Registered number: 02694092

Phusion IM Limited

Directors' report and financial statements

31 December 2014

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Company Information

Directors

S J Pearson

A J Hayward

M T Pellew

B H Jobling (appointed 1 September 2014)

Company secretary

A J Hayward

Registered number

02694092

Registered office

16 Earls Nook

Belasis Hall Technology Park

Billingham Teesside TS23 4EF

Independent auditors

UNW LLP

Chartered Accountants

Citygate

St James' Boulevard Newcastle Upon Tyne Tyne and Wear

NE1 4JE

Bankers

HSBC Team Valley Kingsway North

Team Valley Trading Estate

Gateshead Tyne and Wear NE11 0BE

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Directors' report Year ended 31 December 2014

The directors present their report and the consolidated financial statements for the year ended 31 December 2014.

Principal activities and business review

Phusion provides specialist consultancy, services and solutions to the process sector to manage engineering data and information.

By collecting, cleansing, validating and making available this information for capital projects and existing plant, Phusion provides fast, simple access to a "single source of the truth". This unique and innovative approach is underpinned by traditional engineering skills and specialist IT development capability, thereby creating a world class solution for managing engineering information on a wide range of assets, from small and medium manufacturing sites to complex, multi-billion dollar projects.

After a record year in 2013, the Board decided to implement a platform strategy during 2014. This would allow the business to reorganise, restructure and prepare for the launch of Phusion Reactor in 2015. Phusion Reactor is a flexible solution for engineering information management which allows users to customise their own solution from a range of off-the-shelf Apps and services.

Two key objectives focussed on the consolidation and stabilisation process and the need to increase the quality and quantity of outputs, thereby ensuring the business could deliver on current and future contracts. These objectives were achieved through the implementation of 2 key initiatives: namely a major re-engineering of the data factory and a functionality coaching project implemented with Shirlaws Coaching.

Phusion has a significant exposure to the Australian Dollar which continued to weaken during 2014. The low oil price also resulted in energy companies reducing OPEX and delaying CAPEX projects which impacted on Phusion's sales pipeline, although most of the impact of this global issue will not be felt by Phusion until 2015. Despite these market conditions in 2014, the business successfully delivered against its financial targets for turnover, gross and net margin.

Directors' responsibilities statement

The directors are responsible for preparing the directors' report and the consolidated financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare consolidated financial statements for each financial year. Under that law the directors have elected to prepare the consolidated 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 consolidated financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing these consolidated 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;
- prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

Directors' report Year ended 31 December 2014

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 the group and enable them to ensure that the consolidated financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors

The directors who served during the year were:

S J Pearson A J Hayward M T Pellew B H Jobling (appointed 1 September 2014)

Disclosure of information to auditors

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company and the group's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company and the group's auditors are aware of that information.

Auditors

The auditors, UNW LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 15 September 2015 and signed on its behalf by:

A J Hayward Director



Independent auditors' report to the shareholders of Phusion IM Limited

We have audited the consolidated financial statements of Phusion IM Limited for the year ended 31 December 2014, set out on pages 5 to 18. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 auditors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the consolidated 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 consolidated 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 consolidated financial statements

An audit involves obtaining evidence about the amounts and disclosures in the consolidated financial statements sufficient to give reasonable assurance that the consolidated 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 group's and the parent 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 consolidated financial statements. In addition, we read all the financial and non-financial information in the directors' report to identify material inconsistencies with the audited consolidated financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on consolidated financial statements

In our opinion the consolidated financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2014 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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 consolidated financial statements are prepared is consistent with the consolidated financial statements.



Independent auditors' report to the shareholders of Phusion IM Limited

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company consolidated 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 prepare the consolidated financial statements in accordance with the small companies regime and to take advantage of the small companies' exemption from the requirement to prepare a group strategic report or in preparing the directors' report.

Andrew Wilson BA FCA (Senior Statutory Auditor) for and on behalf of UNW LLP (Statutory Auditor)

Chartered Accountants Newcastle upon Tyne

15 September 2015

Consolidated profit and loss account Year ended 31 December 2014

•	Note	2014 £	2013 £
Turnover		5,827,080	5,819,136
Cost of sales		(2,893,475)	(3,135,724)
Gross profit		2,933,605	2,683,412
Administrative expenses		(2,209,592)	(2,018,694)
Other operating income	2 .	90,252	89,783
Operating profit	2	814,265	754,501
Interest receivable and similar income		(200)	(206)
Interest payable and similar charges		(35,832)	(56,463)
Profit on ordinary activities before taxation		778,233	697,832
Tax on profit on ordinary activities	4	9,246	(168,968)
Profit for the financial year	13	787,479	528,864

The notes on pages 8 to 18 form part of these financial statements.

Consolidated balance sheet At 31 December 2014

	Note	£	2014 £	£	2013 £
Fixed assets					
Tangible assets	5		1,204,768		1,470,459
Current assets					
Debtors	7	1,661,741		966,659	
Cash at bank		877,361		590,064	
· · · · · · · · · · · · · · · · · · ·		2,539,102		1,556,723	
Creditors: amounts due within one year	8	(1,484,906)		(705,577)	
Net current assets	•		1,054,196		851,146
Total assets less current liabilities			2,258,964		2,321,605
Creditors: amounts due after one year	9		(670,805)		(817,010)
Provisions for liabilities					
Deferred tax	10		(18,700)		(32,548)
Government grants	11		(90,150)		(180,217)
Net assets			1,479,309		1,291,830
Capital and reserves					
Called up share capital	12		60		60
Capital redemption reserve	13		40		40
Foreign exchange reserve	13		50,367		39,391
Profit and loss account	13		1,428,842	•	1,252,339
Shareholders' funds	14		1,479,309		1,291,830

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved by the board of directors on 15 September 2015, and were signed on its behalf by:

A Mayward
Director

The notes on pages 8 to 18 form part of these financial statements.

Company balance sheet At 31 December 2014

	Note	£	2014 £	£	2013 £
Fixed assets					
Tangible assets	5		1,164,423		1,414,700
Investments	6		480		480
			1,164,903		1,415,180
Current assets					•
Debtors	7	1,478,927		992,568	
Cash at bank		555,218		515,432	
•		2,034,145		1,508,000	
Creditors: amounts due within one year	8	(1,218,525)		(654,267)	
Net current assets			815,620		853,733
Total assets less current liabilities			1,980,523		2,268,913
Creditors: amounts due after one year	9		(670,805)		(817,010)
Provisions for liabilities	-				
Deferred tax	10		(18,700)		(32,548)
Government grants	11		(90,150)		(180,217)
Net assets			1,200,868	•	1,239,138
Capital and reserves	,				
Called up share capital	12		60		60
Capital redemption reserve	13		40		40
Profit and loss account	13		1,200,768		1,239,038
Shareholders' funds	14		1,200,868		1,239,138

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved by the board of directors on 15 September 2015, and were signed on its behalf by:

A J Hayward

Director

Company registered number: 02694092

The notes on pages 8 to 18 form part of these financial statements.

Notes to the financial statements Year ended 31 December 2014

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.2 Cash flow

The financial statements do not include a consolidated cash flow statement because the group, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.3 Basis of consolidation

The financial statements consolidate the accounts of Phusion IM Limited and all of its subsidiary undertakings ('subsidiaries').

The company has taken advantage of the exemption contained within 408 of the Companies Act 2006 not to present its own profit and loss account.

1.4 Turnover

Turnover comprises revenue recognised by the group in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold property

2% straight line

Motor vehicles

- 25% reducing balance

Fixtures and fittings

- 33% straight line and reducing balance

1.6 Investments

Investments in subsidiaries are valued at cost less provision for impairment.

1.7 Operating leases

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

Notes to the financial statements Year ended 31 December 2014

1. Accounting policies (continued)

1.8 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Realised exchange gains and losses are recognised in the profit and loss account. Unrealised exchange gains and losses on translation of foreign subsidiaries are transferred to the currency translation reserve.

1.9 Government grants

Government grants relating to defined projects are treated as deferred income and released to the profit and loss account over the expected useful life of the project. Other grants are credited to the profit and loss account as the related expenditure is incurred.

1.10 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

1.11 Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

1.12 Related party transactions

All companies within the group are 100% owned. Accordingly, the company has taken advantage of the exemption in FRS8 from disclosing transactions with members within the group.

1.13 Deferred taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

2. Other operating income

	2014	2013
Government grants receivable	90,252	89,783

Notes to the financial statements Year ended 31 December 2014

Notes to the profit and loss account	
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Profit on ordinary activities before taxation is stated after charging/(crediting):

	2014 £	2013 £
Directors' remuneration Staff pension contributions Amortisation of government grants Depreciation of owned fixed assets Net loss/(profit) on foreign currency translation	421,558 246,477 (90,252) 347,132 27,730	350,906 70,734 (89,783) 305,017 51,892
Auditors' remuneration Audit of these financial statements	7,500	7,500

3. Directors' remuneration

During the year retirement benefits were accruing to 1 director (2013 - 1) in respect of defined contribution pension schemes.

4. Taxation

	2014 £	2013 £
Analysis of tax charge in the year		-
Current tax		
UK corporation tax charge on profit for the year Adjustments in respect of prior periods	142,000 (137,398)	162,000 (3,066)
Total current tax	4,602	158,934
Deferred tax		
Origination and reversal of timing differences Effect of increased tax rate on opening liability Effect of changes in other rates	(19,967) 5,501 618	13,274 (3,240)
Total deferred tax (see note 10)	(13,848)	10,034
Tax on profit on ordinary activities	(9,246)	168,968

Notes to the financial statements Year ended 31 December 2014

4. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2013 - lower than) the standard rate of corporation tax in the UK of 21.49% (2013 - 23.25%). The differences are explained below:

•	2014	2013
	£	£
Profit on ordinary activities before tax	778,233	697,832
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.49% (2013 - 23.25%)	123,105	162,246
Effects of:		
Expenses not deductible for tax purposes, other than goodwill		
amortisation and impairment	3,660	9,411
Capital allowances for year in excess of depreciation	34,966	(13,274)
Adjustment in research and development tax credit leading to a		
decrease in the tax charge	(137,398)	(3,066)
Effects of other tax rates	(328)	-
Income not taxable for tax purposes	(19,398)	-
Unrelieved loss on foreign subsidiaries	(5)	4,033
Marginal relief	-	(416)
Current tax charge for the year (see note above)	4,602	158,934

Notes to the financial statements Year ended 31 December 2014

Tangible fixed assets			
	Freehold	Fixtures and	_
Group	property	fittings £	Total £
Cost	£	£	a.
At 1 January 2014	1,094,045	1,220,585	2,314,630
Additions	1,074,043	81,441	81,441
At 31 December 2014	1,094,045	1,302,026	2,396,071
Depreciation			
At 1 January 2014	-	844,171	844,171
Charge for the year	19,881	327,251	347,132
At 31 December 2014	19,881	1,171,422	1,191,303
Net book value			
At 31 December 2014	1,074,164	130,604	1,204,768
At 31 December 2013	1,094,045	376,414	1,470,459
	Freehold property	Fixtures and fittings	Total
Company	£		£
Cost			
At 1 January 2014	1,094,045	1,133,108	2,227,153
Additions		79,282	79,282
At 31 December 2014	1,094,045	1,212,390	2,306,435
Depreciation			
At 1 January 2014	-	812,453	812,453
Charge for the year	19,881	309,678	329,559
At 31 December 2014	19,881	1,122,131	1,142,012
Net book value	_ 		
At 31 December 2014	1,074,164	90,259	1,164,423
At 31 December 2013	1,094,045	320,655	1,414,700
At 31 December 2014	=		

Notes to the financial statements Year ended 31 December 2014

6. Fixed asset investments

	in subsidiary companies
Company	£
Cost or valuation	
At 1 January 2014 and 31 December 2014	480
Net book value	
At 31 December 2014	480
4.21 5 1 2012	400
At 31 December 2013	480

Investments relate to 100% of the ordinary shares of Pearson-Harper PTY Limited, a company incorporated in Australia.

7. Debtors

		Group		Company
·	2014	2013	2014	2013
	£	£	£	£
Trade debtors	1,401,606	788,224	262,335	428,805
Amounts owed by group undertakings	-	· -	1,094,205	391,357
Other debtors	260,135	178,435	122,387	172,406
	1,661,741	966,659	1,478,927	992,568

Notes to the financial statements Year ended 31 December 2014

8. Creditors: Amounts falling due within one year

		Group		Company
	2014	2013	2014	2013
	£	£	£	£
Bank loans and overdrafts	185,326	231,314	182,638	230,647
Trade creditors	141,851	99,378	138,831	103,842
Corporation tax	166,619	157,302	166,619	157,302
Other taxation and social security	330,068	134,531	86,791	90,429
Director loan account	21,190	33,664	21,190	33,664
Accruals and deferred income	14,426	32,207	14,426	32,207
Other creditors	625,426	17,181	608,030	6,176
	1,484,906	705,577	1,218,525	654,267

Details of banks loans and securities are included in note 9.

9. Creditors: Amounts falling due after more than one year

	Group		Company
2014	2013	2014	2013
£	£	£	£
670,805	817,010	670,805	. 817,010
	£	2014 2013 £ £	2014 2013 2014 £ £ £

Included within the above are amounts falling due as follows:

		Group		Company
	2014	2013	2014	2013
	£	£	£	£
Between two and five years				
Bank loans	358,169	478,101	358,169	478,101
Over five years				
Bank loans	312,636	338,909	312,636	338,909

Notes to the financial statements Year ended 31 December 2014

9. Creditors:

Amounts falling due after more than one year (continued)

Creditors include amounts not wholly repayable within 5 years as follows:

			Group		Company
		2014	2013	2014	2013
•	٠.	£	£	£	£
Repayable by instalments		312,636	338,909	312,636	338,909

Bank loans to the value of £503,618 (2013: £656,852), £145,448 of which is due in more than one year, are on a capital repayment basis with an expected end date of 31 December 2018. The loan is on a capital repayment basis with an interest rate of 3.95% above HSBC Holdings plc's Sterling base rate. This loan is secured as follows:

A debenture comprising fixed and floating charges over all the assets and undertaking of Phusion IM Limited including all present and future freehold and leasehold property, book and other debts, chattels, goodwill and uncalled capital both present and future.

A mortgage to the value of £349,332 (2013: £390,312), £312,636 of which is due in more than one year, is secured on the group's property. The mortgage is on a capital repayment basis and is expected to be repaid by 31 December 2033 with an interest rate of 3.65% above HSBC Holdings plc's Sterling base rate.

10. Deferred taxation

	·	Group	·	Company
	2014	2013	2014	2013
	£	£	£	£
At beginning of year	32,548	22,514	32,548	22,514
Charge for the year	(13,848)	10,034	(13,848)	10,034
At end of year	18,700	32,548	18,700	32,548

The provision for deferred taxation is made up as follows:

		Group		Company
	2014	2013	2014	2013
	£	£	£	£
Accelerated capital allowances	18,700	32,548	18,700	32,548

Notes to the financial statements Year ended 31 December 2014

11.	Government grants				
11.	Government grants		Group		Company
		2014 £	2013 £	2014 £	2013 £
	Grants	90,150	180,217	90,150	180,217
12.	Share capital				
				2014 £	2013 £
	Allotted, called up and fully paid				
	60 Ordinary Shares shares of £1 each	,		60	60
13.	Reserves				
			Capital redempt'n reserve	Currency translation reserve	Profit and loss account
	Group		£	£	£
	At 1 January 2014		40	39,391	1,252,339
	Profit for the financial year		-	-	787,479
	Dividends: Equity capital		-	10.056	(600,000)
	Translation differences on consolidation Unrealised exchange gains on translation			10,976 -	(10,976)
	At 31 December 2014		40	50,367	1,428,842
				Capital	D 64 1
				redempt'n reserve	Profit and loss account
	Company			£	£
	At 1 January 2014			40	1,239,038
	Profit for the financial year		`	. -	561,730
	Dividends: Equity capital			-	(600,000)
	At 31 December 2014			40	1,200,768

Notes to the financial statements Year ended 31 December 2014

Reconciliation of movement in shareholders' funds		
•	2014	2013
Group	£	£
Opening shareholders' funds	1,291,830	887,966
Profit for the financial year	787,479	528,864
Dividends (Note 15)	(600,000)	(125,000)
Closing shareholders' funds	1,479,309	1,291,830
Company Opening shareholders' funds Profit for the financial year Dividends (Note 15)	2014 £ 1,239,138 561,730 (600,000)	2013 £ 907,817 456,321 (125,000)
Closing shareholders' funds	1,200,868	1,239,138
Dividends		
	2014	2013
	£	£
	Group Opening shareholders' funds Profit for the financial year Dividends (Note 15) Closing shareholders' funds Company Opening shareholders' funds Profit for the financial year Dividends (Note 15) Closing shareholders' funds	Group £ Opening shareholders' funds 1,291,830 Profit for the financial year 787,479 Dividends (Note 15) (600,000) Closing shareholders' funds 1,479,309 Company £ Opening shareholders' funds 1,239,138 Profit for the financial year 561,730 Dividends (Note 15) (600,000) Closing shareholders' funds 1,200,868 Dividends 1,200,868

16. Pension commitments

The group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension cost charge represents contributions payable by the group to the fund and amounted to £246,477 (2013 - £109,114). Contributions totalling £nil (2013 - £nil) were payable to the fund at the balance sheet date.

Notes to the financial statements Year ended 31 December 2014

17. Operating lease commitments

At 31 December 2014 the group had annual commitments under non-cancellable operating leases as follows:

	2014	2013
Group	£	£
Expiry date:		
Between 2 and 5 years	39,833	39,833

At 31 December 2014 the company had annual commitments under non-cancellable operating leases as follows:

Company

Expiry date:

Between 2 and 5 years 39,833 39,833

18. Related party transactions

At the year-end S Pearson, a director of the company, had a loan account with a balance due from Phusion IM Limited of £21,190 (2013: £33,664).

During the year a dividend was declared to S Pearson of £600,000 (2013: £125,000).

All companies within the group are 100% owned. Accordingly, the company has taken advantage of the exemption in FRS8 from disclosing transactions with members within the group.

19. Ultimate controlling party

The ultimate controlling party of the group is considered to be S Pearson.

20. Profit attributable to the parent company

The profit dealt with in the financial statements of the parent company was £561,730 (2013: £456,321).