Topstaff Employment Limited

Report and Financial Statements

Year Ended

31 May 2016

Company Number SC047752

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Topstaff Employment Limited

Company Information

Directors	Mrs J Downie Miss K McBride
Registered number	SC047752
Registered office	Seaforth House Seaforth Road North Glasgow G52 4JQ
Independent auditor	BDO LLP 4 Atlantic Quay 70 York Street Glasgow G2 8JX
Bankers	Barclays Bank plc 120 Bothwell Street Glasgow G2 7JT
Solicitors	Harper Macleod LLP The Ca'd'oro 45 Gordon Street Glasgow G1 3PE

Topstaff Employment Limited

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Topstaff Employment Limited

Directors' Report
For the Year Ended 31 May 2016

The directors present their report and the financial statements for the year ended 31 May 2016.

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the company financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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 activity

The principal activity of the company was the provision of recruitment services.

Directors

The directors who served during the year were:

Mrs J Downie
Miss K McBride

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.

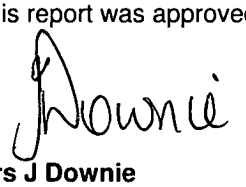
Topstaff Employment Limited

Directors' Report
For the Year Ended 31 May 2016

Small Companies Note

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 4 November 2016 and signed on its behalf.



Mrs J Downie
Director

Topstaff Employment Limited

Independent Auditor's report to the members of Topstaff Employment Limited

We have audited the financial statements of Topstaff Employment Limited for the year ended 31 May 2016 which comprise the statement of income and retained earnings, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, 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 Financial Reporting Council's (FRC'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 FRC'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 May 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters 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.

Based on our knowledge and understanding of the company and its environment obtained during the course of the audit we have identified no material misstatements in the directors' report.

Topstaff Employment Limited

Independent Auditor's report to the members of Topstaff Employment 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 and the directors' report in accordance with the small companies regime and to the exemption from the requirement to prepare a strategic report.

Martin Gill (Senior statutory auditor)
for and on behalf of BDO LLP, Statutory auditor
Glasgow
United Kingdom

08 November 2016

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Topstaff Employment Limited

Statement of Income and Retained Earnings
For the Year Ended 31 May 2016

	Note	2016 £	2015 £
Turnover		**2,971,362**	4,777,103
Cost of sales		**(2,449,281)**	(4,113,843)
Gross profit		**522,081**	663,260
Administrative expenses		**(413,770)**	(532,792)
Other operating income		**454**	97
Operating profit		**108,765**	130,565
Interest receivable and similar income		**653**	146
Interest payable and expenses		**(11,913)**	(11,578)
Profit before tax		**97,505**	119,133
Tax on profit		**(19,667)**	(31,032)
Profit after tax		**77,838**	88,101
Retained earnings at the beginning of the year		**512,670**	515,267
		512,670	515,267
Profit for the year		**77,838**	88,101
Dividends declared and paid	7	**(239,966)**	(90,698)
Retained earnings at the end of the year		**350,542**	512,670

The notes on pages 7 to 14 form part of these financial statements.

Topstaff Employment Limited

Registered number:SC047752

Balance Sheet
As at 31 May 2016

	Note		2016 £		2015 £
Fixed assets					
Tangible assets	8		**7,248**		18,651
			7,248		18,651
Current assets					
Debtors: amounts falling due within one year	9	**1,095,958**		1,135,443	
Cash at bank and in hand		**22,480**		65,928	
		1,118,438		1,201,371	
Creditors: amounts falling due within one year	10	**(774,144)**		(706,352)	
Net current assets			**344,294**		495,019
Total assets less current liabilities			**351,542**		513,670
Net assets			**351,542**		513,670
Capital and reserves					
Called up share capital	12		**1,000**		1,000
Profit and loss account			**350,542**		512,670
			351,542		513,670

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 4 November 2016.

Mrs J Downie
Director

The notes on pages 7 to 14 form part of these financial statements.

1. General information

Topstaff Employment Limited is a private company limited by shares incorporated in Scotland under the Companies Act. The address of the registered office and the company's registered number are given on the contents page.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard FRS 102 Section 1A Small Entities, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

No level of rounding has been applied to these financial statements, which cover the individual entity. The company's functional and presentational currency is GBP.

The preparation of financial statements in compliance with FRS 102 Section 1A requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

These financial statements are the first financial statements prepared under FRS 102 Section 1A, the date of transition being 1 June 2014. Information on the impact of first-time adoption of FRS 102 Section 1A is given in note 17.

The following principal accounting policies have been applied:

2.2 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably, and;
- the costs incurred and the costs to complete the contract can be measured reliably.

2. Accounting policies (continued)

2.3 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Motor vehicles	- 33% straight line
Fixtures and fittings	- 33% straight line
Office equipment	- 33% straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other operating income' in the Statement of Income and Retained Earnings.

2.4 Operating leases: Lessee

Rentals paid under operating leases are charged to the profit or loss on a straight line basis over the period of the lease.

2.5 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.6 Financial instruments

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than its legal form.

The company's cash at bank and in hand and trade and other debtors and its trade and other creditors are measured initially at the transaction price, including transaction costs, and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year are measured at the undiscounted amount of the cash or other consideration expected to be paid or received.

2. Accounting policies (continued)

2.7 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

2.8 Pensions

Defined contribution pension plan

The company participates in a group defined contribution pension plan. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payments obligations.

The contributions are recognised as an expense in the Statement of Income and Retained Earnings when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the company in independently administered funds.

2.9 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Income and Retained Earnings, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

Tangible fixed assets

Tangible fixed assets are depreciated over their useful lives taking into account residual values where appropriate. The actual lives of these assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technical innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

Bad debt provision

Bad debts are provided for where objective evidence of the need for a provision exists.

4. Auditor's remuneration

	2016 £	2015 £
Fees payable to the company's auditor and its associates for the audit of the company's annual accounts	**7,855**	7,435
	7,855	7,435

5. Employees

The average number of employees during the year was 6 (2015 - 8).

6. Directors' remuneration

	2016 £	2015 £
Aggregate emoluments and pension contributions	-	37,512
	-	37,512

There were two directors in the group's defined contribution pension scheme during the year (2015 - 2).

The emoluments of one director was paid by The Clyde Group Limited. The emoluments of the other director was paid by Clyde Healthcare Limited.

7. Dividends

	2016 £	2015 £
Ordinary shares		
Interim paid of £239.97 (2015 - £90.69) per share	**239,966**	90,698
	239,966	90,698

8. Tangible fixed assets

	Motor vehicles £	Fixtures and fittings £	Office equipment £	Total £
Cost or valuation				
At 1 June 2015	**32,318**	**24,612**	**40,632**	**97,562**
At 31 May 2016	**32,318**	**24,612**	**40,632**	**97,562**
Depreciation				
At 1 June 2015	**21,851**	**24,612**	**32,448**	**78,911**
Charge owned for the period	**5,234**	**-**	**6,169**	**11,403**
At 31 May 2016	**27,085**	**24,612**	**38,617**	**90,314**
Net book value				
At 31 May 2016	**5,233**	**-**	**2,015**	**7,248**
At 31 May 2015	10,467	-	8,184	18,651

9. Debtors

	2016 £	2015 £
Trade debtors	**437,809**	440,861
Amounts owed by group undertakings	**561,043**	618,749
Prepayments and accrued income	**94,830**	74,808
Deferred taxation	**2,276**	1,025
	1,095,958	1,135,443

10. Creditors: Amounts falling due within one year

	2016 £	2015 £
Trade creditors	**6,690**	9,836
Amounts owed to group undertakings	**472,088**	412,574
Corporation tax	**21,998**	22,168
Taxation and social security	**196,158**	185,887
Other creditors	**77,210**	75,887
	774,144	706,352

11. Deferred taxation

	Deferred tax £
At 1 June 2015	1,025
Charged to the profit or loss	1,251
At 31 May 2016	**2,276**

The deferred tax asset is made up as follows:

	2016 £	2015 £
Accelerated capital allowances	2,232	903
Sundry timing differences	44	122
	2,276	1,025

12. Share capital

	2016 £	2015 £
Allotted, called up and fully paid		
1,000 Ordinary shares of £1 each	1,000	1,000

Ordinary shares rank parri passu for participation in profits and assets. Each ordinary share is entitled to one vote on all matters upon which the ordinary shares are entitled to vote.

13. Pension commitments

The company participates in the group's defined contribution pension schemes. The assets of the schemes are held separately from those of the group in an independently administered fund. The pension charge amounted to £6,534 (2015 - £9,771). Contributions amounting to £7,649 (2015 -£nil) for both employees and temporary workers were payable at the balance sheet date.

14. Commitments under operating leases

At 31 May 2016 the company had future minimum lease payments under non-cancellable operating leases as follows:

	2016 £	2015 £
Not later than 1 year	**20,735**	24,418
Later than 1 year and not later than 5 years	**56,270**	62,411
Total	**77,005**	86,829

15. Related party transactions

The company is a wholly owned subsidiary and has taken advantage of the exemption conferred by FRS102 section 1A not to disclose transactions with Stena Aktiebolag or other wholly owned subsidiaries within the group.

16. Ultimate parent company and parent undertaking of larger group

The company is a wholly owned subsidiary of Stena Aktiebolag, a company incorporated in Sweden.

The ultimate parent company is Stena Aktiebolag.

The largest and smallest group in which the results of the company are consolidated is that headed by The Clyde Group Limited, incorporated in Scotland. The consolidated accounts of this company are available to the public and may be obtained from companies house. No other group accounts include the results of this company. The address of The Clyde Group Limited's registered office is Seaforth House, Seaforth Road North, Glasgow, G52 4JQ.

17. First time adoption of FRS 102

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.