485 of the Companies Act 2006. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



SR Powell
Director

73a Clifton Street
Lytham
Lancashire
FY8 5ER

22 December 2016

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP

Edward VII Quay
Navigation Way
Ashton on Ribble
PR2 2YF
United Kingdom

Independent auditor's report to the members of Apose Solutions Limited

We have audited the financial statements of Apose Solutions Limited for the 11 month period ended 31 March 2016 set out on pages 6 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 March 2016 and of its loss for the period then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

Independent auditor's report to the members of Aproz Solutions Limited
(continued)

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 Director's Report and take advantage of the small companies exemption from the requirement to prepare a strategic report.



Richard Evans (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Edward VII Quay
Navigation Way
Ashton on Ribble
PR2 2YF

22 December 2016

Profit and Loss Account and Other Comprehensive Income
for the 11 month period ended 31 March 2016

	<i>Note</i>	11 month period ended 31 March 2016 £	6 month period ended 30 April 2015 £
Administrative expenses	2	(748,762)	(489,544)
Loss on ordinary activities before taxation		(748,762)	(489,544)
Tax on loss on ordinary activities	3	75,000	74,202
Loss for the period		(673,762)	(415,342)
Other comprehensive income		-	-
Total comprehensive expense		(673,762)	(415,342)

None of the company's activities were acquired or discontinued during the current year or previous year.

Balance Sheet
at 31 March 2016

	<i>Note</i>	31 March 2016	£	£	30 April 2015	£
Fixed assets						
Tangible assets	4		28,579		28,933	
Current assets						
Debtors	5	104,740		177,499		
Cash at bank and in hand		109,355		6,181		
		<u>214,095</u>		<u>183,680</u>		
Creditors: amounts falling due within one year	6	<u>(1,331,776)</u>		<u>(627,953)</u>		
Net current liabilities			<u>(1,117,681)</u>		<u>(444,273)</u>	
Net liabilities			<u>(1,089,102)</u>		<u>(415,340)</u>	
Capital and reserves						
Called up share capital	7		2		2	
Profit and loss account		<u>(1,089,104)</u>		<u>(415,342)</u>		
Total shareholders' deficit			<u>(1,089,102)</u>		<u>(415,340)</u>	

These financial statements were approved by the director on 22 December 2016.



SR Powell
Director

Company registered number: 09283538

Statement of Changes in Equity

	Called up share capital £	Profit and loss account £	Total £
<hr/>			
Balance at 28 October 2014			
Total comprehensive expense for the period			
Loss	-	(415,342)	(415,342)
	<hr/>	<hr/>	<hr/>
Total comprehensive expense for the period	-	(415,342)	(415,342)
	<hr/>	<hr/>	<hr/>
Transactions with owners recorded directly in equity			
Issue of shares	2	-	2
	<hr/>	<hr/>	<hr/>
Balance at 30 April 2015	2	(415,342)	(415,340)
	<hr/>	<hr/>	<hr/>
Balance at 30 April 2015	2	(415,342)	(415,340)
Total comprehensive expense for the period			
Loss	-	(673,762)	(673,762)
	<hr/>	<hr/>	<hr/>
Total comprehensive expense for the period	-	-	-
	<hr/>	<hr/>	<hr/>
Balance at 31 March 2016	2	(1,089,104)	(1,089,102)
	<hr/>	<hr/>	<hr/>

Notes

(forming part of the financial statements)

1 Accounting policies

Aprose Solutions Limited is a company limited by shares and incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*") as issued in August 2014. The presentation currency of these financial statements is sterling.

In the transition to FRS 102 from old UK GAAP, the Company has made no measurement and recognition adjustments.

The Company's ultimate parent undertaking, Aprose Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Aprose Limited are prepared in accordance with FRS102 and are available to the public and may be obtained from Companies House. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Aprose Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The company intends to continue to prepare its accounts using these exemptions in the future.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The financial statements have been prepared on the historical cost basis.

Going concern

The entity is a new start-up company and has not yet received any revenue. In view of the net liabilities position at 31 March 2016 and based on the strong relationship between the Company and its parent company Aprose Limited, the director has sought and received an expression of Aprose Limited's intention to provide such support as may be necessary for the foreseeable future.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue its operation existence for the foreseeable future. Accordingly, they continue to prepare these financial statements on a going concern basis.

Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation.

Depreciation is provided on cost in annual instalments over the estimated useful lives of the assets. The rates of depreciation are as follows:

Computers and office equipment - 33% per annum on a straight line basis

Notes (continued)

1 Accounting policies (continued)

Research and development

Expenditure on research activities is recognised in the profit and loss account as an expense as incurred.

Expenditure on development activities may be capitalised if the product or process is technically and commercially feasible and the Company intends and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the Company can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve design for, construction or testing of the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the profit and loss account as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

Intangible assets and amortisation

Development costs incurred by the Group are amortised against the revenue derived from these developments.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Notes (continued)

2 Expenses, staff costs and auditor's remuneration

	11 month period ended 31 March 2016 £	6 month period ended 30 April 2015 £
<hr/>		
<i>Included in loss are the following</i>		
Management charges	419,765	372,652
	<u> </u>	<u> </u>
Auditor's remuneration		
	11 month period ended 31 March 2016 £	6 month period ended 30 April 2015 £
Audit of these financial statements	2,000	2,000
	<u> </u>	<u> </u>
Amounts receivable for other services to the company		
Tax services	1,000	2,950
	<u> </u>	<u> </u>

Director's remuneration was borne by another group company ASE Consulting Limited in the current and prior period. There are no employees.

Notes (continued)

3 Taxation

Total tax expense recognised in the profit and loss account

	2016 £	2015 £
<i>Current tax</i>		
Current tax on income for the period	(75,000)	(74,202)
Total tax	(75,000)	(74,202)

Reconciliation of effective tax rate

	11 month period ended 31 March 2016 £	6 month period ended 30 April 2015 £
Loss for the year	(673,762)	(415,342)
Total tax credit	(75,000)	(74,202)
Loss excluding taxation	(748,762)	(489,544)
Tax using the small companies UK corporation tax rate of 20% (2015: 21%)	(149,752)	(102,804)
R&D tax credit rate of 14.5% (2015: 14.5%)	41,555	33,263
R&D expenditure deduction	(59,238)	(59,703)
Unrecognised deferred tax	92,435	55,042
Total tax credit included in profit or loss	(75,000)	(74,202)

From 1 April 2014, the main rate of corporation tax was reduced to 21% and from 1 April 2015 the main rate was reduced to 20%. Accordingly, current tax has been measured at 20% being the corporation tax rate in effect for the period. Further reductions to 19% from 1 April 2017 and 18% from 1 April 2020 were substantively enacted on 26 October 2015. A further reduction to the corporation tax rate by 1% to 17% by 1 April 2020 was announced in the Chancellor's 2016 budget statement and was substantively enacted on 6 September 2016. This will reduce any future current tax charge accordingly.

Notes (continued)

4 Tangible fixed assets

	Computers and office equipment £
Cost	
At 1 May 2015	31,535
Additions	13,168
	<hr/>
At 30 March 2016	44,703
	<hr/>
Accumulated depreciation	
At 1 May 2015	2,602
Charge for the period	13,522
	<hr/>
At 30 March 2016	16,124
	<hr/>
Net book value	
At 31 March 2016	28,579
	<hr/>
At 30 April 2015	28,933
	<hr/>

Notes (continued)

5 Debtors

	31 March 2016 £	30 April 2015 £
Amounts owed by related party (note 8)	2	2
Corporation tax debtor	75,000	74,202
VAT recoverable	28,986	103,295
Prepayments	752	-
	104,740	177,499

6 Creditors: amounts falling due within one year

	31 March 2016 £	30 April 2015 £
Amount owed to a related party (note 8)	1,288,558	582,183
Trade creditors	35,884	43,770
Accruals and deferred income	7,334	2,000
	1,331,776	627,953

7 Share capital

	31 March 2016 £	30 April 2015 £
<i>Called up and allocated</i>		
1,800 Ordinary shares of £0.001 each	2	2

Each share has full rights in the company with respect to voting, dividends and distributions.

Notes (continued)

8 Related parties

The following company is deemed to be a related party by virtue of being the parent company of Aprose Solutions Limited. Aprose Limited has influence over their day to day operations, financial and operating policies of the company.

Amounts owed from related party in note 5 comprise the following:

	31 March 2016 £	30 April 2015 £
Aprose Limited	2	2

The following company is deemed to be a related party by virtue of common control by Aprose Limited as it is a fellow subsidiary.

Amounts owed to a related party in note 6 comprise the following:

	31 March 2016 £	30 April 2015 £
ASE Consulting Limited	1,288,558	582,183

9 Ultimate parent company and parent undertaking of larger group of which the company is a member

The company is a subsidiary undertaking of Aprose Limited which is the ultimate parent company incorporated in England and Wales.

The only group in which the results of the company are consolidated is that headed by Aprose Limited. The consolidated financial statements of Aprose Limited may be obtained from Companies House.