

Registration Number **06041251** (England and Wales)

**OPTIMUS GROUP LIMITED**  
**AMENDED ANNUAL REPORT AND UNAUDITED**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30TH APRIL 2022**



# OPTIMUS GROUP LIMITED

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# OPTIMUS GROUP LIMITED

## COMPANY INFORMATION

### Directors

N Bisset - Managing Director  
J Aperador Garza  
S Richardson  
G Richens  
H van Esch  
L Hutchinson

### Company secretary

S L Mordey

### Registered office

98 - 103 Maybury Road  
Woking  
Surrey  
GU21 5HX

### Registered number

06041251

### Accountants

Harmer Slater Limited  
79 High Street  
Teddington  
Middlesex  
TW11 8HG

### Bankers

Lloyds TSB Bank Plc  
32 Commercial Way  
Woking  
Surrey  
GU21 1ER

# OPTIMUS GROUP LIMITED

## DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2022

The Directors present their report and the financial statements for the year ended 30 April 2022.

### **Directors of the Company**

The directors who held office during the year and up to the date of approval of these financial statements were as follows:

N Bisset - Director

H V Esch - Director

S G Richardson - Director

G R Richens - Director

J Aperador Garza - Director

### **Principal activity**

The principal activity of the company is the development, sale and maintenance of computer software.

### **Small companies provision statement**

The directors have taken advantage of the small companies' exemptions provided by sections 414B and 415A of the Companies Act 2006 from the requirement to prepare a strategic report and in preparing the directors' report on the grounds that the company is entitled to prepare its accounts for the year in accordance with the small companies regime.

Approved by the Board on 26 January 2023 and signed on its behalf by:

  
.....  
N Bisset  
Director

# OPTIMUS GROUP LIMITED

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 APRIL 2022

	Note	2022 £	2021 £
Turnover		2,290,358	2,238,000
Cost of sales		<u>(698,485)</u>	<u>(706,442)</u>
<b>Gross profit</b>		<b>1,591,873</b>	<b>1,531,558</b>
Administrative expenses		<u>(1,263,238)</u>	<u>(1,291,869)</u>
<b>Operating profit</b>		<b>328,635</b>	<b>239,689</b>
Interest payable and similar charges		<u>(5,380)</u>	<u>(11,667)</u>
<b>Profit before tax</b>	<b>4</b>	<b>323,255</b>	<b>228,022</b>
Taxation		<u>40,424</u>	<u>22,085</u>
<b>Profit on ordinary activities</b>		<b>282,831</b>	<b>250,107</b>
Non-controlling Interest		<u>(4,986)</u>	<u>(1,991)</u>
<b>Profit for the financial year</b>		<b>277,845</b>	<b>248,116</b>
<b>Items that may be reclassified subsequently to income statement</b>			
Currency translation differences		<u>(5,103)</u>	<u>(12,231)</u>
<b>Total comprehensive income of the company for the year</b>		<b><u>282,948</u></b>	<b><u>235,885</u></b>

The notes on pages 6 to 13 form part of these financial statements.

# OPTIMUS GROUP LIMITED

(REGISTRATION NUMBER: 06041251)

## CONSOLIDATED BALANCE SHEET AT 30TH APRIL 2022

	Notes	2022 £	2021 £
<b>Fixed assets</b>			
Intangible assets	5	1,673,464	1,681,322
Tangible assets	6	19,081	17,839
		<u>1,692,545</u>	<u>1,699,161</u>
<b>Current assets</b>			
Stock		-	-
Debtors	9	685,469	850,310
Cash at bank and in hand		366,280	393,113
		<u>1,051,748</u>	<u>1,243,423</u>
<b>Creditors: amounts falling due within one year</b>	10	<u>(1,568,592)</u>	<u>(1,922,314)</u>
<b>Net current liabilities</b>		<u>(516,844)</u>	<u>(867,143)</u>
<b>Total assets less current liabilities</b>		<u>1,175,701</u>	<u>832,018</u>
<b>Creditors: amounts falling due after more than one year</b>	11	<u>(251,581)</u>	<u>(379,441)</u>
		<u>924,120</u>	<u>640,829</u>
<b>Non-controlling Interest</b>		<u>31,727</u>	<u>36,426</u>
<b>Net assets</b>		<u>955,846</u>	<u>677,255</u>
<b>Capital and reserves</b>			
Called up share capital	12	112,500	112,500
Capital redemption reserve		3,050	3,050
Profit and loss account		<u>840,296</u>	<u>561,705</u>
<b>Shareholders' funds</b>		<u>955,846</u>	<u>677,255</u>

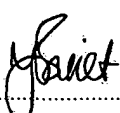
For the financial year ending 30 April 2022, the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

**Directors' responsibilities:**

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements have been prepared in accordance with the special provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with the provisions of FRS 102 Section 1A - small entities.

These revised financial statements replace the original financial statements, are now the statutory financial statements and are prepared as they were at the date of the original financial statements for the year to 30 April 2022 which were approved and authorised by the Board on 26 January 2023 and signed on its behalf by:



.....

N Bisset  
Director

The notes on pages 6 to 13 form part of these financial statements.

# OPTIMUS GROUP LIMITED

(REGISTRATION NUMBER: 06041251)

## COMPANY BALANCE SHEET AT 30TH APRIL 2022

	Notes	2022 £	2021 £
<b>Fixed assets</b>			
Tangible assets	7	536	264
Investments	8	<u>2,072,411</u>	<u>2,072,411</u>
		<b>2,072,947</b>	<b>2,072,675</b>
<b>Current assets</b>			
Debtors	9	<b>501,852</b>	615,868
Cash at bank and in hand		<u>14,846</u>	<u>74,993</u>
		<b>516,698</b>	690,861
<b>Creditors: amounts falling due within one year</b>	10	<u><b>(1,915,973)</b></u>	<u>(2,097,730)</u>
<b>Net current liabilities</b>		<u><b>(1,399,275)</b></u>	<u><b>(1,406,869)</b></u>
<b>Total assets less current liabilities</b>		<b>673,672</b>	665,806
<b>Creditors: amounts falling due after more than one year</b>	11	<u><b>(169,013)</b></u>	<u>(230,957)</u>
<b>Net assets</b>		<u><b>504,659</b></u>	<u><b>434,849</b></u>
<b>Capital and reserves</b>			
Called up share capital	12	<b>112,500</b>	112,500
Capital redemption reserve		<b>3,050</b>	3,050
Profit and loss account		<u><b>389,109</b></u>	<u>319,299</u>
<b>Shareholders' funds</b>		<u><b>504,659</b></u>	<u><b>434,849</b></u>

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N Bisset

Director

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# OPTIMUS GROUP LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL 2022 - GROUP

	Share capital £	Capital redemption reserve £	Profit and loss account £	Non- controlling interest £	Total £
At 1 <sup>st</sup> May 2020	115,550	-	328,956	(38,415)	406,091
Profit for the year	-	-	248,116	1,991	250,107
Foreign exchange gains	-	-	(12,231)	(3,138)	(15,369)
Total comprehensive income	-	-	235,885	(1,147)	234,738
Transactions between shareholders					
Purchase of own shares	(3,050)	3,050	-	-	-
Acquisition of non-controlling interest	-	-	(3,136)	3,136	-
At 30 <sup>th</sup> April 2021	112,500	3,050	561,705	(36,426)	640,829
Profit for the year	-	-	277,846	4,986	282,832
Foreign exchange gains	-	-	745	(287)	458
Total comprehensive income	-	-	278,591	4,699	283,290
Transactions between shareholders					
Purchase of own shares	-	-	-	-	-
Acquisition of non-controlling interest	-	-	-	-	-
	-	-	-	-	-
At 30 <sup>th</sup> April 2022	112,500	3,050	840,296	(31,727)	924,119

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL 2022 - COMPANY

	Share capital £	Capital redemption reserve £	Profit and loss account £	Total £
At 1 <sup>st</sup> May 2020	115,550	-	257,822	373,372
Profit for the year	-	-	61,477	61,477
Transactions between shareholders				
Purchase of own shares	(3,050)	3,050	-	-
At 30 <sup>th</sup> April 2021	112,500	3,050	319,299	434,849
Profit for the year	-	-	69,810	69,810
Transactions between shareholders				
Purchase of own shares	-	-	-	-
At 30 <sup>th</sup> April 2022	112,500	3,050	389,109	504,659



# OPTIMUS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

### 1 General information

Optimus Group Limited ("the company") is a private company limited by share capital incorporated in England and Wales under the Companies Act.

The address of its registered office is given on page 1. The nature of the company's operations and its principal activities are set out in the Director's Report on page 2.

### 2 Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### Going concern

The financial statements have been prepared on a going concern basis.

#### Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' Section 1A and in accordance with the Companies Act 2006. There were no material departures from that standard.

#### Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The functional currency of the company is considered to be pounds sterling (£) because that is that currency of the primary economic environment in which the company operates. The financial statements are presented in sterling (£).

#### Judgements

In the opinion of the directors, there are no judgements or key sources of uncertainty which could materially affect the financial statements.

#### Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the Company's activities. Turnover is shown net of value added tax.

The Company recognises revenue when:

The amount of revenue can be reliably measured;  
it is probable that future economic benefits will flow to the entity;

**OPTIMUS GROUP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 APRIL 2022**  
**(CONTINUED)**

**2 Accounting policies (continued)**

**Tax**

The tax expense for the period comprises tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

**Tangible assets**

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

**Consolidation**

The consolidated financial statements incorporate the financial statements of the company and all group undertakings at 30th April 2022.

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and not presented its own profit and loss account.

**Depreciation**

Depreciation is charged so as to write off the full cost or valuation less estimated residual value of each asset over its estimated useful life. The principal rates in use are:

<b>Asset class</b>	<b>Depreciation method and rate</b>
Motor Vehicles	20-25%
Equipment, Fixtures and Furniture	8-25%
Plant and Machinery	20-33.33%

**Goodwill**

Goodwill on acquisition is initially measured at cost, being the excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of a subsidiary or associate at the date of acquisition.

Goodwill is not amortised but reviewed annually for impairment and as such is stated at cost less any provision of impairment value. Any impairment is recognised immediately in the income statement and is not subsequently reversed.

Purchased goodwill is amortised at 5% per annum.

**Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

**Stocks**

Stock and work in progress is valued at the lower of cost and estimated net realisable value.

# OPTIMUS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022 (CONTINUED)

### **Trade debtors**

Trade debtors are amounts due from customers for services performed in the ordinary course of business. Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

### **Trade creditors**

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Creditors are classified as current liabilities if the Company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

*Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.*

### **Borrowings**

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

### **Defined contribution pension obligation**

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the Company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

### **Financial instruments**

Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value.

Fixed asset investments are recognised at cost less provision for any impairments at the end of the year.

## **3 Staff numbers**

The average number of persons employed by the group (including directors) during the year was 30 (2021 - 30).

**OPTIMUS GROUP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 APRIL 2022**  
**(CONTINUED)**

**4 Profit before tax**

Arrived at after charging

2022	2021
£	£
<u>5,569</u>	<u>9,304</u>

Depreciation expense

**5 Intangible fixed assets**

**Purchased Goodwill**

**Group**  
**£**

**Cost:**

At 1<sup>st</sup> May 2021 and 30<sup>th</sup> April 2022

39,887

**Amortisation:**

At 1<sup>st</sup> May 2021 and 30<sup>th</sup> April 2022

39,887

**Net book value:**

At 30<sup>th</sup> April 2022

-

At 30<sup>th</sup> April 2021

-

**Goodwill arising on consolidation at 30<sup>th</sup> April 2022**

**1,673,464**

**Total at 30<sup>th</sup> April 2022**

**1,673,464**

Goodwill arising on consolidation at 30<sup>th</sup> April 2021

1,681,322

Total at 30<sup>th</sup> April 2021

1,681,322

**OPTIMUS GROUP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 APRIL 2022**

(CONTINUED)

**6 Tangible fixed assets - Group**

	<i>Motor vehicles</i> £	<i>Equipment fixtures and fittings</i> £	<i>Plant and machinery</i> £	<i>Total</i> £
<b>Cost:</b>				
At 1st May 2021	2,850	135,474	169,851	308,175
Additions	-	2,434	4,151	6,585
Exchange Adjustment	-	29	200	229
At 30th April 2022	<u>2,850</u>	<u>137,937</u>	<u>174,202</u>	<u>314,989</u>
<b>Depreciation:</b>				
At 1st May 2021	2,850	118,716	168,770	290,336
Provision for the year	-	3,256	2,313	5,569
Exchange Adjustment	-	3	-	3
At 30th April 2022	<u>2,850</u>	<u>121,975</u>	<u>171,083</u>	<u>295,908</u>
<b>Net book value:</b>				
At 30th April 2022	<u>-</u>	<u>15,962</u>	<u>3,119</u>	<u>19,081</u>
At 30th April 2021	<u>-</u>	<u>16,758</u>	<u>1,081</u>	<u>17,839</u>

**7 Tangible assets - Company**

	<b>Furniture, fittings and equipment</b> £	<b>Total</b> £
<b>Cost</b>		
At 1st May 2021	3,833	3,833
Additions	540	540
At 30 April 2022	<u>4,373</u>	<u>4,373</u>
<b>Depreciation</b>		
At 1st May 2021	3,569	3,569
Charge for the year	268	268
At 30 April 2022	<u>3,837</u>	<u>3,837</u>
<b>Carrying amount</b>		
At 30 April 2022	<u>536</u>	<u>536</u>
At 30th April 2021	<u>264</u>	<u>264</u>

**OPTIMUS GROUP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 APRIL 2022**

(CONTINUED)

**8 Investments**

**Unlisted  
Investments**

**Cost:**

**£**

At 1<sup>st</sup> May 2021 and 30th April 2022

**2,072,411**

The company's investment, in the share capital of companies includes the following:

**Optichrome Computer Systems Limited**

Registered in England and Wales

Nature of business: software sales and support

Class of shares: Ordinary

Holding: 100%

	2022	2021
	£	£
Aggregate capital and reserves	1,198,951	1,069,046
Profit for the year	129,405	57,336

**Optimus Management Information Systems Pty Limited**

Registered in Australia

Nature of business: software sales and support

Class of shares: Ordinary

Holding: 89.21%

	2022	2021
	£	£
Aggregate capital and reserves	(158,908)	(171,768)
Profit/(loss) for the year	14,022	41,985

**Optichrome Computer Systems (Espana) SA**

Registered in Spain

Nature of business: software sales and support

Class of shares: Ordinary

Holding: 100%

	2022	2021
	£	£
Aggregate capital and reserves	(87,875)	(155,353)
Profit/(loss) for the year	61,162	52,374

**Optimus Management Informatie Systemen BV**

Registered in The Netherlands

Nature of business: software sales and support

Class of shares: Ordinary

Holding: 100%

	2022	2021
	£	£
Aggregate capital and reserves	(104,830)	(109,522)
Loss for the year	1,197	42,229

**OPTIMUS GROUP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 APRIL 2022**

(CONTINUED)

**8 Investments (continued)**

**Optimus Management Information Systems Pty Limited**

Registered in the Republic of South Africa

Nature of business: software sales and support

Class of shares: Ordinary

Holding: 52%

	<u>2022</u>	<u>2021</u>
	£	£
Aggregate capital and reserves	(28,930)	(35,828)
Profit/(loss) for the period	(7,236)	(5,291)

**9 Debtors**

	<u>Group</u>		<u>Company</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	£	£	£	£
Trade debtors	616,441	731,042	191,882	257,322
Other debtors	14,900	15,782	265,497	280,136
Prepayments and accrued income	54,128	103,486	44,473	78,410
	<u>685,469</u>	<u>850,310</u>	<u>501,852</u>	<u>615,868</u>

**10 Creditors: amounts falling due within one year**

	<u>Group</u>		<u>Company</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	£	£	£	£
Bank loans and overdrafts	5,616	3,349	-	-
Trade creditors	47,941	53,240	19,268	26,644
Amounts owing to group undertakings and undertakings in which the company has a participating interest	-	-	1,609,196	1,661,404
Other creditors	313,290	362,310	-	-
Accruals and deferred income	994,044	1,209,043	254,133	375,380
Corporation tax	40,424	19,371	14,915	4,839
Other tax and social security	167,277	275,001	18,461	19,231
Debenture loan	-	-	-	-
	<u>1,568,592</u>	<u>1,922,314</u>	<u>1,915,973</u>	<u>2,087,498</u>

**OPTIMUS GROUP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 APRIL 2022**

(CONTINUED)

**11 Creditors: amounts falling due after more than one year (group and company)**

	<u>2022</u> £	<u>2021</u> £
COVID / Bounce back loan	112,120	188,252
Directors' loans	<u>139,461</u>	<u>191,189</u>
	<u>251,581</u>	<u>379,441</u>

**Directors' Loans**

The directors have agreed to subordinate loans of £122,500 to rank after the bank and debenture loans. No interest is payable on these directors' loans. During 2017, the company borrowed £105,201 from director, H van Esch. Interest is payable at 5% on this loan. Interest accrued on this loan amounting to £3,919 (2021:£5,937) is included in the above directors' loans.

**12 Share capital**

	<u>2022</u> £	<u>2021</u> £
<b>Allotted, called up and fully paid</b>		
<b>Equity shares:</b>		
'A' ordinary shares of £1 each	17,200	17,200
<b>Non-equity shares:</b>		
'B' ordinary shares of £1 each	<u>95,300</u>	<u>95,300</u>
	<u>112,500</u>	<u>112,500</u>

The holders of the 'B' shares are not entitled to receive any dividends, nor can they participate in any surpluses of assets on winding up.

**13 Controlling party**

The company is ultimately controlled by its directors.