

Company Registration No. 03365520 (England and Wales)

ROSS AND ROBERTS LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013

ROSS AND ROBERTS LIMITED

COMPANY INFORMATION

Directors	S J S Mayall on behalf of Capita Corporate Director Limited L J P Fowler N F Smith S Roe R Jackson
Secretary	Capita Group Secretary Limited
Company number	03365520
Registered office	Unit 8 Wessex Park Bancombe Road Trading Estate Somerton Somerset TA11 6SB
Auditors	KPMG Audit Plc 15 Canada Square London E14 5GL
Bankers	Barclays Bank PLC 1 Churchill Place London E14 5HP

ROSS AND ROBERTS LIMITED

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ROSS AND ROBERTS LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2013

The directors present the strategic report and financial statements for the year ended 31 December 2013.

Review of the business

The company is a wholly owned subsidiary (indirectly held) of Capita plc and operates within the group's Customer Management & International division.

The principal activity of the company continued to be that of provision of specialised financial and business services to selected professional markets including local authorities, the legal profession and commercial property owners and managers. Such services include revenue management, debt recovery, certificated enforcement agents services, process services, parking enforcement and contract administration together with the supply of goods where appropriate. There have not been any significant changes in the company's principal activities in the year under review. The directors and not aware, at the date of this report, of any likely major changes in the company's activities in the next year.

As shown in the company's profit and loss account on page 5 the company's turnover has decreased by 4.1% from £7,121,264 to £6,832,280 over the prior year and operating profit has decreased by 13.2% from £1,663,492 to £1,443,104 over the same period.

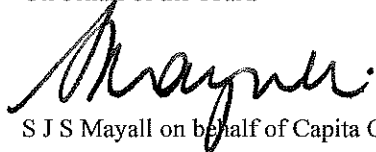
The balance sheet on page 6 of the financial statements shows the company's financial position at the end of the period. Net assets have decreased from £1,012,317 to £769,040. Details of amounts owed by/to its parent company and fellow subsidiary undertakings are shown in notes 8 and 9 to the financial statements.

Key performance indicators used by Capita plc are operating margins, free cash flow, capital expenditure and return on capital employed. Capita plc and its subsidiaries manage their operations on a divisional basis and as a consequence, some of these indicators are monitored only at a divisional level. The performance of the Customer Management & International division is discussed in the group's annual report which does not form part of this report.

Systems and procedures are in place to identify, assess and mitigate major business risks that could impact the company. Monitoring exposure to risk and uncertainty is an integral part of the company's structured management processes. The principal risks that the company faces are operational risk, contract pricing, competition, regulatory and legislative impacts, recruitment and retention of staff and maintenance of reputation and strong supplier and customer relationships.

Group risks are discussed in the group's annual report which does not form part of this report.

On behalf of the board



S J S Mayall on behalf of Capita Corporate Director Limited

Director

19 September 2014

ROSS AND ROBERTS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2013

The directors present their report and financial statements for the period ended 31 December 2013.

Results and dividends

The results for the year are set out on page 5.

An interim ordinary dividend of £1,350,000 (2012: £1,100,000) was paid during the year.

Directors

The following directors have held office since 1 January 2013:

S J S Mayall on behalf of Capita Corporate Director Limited
L J P Fowler
N F Smith
S Roe
R Jackson

Auditor

KPMG Audit Plc have notified the company that they are not seeking re-appointment to facilitate the orderly wind down of the business of KPMG Audit Plc. It is proposed that the parent entity, KPMG LLP, are appointed as auditors of the company.

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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;
- 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.

ROSS AND ROBERTS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2013

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

Qualifying 3rd party indemnity provisions

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

On behalf of the board



S J S Mayall on behalf of Capita Corporate Director Limited

Director

19 September 2014

ROSS AND ROBERTS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ROSS AND ROBERTS LIMITED

We have audited the financial statements of Ross and Roberts Limited for the year ended 31 December 2013 set out on pages 5 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). 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, 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 December 2013 and of its profit for the year 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 Strategic Report and 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.



Peter Lomax (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

26/9/14

ROSS AND ROBERTS LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2013

		2013	2012
	Notes	£	£
Turnover	2	6,832,280	7,121,264
Cost of sales		(2,706,515)	(2,702,212)
Gross profit		<u>4,125,765</u>	<u>4,419,052</u>
Administrative expenses		(2,682,661)	(2,755,560)
Operating profit	3	<u>1,443,104</u>	<u>1,663,492</u>
Interest payable and similar charges	4	-	(155)
Profit on ordinary activities before taxation		<u>1,443,104</u>	<u>1,663,337</u>
Tax on profit on ordinary activities	5	(336,381)	(417,079)
Profit for the year	13	<u><u>1,106,723</u></u>	<u><u>1,246,258</u></u>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

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

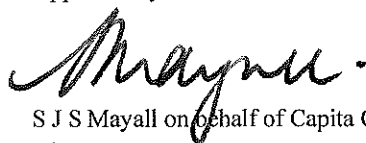
ROSS AND ROBERTS LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2013

	Notes	2013 £	2012 £
Fixed assets			
Tangible assets	7	103,028	110,615
Current assets			
Debtors	8	835,600	627,249
Cash at bank and in hand		1,441,037	1,815,633
		<u>2,276,637</u>	<u>2,442,882</u>
Creditors: amounts falling due within one year	9	<u>(1,530,625)</u>	<u>(1,461,180)</u>
Net current assets		<u>746,012</u>	<u>981,702</u>
Total assets less current liabilities		<u>849,040</u>	<u>1,092,317</u>
Provisions for liabilities	10	<u>(80,000)</u>	<u>(80,000)</u>
		<u>769,040</u>	<u>1,012,317</u>
Capital and reserves			
Called up share capital	12	1,000	1,000
Profit and loss account	13	768,040	1,011,317
Shareholders' funds	14	<u>769,040</u>	<u>1,012,317</u>

Approved by the Board and authorised for issue on 19 September 2014



S J S Mayall on behalf of Capita Corporate Director Limited
Director

Company Registration No. 03365520

ROSS AND ROBERTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

The company has sufficient financial resources together with long standing relationships with clients and suppliers. As a consequence, the directors believe that the company is well placed to manage its business risks successfully. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

The company has not produced a cashflow statement on the basis that the ultimate parent undertaking, Capita plc, has prepared a group cashflow statement in accordance with FRS1 (revised).

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

1.3 Turnover

Turnover represents the value of services provided during the year net of value added tax. Credit is taken for levy fees, commissions and charges made to clients on the basis of services provided during the financial year. Turnover is recognised upon receipt of monies satisfying our clients' debts and on a proportion of work done. All of the turnover was earned in the United Kingdom and in respect of the company's principal activity.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Freehold	50 years
Land and buildings Leasehold	3 - 5 years
Plant and machinery	3 - 5 years
Fixtures, fittings & equipment	3 years

1.5 Leasing

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

1.6 Pensions

The company maintains a number of contracted-out defined contribution schemes and contributions are charged to the profit and loss account in the year in which they are due. These schemes are funded and the payment of contributions is made to separately administered trust funds. The assets of these schemes are held separately from the company. The company remits monthly pension contributions to Capita Business Services Limited, a fellow subsidiary undertaking, which pays the group liability centrally. Any unpaid contributions at the year end have been accrued in the accounts of that company.

The company also makes contributions to multi-employer defined benefit schemes operated by the group. However, the company is unable to identify its share of the underlying assets and liabilities of the schemes on a consistent basis. Consequently, in accordance with FRS 17, the company accounts for contributions to the schemes as if they were defined contribution schemes.

ROSS AND ROBERTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2013

1 Accounting policies

(Continued)

1.7 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 a right to pay less or to receive more, taxation, with the following exceptions:

- Provision is made for taxation on gains arising from the revaluation (and similar fair value adjustments) of fixed assets and 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 taxation only where the replacement assets are sold;

- Provision is made for deferred taxation that would arise on remittance of the retained earnings of overseas subsidiaries only to the extent that, at the balance sheet date, dividends have been accrued as receivable;

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

1.8 Share-based payments

The company participates in various share option and sharesave schemes operated by Capita plc, the ultimate parent undertaking. Details of these schemes are contained in the group's annual report.

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted and is recognised as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award. Fair value is determined using an option pricing model. In valuing equity-settled transactions, no account is taken of any vesting conditions, other than conditions linked to the price of the shares of the company (market conditions).

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

At each balance sheet date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions, the number of equity instruments that will ultimately vest or in the case of an instrument subject to a market condition, be treated as vesting as described above. The movement in cumulative expense, attributable to the company, since the previous balance sheet date is recognised in the profit and loss account and settled with Capita plc, the ultimate parent undertaking.

In accordance with FRS 20, share option awards of the ultimate parent company's equity instruments in respect of settling grants to employees of the company are disclosed as a charge to the profit and loss account and a credit to equity. The company's policy is to reimburse its ultimate parent company through the inter company account for charges that are made to it. Hence the credit to equity has been eliminated, rather reflecting a credit to inter-company which better describes the underlying nature of the transaction.

1.9 Related party transactions

The company has taken advantage of the exemption under FRS 8: Related Party Disclosures not to disclose transactions entered into between two or more members of Capita plc, provided that any subsidiary undertaking which is a party to the transaction is wholly owned by a member of that group.

ROSS AND ROBERTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2013

2 Turnover

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

3	Operating profit	2013 £	2012 £
	Operating profit is stated after charging:		
	Depreciation of tangible assets	8,283	14,072
	Operating lease rentals		
	- Plant and machinery	147,565	199,799
	- Other assets	57,368	66,576
		<u> </u>	<u> </u>

Audit fees are borne by the ultimate parent undertaking, Capita plc. The audit fee for the current period was £1,000 (2012: £1,000). The company has taken advantage of the exemption provided by regulation 6(2)(b) of The Companies (Disclosure of Auditor Remuneration and Liability Limitation Agreements) Regulations 2008 not to provide information in respect of fees for other (non-audit) services as this information is required to be given in the group accounts of the ultimate parent undertaking, which it is required to prepare in accordance with the Companies Act 2006.

4	Interest payable	2013 £	2012 £
	Lease finance charges	-	155
		<u> </u>	<u> </u>

ROSS AND ROBERTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2013

5	Taxation	2013 £	2012 £
	Domestic current year tax		
	U.K. corporation tax	322,601	403,158
	Adjustment for prior years	7,967	1,583
	Total current tax	<u>330,568</u>	<u>404,741</u>
	Deferred tax		
	Deferred tax charge/credit current year	14,860	12,649
	Deferred tax adjustments arising in previous periods	(9,047)	(311)
		<u>5,813</u>	<u>12,338</u>
		<u>336,381</u>	<u>417,079</u>
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	<u>1,443,104</u>	<u>1,663,337</u>
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 23.25% (2012 - 24.50%)	<u>335,522</u>	<u>407,518</u>
	Effects of:		
	Non deductible expenses	(369)	6,153
	Capital allowances in excess of depreciation	(1,392)	(1,938)
	Adjustments to previous periods	7,967	1,583
	Other timing differences	(11,160)	(8,575)
		<u>(4,954)</u>	<u>(2,777)</u>
	Current tax charge for the year	<u>330,568</u>	<u>404,741</u>

The UK corporation tax rate decreased from 23% to 21% from 1 April 2014 and will decrease from 21% to 20% from 1 April 2015. The deferred tax balance has been adjusted in the current year to reflect the reduction to 20% (as these changes were enacted at the balance sheet date) resulting in a rate change charge to the profit and loss account of £2,443 which is included in the current year deferred tax charge.

6	Dividends	2013 £	2012 £
	Ordinary interim paid	<u>1,350,000</u>	<u>1,100,000</u>

ROSS AND ROBERTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2013

7 Tangible fixed assets

	Land and buildings Freehold	Land and buildings Leasehold	Plant and machinery	Fixtures, fittings & equipment	Total
	£	£	£	£	£
Cost					
At 1 January 2013	114,511	4,091	16,380	1,452	136,434
Additions	-	-	696	-	696
Disposals	-	-	-	(1,452)	(1,452)
At 31 December 2013	114,511	4,091	17,076	-	135,678
Depreciation					
At 1 January 2013	18,685	342	5,381	1,411	25,819
On disposals	-	-	-	(1,452)	(1,452)
Charge for the year	1,790	818	5,634	41	8,283
At 31 December 2013	20,475	1,160	11,015	-	32,650
Net book value					
At 31 December 2013	94,036	2,931	6,061	-	103,028
At 31 December 2012	95,826	3,749	10,999	41	110,615

8 Debtors

	2013	2012
	£	£
Trade debtors	83,626	88,664
Amounts owed by parent and fellow subsidiary undertakings	-	48,507
Other debtors	-	1,005
Prepayments and accrued income	735,689	466,975
Deferred tax asset (see note 10)	16,285	22,098
	835,600	627,249

ROSS AND ROBERTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2013

9 Creditors: amounts falling due within one year	2013 £	2012 £
Trade creditors	55,829	67,270
Amounts owed to parent and fellow subsidiary undertakings	750,091	328,977
Corporation tax	322,601	403,158
Other taxes and social security costs	190,973	236,802
Other creditors	708	-
Accruals and deferred income	210,423	424,973
	<u>1,530,625</u>	<u>1,461,180</u>

10 Provisions for liabilities	Other £
Balance at 1 January 2013	80,000
Balance at 31 December 2013	<u>80,000</u>

The company is required to perform repairs on leased properties prior to the properties being vacated at the end of their lease term. Dilapidation provisions for such costs are made where a legal obligation is identified and the liability can be reasonably quantified.

The deferred tax asset (included in debtors, note 8) is made up as follows:

	2013 £	2012 £
Balance at 1 January 2013	(22,098)	(3,698)
Profit and loss account	5,813	(18,400)
Balance at 31 December 2013	<u>(16,285)</u>	<u>(22,098)</u>

	2013 £	2012 £
Decelerated capital allowances	(285)	(3,698)
Other timing differences	(16,000)	(18,400)
	<u>(16,285)</u>	<u>(22,098)</u>

ROSS AND ROBERTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2013

11 Pension and other post-retirement benefit commitments

Defined contribution

	2013	2012
	£	£
Contributions payable by the company for the year	25,197	5,262

12 Share capital

Allotted, called up and fully paid

1,000 Ordinary shares of £1 each

	2013	2012
	£	£
	1,000	1,000

13 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 January 2013	1,011,317
Profit for the year	1,106,723
Dividends paid	(1,350,000)
Balance at 31 December 2013	768,040

14 Reconciliation of movements in shareholders' funds

	2013	2012
	£	£
Profit for the financial year	1,106,723	1,246,258
Dividends	(1,350,000)	(1,100,000)
Contribution in respect of share based payment charge	-	203
Settlement of share based payment charge by intercompany	-	(203)
Net (depletion in)/addition to shareholders' funds	(243,277)	146,258
Opening shareholders' funds	1,012,317	866,059
Closing shareholders' funds	769,040	1,012,317

15 Contingent liabilities

The company has provided in the normal course of its business performance bonds and bank guarantees of £98,000 (2012: £58,000). These are guaranteed by the company's ultimate parent Capita plc.

ROSS AND ROBERTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2013

16 Financial commitments

At 31 December 2013 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2014:

	Land and buildings		Other	
	2013	2012	2013	2012
	£	£	£	£
Operating leases which expire:				
Within one year	-	20,240	84,906	4,479
Between two and five years	20,000	-	37,558	166,143
	<u>20,000</u>	<u>20,240</u>	<u>122,464</u>	<u>170,622</u>

17 Directors' remuneration

	2013	2012
	£	£
Remuneration for qualifying services	171,240	168,408
Company pension contributions to defined contribution schemes	1,074	-
	<u>172,314</u>	<u>168,408</u>

ROSS AND ROBERTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2013

18 Employees

Number of employees

The average monthly number of employees (including directors) during the year was:

	2013 Number	2012 Number
Sales	4	3
Operational	75	80
Administration	38	43
	<u>117</u>	<u>126</u>

Employment costs

	2013 £	2012 £
Wages and salaries	2,840,175	3,046,339
Social security costs	270,650	299,687
Other pension costs	25,197	5,262
Share based payments	-	203
	<u>3,136,022</u>	<u>3,351,491</u>

19 Control

The immediate parent company is Capita Holdings Limited, a company registered in England and Wales, and the ultimate parent company is Capita plc, a company registered in England and Wales. Capita plc prepares group financial statements and copies can be obtained from 71 Victoria Street, Westminster, London SW1H 0XA.

20 Client Balances

At 31 December 2013 cash of £899,751 (2012: £848,908) held in clients' accounts. These client accounts relate to cash held on behalf of Ross and Roberts' clients and do not represent the assets of the company. The amounts held in these accounts are at least equal to clients' entitlement with Ross and Roberts.

21 Related party relationships and transactions

The company has taken advantage of the exemption under FRS 8: Related Party Disclosures not to disclose transactions entered into between two or more members of The Capita Group Plc, provided that any subsidiary undertaking which is a party to the transaction is wholly owned by a member of that group.