
**OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE
SERVICES LIMITED)**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2013**

TUESDAY



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OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

COMPANY INFORMATION

DIRECTORS	M Geraghty R Saffman O Keenan-Lindsey (resigned 31 August 2012) K Davies (appointed 1 August 2012) M Flick (appointed 1 February 2013) M Rutherford (appointed 12 June 2013)
COMPANY SECRETARY	L Louis
REGISTERED NUMBER	04648708
REGISTERED OFFICE	Olive House Mercury Park Wycombe Lane Wooburn Green High Wycombe Buckinghamshire HP10 0HH
INDEPENDENT AUDITOR	Hillier Hopkins LLP Chartered Accountants & Statutory Auditor Radius House 51 Clarendon Road Watford Herts WD17 1HP

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

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OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

**CHAIRMAN'S STATEMENT
FOR THE YEAR ENDED 31 JANUARY 2013**

The chairman presents his statement for the period

It gives me great pleasure in reporting another successful year

Following our continuing growth from prior periods, Olive grew revenues by 62% in the year to 31st January 2013, with a margin of 32%

Growth in the year was driven by a number of factors including some significant customer wins, and increased sales. This was enhanced by low customer churn, which led to a healthy net growth of our customer base. To supplement this organic growth we made seven acquisitions, each of which added scale to our mobile customer base. These acquisitions have been successfully integrated into the business providing both increased and enhanced capability and synergistic savings, which will yield during the coming financial year and beyond.

Strong organic trading and increased scale through acquisition, coupled with the completion of a new long-term commercial agreement with our largest strategic partner Vodafone, provides a strong foundation for investment for the future. In order to continue building on the success of the past, I appointed a new and highly experienced Executive Management Team, with a specific remit to continue growth, and develop Olives' product portfolio and technical capability, with the aim of maximising the opportunity to meet demand from our customers for more complex managed services, across converged IT Infrastructure.

Additional investment was approved for the move to a new Head Office in January '13, to accommodate an increase in staff and technical resources to meet the needs of our growing customer base, along with development of our brand & company website and online capabilities.

Olive are now ideally placed to take full advantage of market conditions, with customer requirements shifting towards demand for a more intelligent use of technology, deploying solutions that deliver flexible and remote working, increased workforce productivity and reduced operational costs against a backdrop of technological change. Consumerisation & Bring Your Own Device (BYOD), Delivery of 4G services and the increased capabilities of converged network providers like Vodafone & O2 will all drive change in demand next year and in the future. Business customers are increasingly dependant upon specialist providers like Olive rather than traditional carriers to deliver innovative and simple to manage solutions from multiple vendors.

The success of this year can be contributed to the hard work and endeavour of the team, to whom I would like to thank for all their efforts during the past twelve months, and with whom I look forward to working with during what is anticipated to be an exciting, challenging and enjoyable year ahead.

Name Mark Geraghty
 Chairman

Date 31 January 2013

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

DIRECTORS' REPORT FOR THE YEAR ENDED 31 JANUARY 2013

The directors present their report and the financial statements for the year ended 31 January 2013

DIRECTORS' RESPONSIBILITIES STATEMENT

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 the directors have elected to prepare the 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 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 judgments and accounting estimates that are reasonable and prudent,
- 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 are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was the provision of telecommunication services.

The company changed its name from Olive Fixed Line Services Limited to Olive Business Solutions Limited on 30 April 2013.

DIRECTORS

The directors who served during the year were

M Geraghty
R Saffman
O Keenan-Lindsey (resigned 31 August 2012)
K Davies (appointed 1 August 2012)

DISCLOSURE OF INFORMATION TO AUDITOR

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's auditor is 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's auditor is aware of that information.

AUDITOR

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 JANUARY 2013**

The auditor, Hillier Hopkins 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 and signed on its behalf



M Rutherford
Director

Date 16/9/13

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

We have audited the financial statements of Olive Business Solutions Limited (formerly Olive Fixed Line Services Limited) for the year ended 31 January 2013, set out on pages 6 to 14. 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 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the 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 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 financial statements. In addition, we read all the financial and non-financial information in the Directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 January 2013 and of its 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 financial statements are prepared is consistent with the financial statements.

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF OLIVE BUSINESS SOLUTIONS
LIMITED (FORMERLY OLIVE FIXED LINE SERVICES 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, 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Directors' report



Richard Malone ACA (Senior statutory auditor)

for and on behalf of
Hillier Hopkins LLP

Chartered Accountants
Statutory Auditor

Radius House
51 Clarendon Road
Watford
Herts

WD17 1HP

Date 1/10/13

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 JANUARY 2013**

	Note	2013 £	2012 £
TURNOVER	1	11,940,033	7,359,048
Cost of sales		(8,122,506)	(5,357,542)
GROSS PROFIT		3,817,527	2,001,506
Administrative expenses		(2,846,909)	(1,297,425)
Other operating income	2	1,646	-
OPERATING PROFIT	3	972,264	704,081
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		972,264	704,081
Tax on profit on ordinary activities	5	(280,744)	(196,069)
PROFIT FOR THE FINANCIAL YEAR	13	691,520	508,012

The notes on pages 9 to 14 form part of these financial statements

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)
REGISTERED NUMBER. 04648708

BALANCE SHEET
AS AT 31 JANUARY 2013

	Note	£	2013 £	£	2012 £
FIXED ASSETS					
Intangible assets	6		1,079,233		350,500
Tangible assets	7		146,329		1,379
			1,225,562		351,879
CURRENT ASSETS					
Stocks		100,882		119,041	
Debtors	8	3,226,247		833,436	
Cash at bank and in hand		120,440		355,162	
		3,447,569		1,307,639	
CREDITORS: amounts falling due within one year	9	(3,999,562)		(1,260,448)	
NET CURRENT (LIABILITIES)/ASSETS			(551,993)		47,191
TOTAL ASSETS LESS CURRENT LIABILITIES			673,569		399,070
CREDITORS: amounts falling due after more than one year	10		-		(125,090)
PROVISIONS FOR LIABILITIES					
Deferred tax	11		(8,069)		-
NET ASSETS			665,500		273,980
CAPITAL AND RESERVES					
Called up share capital	12		100		100
Profit and loss account	13		665,400		273,880
SHAREHOLDERS' FUNDS			665,500		273,980

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)

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

**BALANCE SHEET (continued)
AS AT 31 JANUARY 2013**

The financial statements were approved and authorised for issue by the board and were signed on its behalf by



M Flick
Director

Date 16.9.13

The notes on pages 9 to 14 form part of these financial statements

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2013**

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 Turnover

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

1.3 Intangible fixed assets and amortisation

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the Profit and loss account over its estimated economic life of between two and five years

1.4 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

Motor vehicles	-	4 years straight line
Fixtures & fittings	-	3 years straight line
Office equipment	-	3 years straight line
Computer equipment	-	3 years straight line

1.5 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

2. OTHER OPERATING INCOME

	2013	2012
	£	£
Sundry income	1,646	-

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2013**

3 OPERATING PROFIT

The operating profit is stated after charging

	2013	2012
	£	£
Amortisation - intangible fixed assets	236,467	-
Depreciation of tangible fixed assets		
- owned by the company	14,829	-
- held under finance leases	-	689
Auditor's remuneration	19,000	5,000
Pension costs	2,398	3,327
	<u>272,675</u>	<u>8,016</u>

4 DIRECTORS' REMUNERATION

	2013	2012
	£	£
Aggregate remuneration	142,383	8,400
	<u>142,383</u>	<u>8,400</u>

5 TAXATION

	2013	2012
	£	£
Analysis of tax charge in the year/period		
Current tax		
UK corporation tax charge on profit for the year/period	272,675	196,069
Deferred tax (see note 11)		
Origination and reversal of timing differences	8,069	-
Tax on profit on ordinary activities	<u>280,744</u>	<u>196,069</u>

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2013**

6 INTANGIBLE FIXED ASSETS

	Goodwill £
Cost	
At 1 February 2012	480,000
Additions	965,200
At 31 January 2013	<u>1,445,200</u>
Amortisation	
At 1 February 2012	129,500
Charge for the year	236,467
At 31 January 2013	<u>365,967</u>
Net book value	
At 31 January 2013	<u><u>1,079,233</u></u>
At 31 January 2012	<u><u>350,500</u></u>

7. TANGIBLE FIXED ASSETS

	Plant & machinery £	Fixtures & fittings £	Total £
Cost			
At 1 February 2012	2,049	-	2,049
Additions	-	161,158	161,158
Disposals	(2,049)	-	(2,049)
At 31 January 2013	<u>-</u>	<u>161,158</u>	<u>161,158</u>
Depreciation			
At 1 February 2012	670	-	670
Charge for the year	-	14,829	14,829
On disposals	(670)	-	(670)
At 31 January 2013	<u>-</u>	<u>14,829</u>	<u>14,829</u>
Net book value			
At 31 January 2013	<u>-</u>	<u>146,329</u>	<u>146,329</u>
At 31 January 2012	<u><u>1,379</u></u>	<u><u>-</u></u>	<u><u>1,379</u></u>

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2013**

8 DEBTORS

	2013 £	2012 £
Trade debtors	390,958	62,062
Amounts owed by group undertakings	1,214,520	-
Other debtors	1,620,769	771,374
	<u>3,226,247</u>	<u>833,436</u>

9. CREDITORS

Amounts falling due within one year

	2013 £	2012 £
Trade creditors	1,552,608	630,030
Corporation tax	388,743	196,068
Other taxation and social security	242,918	185,222
Other creditors	1,815,293	249,128
	<u>3,999,562</u>	<u>1,260,448</u>

10. CREDITORS

Amounts falling due after more than one year

	2013 £	2012 £
Other creditors	-	125,090
	<u>-</u>	<u>125,090</u>

11 DEFERRED TAXATION

	2013 £	2012 £
At beginning of year/period	-	-
Charge for year/period (P&L)	8,069	-
	<u>8,069</u>	<u>-</u>
At end of year/period	<u>8,069</u>	<u>-</u>

The provision for deferred taxation is made up as follows

	2013 £	2012 £
Accelerated capital allowances	8,069	-
	<u>8,069</u>	<u>-</u>

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2013**

12. SHARE CAPITAL

	2013 £	2012 £
Allotted, called up and fully paid		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

13. RESERVES

	Profit and loss account £
At 1 February 2012	273,880
Profit for the financial year	691,520
Dividends Equity capital	(300,000)
	<u>665,400</u>
At 31 January 2013	

14. DIVIDENDS

	2013 £	2012 £
Dividends paid on equity capital	<u>300,000</u>	<u>338,028</u>

15. PENSION COMMITMENTS

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £2,398 (2012 - £3,327). Contributions totalling £nil (2012 - £nil) were payable to the fund at the balance sheet date and are included in creditors.

16. OPERATING LEASE COMMITMENTS

At 31 January 2013 the company had annual commitments under non-cancellable operating leases as follows

	Land and buildings 2013 £	2012 £	Other 2013 £	2012 £
Expiry date:				
Within 1 year	-	-	4,732	-
Between 2 and 5 years	<u>114,640</u>	<u>-</u>	<u>54,613</u>	<u>-</u>

OLIVE BUSINESS SOLUTIONS LIMITED (FORMERLY OLIVE FIXED LINE SERVICES LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2013**

17. RELATED PARTY TRANSACTIONS

During the year, purchases of £30,000 (2012 £nil) were made from Olive Unified Communications Services Limited, a company in which M Geraghty is a director. At the year end, £3,018 (2012 £nil) is included in trade creditors.

During the year, purchases of £154,000 (2012 £nil) were made from Oak Voice and Data Limited, a company which is owned by M Geraghty, a director. At the year end, £43,000 (2012 £nil) is included in trade creditors.

Included within other creditors is £638,929 (2012 £nil) owed to M Geraghty, a director.

18. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The parent company is Olive Communication Solutions Limited, a company incorporated in England and Wales.

The ultimate controlling party is M Geraghty by virtue of his shareholding.