#### NGB Industries Limited ABN 125 154 958

**Special Purpose Financial Statements For the Year Ended 30 June 2013** 

#### **NGB Industries Limited ABN 125 154 958**

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#### **Business Directory**

Registration Date

30 April 2007

Nature of Directory

Software

Registered office

Chifley Tower, Level 29

2 Chifley Square

Sydney NSW

Directors

David Moylan

Wayne Ackers (Retired 26 March 2013)

Andrew Lucena

Darrell Moylan (Appointed 26 March 2013) Ian Moylan (Appointed 26 March 2013)

**Entities** 

NGB Industries Limited (Parent)

Platinum Safety Pty Limited (wholly owned subsidiary of NGB Industries Ltd)

NGBI NZ Limited (wholly owned subsidiary of NGB Industries Ltd)

Auditor

Crowe Horwath New Zealand Audit Partnership

Crowe Horwath Melbourne

#### **Directors' Report**

The Directors are responsible for the preparation, in accordance with Australian law and international financial reporting standards, financial statements which give a true and fair view of the financial position of NGB Industries Limited (the parent company) and group as at 30 June 2013, and the results of its operations for the year ended on that date.

The Directors consider that the financial statements have been prepared using accounting policies appropriate to the parent company and group circumstances, consistently applied and supported by reasonable and prudent judgements and estimates.

The Profit/ (loss) of the Group for the financial year after providing for income tax amounted to: (398,938)
The Profit/ (loss) of the Parent for the financial year after providing for income tax amounted to: 27,047

The group recorded a deficit in working capital in the current year. It is envisaged that NGB Industries Limited and it's subsidiaries will be able to pay its debts as and when they fall due for the coming 12 months period.

No significant changes in the company and group state of affairs occurred during the financial year.

The principal activities of the company and group during the financial year were the sales of safety management systems and provision of safety management consultancy and training.

The company and group operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a state or territory.

No dividends have been paid or declared during the financial year.

The Directors are pleased to present the company and group financial statements for the year ended 30 June 2013.

For and behalf of the Directors:

David Moylan - Director

lan Moylan - Director

18/12/13



#### Statement of Comprehensive Income For the year ended 30 June 2013 In Australian Dollars

		Group		Parent	
		2013	2012	2013	2012
		\$	\$	\$	\$
Trading Revenue		1,418,624	1,186,151	717,730	148,953
Direct Costs		(15,233)	(55,244)	-	(15,733)
Gross Profit		1,403,391	1,130,908	717,730	133,220
Depreciation and Amortisation Expenses		(62,672)	(96,881)	(46,971)	(60,187)
Finance Costs		(44,206)	(21,632)	-	(781)
Other Expenses		(1,677,718)	(1,979,796)	(643,712)	(123,278)
Other income			14,991	-	-
Profit/(Loss) before Income Tax	3	(381,206)	(952,410)	27,047	(51,026)
Income Tax Expense/ (Credit)	4	i r <u>u</u>	4,568		ž
Profit/(loss) for the year	3	(381,206)	(956,978)	27,047	(51,026)
Other Comprehensive Income					
Translation Reserve Movements		(17,732)	662	( <u>*</u>	.00
Total Comprehensive Income/(Loss) for the year		(398,938)	(956,315)	27,047	(51,026)

# Marked for Eldenification Purposes VEN ZEALMS

## Statement of Financial Position As at 30 June 2013

In Australian Dollars

		Gro	up	Par	ent
	Note	2013	2012	2013	2012
		\$	\$	\$	\$
CURRENT ASSETS					
Cash and Cash Equivalents		9,080	36,608	3,271	5,763
Trade and Other Receivables		131,305	212,152	77,793	11,608
Total Current Assets		140,386	248,760	81,064	17,371
NON-CURRENT ASSETS					
Intercompany Receivables				219,332	141 046
Property, Plant & Equipment	5	36,426	73,064		141,946
Investment in Subsidiaries	5	30,420	73,004	1,488 15,400	2,350 15,400
Intangible Assets	6	1,847	49,241	1,262	47,371
Total Non-Current Assets		38,272	122,305	237,482	207,067
Total Hall Sall Sall Sall Sall Sall Sall Sa		00,212	122,000	237,402	207,007
TOTAL ASSETS		178,658	371,066	318,546	224,438
CURRENT LIABILITIES					
Bank Overdraft		218,646	125,159		-
Trade and Other Payables	7	647,458	532,726	189,418	157,357
Borrowings	9	10,764	26,033	-	(A)
Tax Payable		10,431	10,335		-
Total Current Liabilities		887,298	694,254	189,418	157,357
NON CURRENT LIABILITIES					
NON-CURRENT LIABILITIES	6	10 120	00.404		
Borrowings Related Party Loans	9 10	42,132	93,101	144 444	400 444
Total Non-Current Liabilities	10	603,013	538,559	141,444	106,444
Total Non-Current Elabinities		645,145	631,660	141,444	106,444
TOTAL LIABILITIES		1,532,444	1,325,913	330,862	263,801
NET ASSETS		(1,353,786)	(954,848)	(12,316)	(39,363)
EQUITY					
Issued Capital	8	5,877,516	5,877,516	5,877,516	5,877,516
Retained Earnings		(7,211,547)	(6,830,342)	(5,889,832)	(5,916,879)
Foreign Currency Translation Reserve		(19,755)	(2,023)		<u> </u>
Total Equity		(1,353,786)	(954,848)	(12,316)	(39,363)

These financial statements should be read in conjunction with the notes to the financial statements.



## Statement of Changes in Equity For the year ended 30 June 2013

In Australian Dollars	Gro	up	Parent	
	2013	2012	2013	
	\$	\$	\$	\$
Issued Capital				
Opening	5,877,516	5,877,516	5,877,516	5,877,516
Closing	5,877,516	5,877,516		5,877,516
Retained Earnings				
Opening	(6,830,342)	(5,873,364)	(5,916,879)	(5,865,853)
Profit/(loss) for the year	(381,206)	(956,978)		(51,026)
Closing	(7,211,547)	(6,830,342)	(5,889,832)	
Foreign Currency Translation Reserve				
Opening	(2,023)	(2,685)	270	: <b>*</b> ):
Other Comprehensive Income	(17,732)	662	570	
Closing	(19,755)	(2,023)	= (	3/
Total Equity	(1,353,786)	(954,848)	(12,316)	(39,363)



### Statement of Cash Flows For the year ended 30 June 2013 In Australian Dollars

	Note	Group 2013	Group 2012	Parent 2013	Parent 2012
		\$	\$	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES					
Receipts from Customers		1,499,471	2,194,558	574,159	267,819
Payments to Suppliers and Employees		(1,595,951)		(611,651)	(269,906)
Finance Costs		(44,206)	(21,632)	(011,001)	(781)
Income Tax Paid		96	5,767	<u> </u>	(701)
Net Cash Provided From/(To) Operating Activities	11	(140,591)	111,823	(37,492)	(2,868)
CASH FLOWS FROM INVESTING ACTIVITIES					
Payment for Property, Plant & Equipment		(24,718)	(38,023)	8≆	5 <u>4</u> 2
Proceeds from Sale of Intangible Assets		46,078	(8,945)		3.
Net Cash Provided From/(To) Investing Activities		21,360	(46,968)	1.	
CASH FLOWS FROM FINANCING ACTIVITIES					
Net Movement in Borrowings		(66,237)	(147,482)	0 <b>≔</b> 0	(138,229)
Net Movement in Related Party Loans		64,454	53,554	35,000	106,444
Net Cash Provided From/(To) Financing Activities		(1,783)	(93,928)	35,000	(31,785)
			(		(01,100)
Net Increase/(Decrease) in Cash Held		(121,014)	(29,073)	(2,492)	(34,653)
Cash at beginning of Financial Year		(88,551)	(59,481)	5,763	40,416
Cash at end of Financial Year		(209,565)	(88,551)	3,271	5,764
Cash Balance Comprises:					
Cash and Cash Equivalents		9,080	36,608	3,271	5,763
Bank Overdraft		(218,646)	(125,159)	-,	-
Total		(209,565)	(88,551)	3,271	5,763

#### Notes to the financial statements



#### 1 Reporting Basis and Conventions

(a) NGB Industries Ltd is a company limited by shares, incorporated and domiciled in Australia.

The directors have prepared the financial statements on the basis that the company/group is a non-reporting entity because there are no users dependent on general purpose financial statements. The financial statements are therefore special purpose financial statements that have been prepared in order to meet the requirements of the *Corporations Act 2001*.

The financial statements have been prepared in accordance with the mandatory Australian Accounting Standards applicable to entities reporting under the *Corporations Act 2001* and the significant accounting policies disclosed below, which the directors have determined are appropriate to meet the needs of members. Such accounting policies are consistent with the previous period unless stated otherwise.

The financial statements have been prepared on an accruals basis and are based on historical costs unless otherwise stated in the notes. The material accounting policies that have been adopted in the preparation of these statements are as follows:

#### (b) Basis of measurement

The financial statements have been prepared on a historical costs basis.

The accrual basis of accounting has been used and the financial statements have been prepared on a going concern basis.

#### (c) Presentation currency

The financial statements are presented in Australian dollars, which is the company's functional currency.

#### (d) Use of estimates and judgements

The preparation of these financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Where material, information on significant judgements, estimates and assumptions is provided in the relevant accounting policy or provided in the relevant note disclosure.

The estimates and underlying assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances. Estimates are subject to on-going review and actual results may differ from these estimates. Revisions to accounting estimates are recognised in the year in which the estimate is revised and in future years affected.

#### Notes to the financial statements



#### 2 Summary of significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

#### (a) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held on call with banks, other short-term highly liquid investments with original maturities of three months or less.

#### (b) Trade debtors and other receivables

Trade debtors and other receivables are measured at their cost less any impairment losses.

An allowance for impairment is established where there is objective evidence the company will not be able to collect all amounts due according to the original terms of the receivable.

#### (c) Trade creditors and other payables

Trade creditors and other payables are stated at cost.

#### (d) Financial instruments

Financial instruments are comprised of trade debtors and other receivables, cash and cash equivalents, other financial assets, trade creditors and other payables, borrowings, other financial liabilities.

Financial assets and financial liabilities are recognised initially at fair value plus transaction costs, except for those carried at fair value through profit or loss, which are measured at fair value.

#### Recognition and de-recognition of financial assets and liabilities

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or if the company transfers the financial asset to another party without retaining control or substantially all risks and rewards of the asset.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

#### Subsequent measurement of financial assets

The subsequent measurement of financial assets depends on their classification, which is primarily determined by the purpose for which the financial assets were acquired. Management determines the classification of financial assets at initial recognition and re-evaluates this designation at each reporting date.

All financial assets are subject to review for impairment at least once each reporting date. Accounts receivable are reviewed for impairment when accounts are past due or when other objective evidence is received that a specific counterparty will default.

#### Notes to the financial statements



#### (e) Subsequent measurement of financial liabilities

Trade payables and other borrowings are subsequently measured at amortised cost using the effective interest method.

#### (f) Revenue

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the company and revenue can be reliably measured. Revenue is measured at the fair value of consideration received, excluding sales taxes, rebates, and trade discounts.

#### (g) Foreign currency transactions

Transactions in foreign currencies that are settled in the accounting period are translated at the settlement rate. Transactions in foreign currency that are not settled in the accounting period, resulting in monetary assets and liabilities denominated in foreign currencies at the Statement of Financial Position date are translated to Australian dollars at the foreign exchange rate ruling on the date. Foreign exchange differences arising on translation are recognised in profit or loss.

In the Group's financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than the AUD (the Group's presentation currency) are translated into NZD upon consolidation.

#### (h) Income tax

The income tax expensed reported against profit or loss for the year is the estimated income tax payable in relation to the current year's activities, adjusted for any difference between the estimated and actual income tax payable in prior years.

The income tax effects of deferred tax on temporary difference and any unused tax losses are not recognised.

#### (i) Goods and Services Tax (GST)

All amounts in these financial statements are shown exclusive of GST, except for receivables and payables that are stated inclusive of GST.

The net amount of GST recoverable from, or payable to, the respective tax office, is included as part of receivables or payables in the Statement of Financial Position.

#### (j) Property, Plant and Equipment

Plant and equipment are measured on the cost basis less, where applicable, any accumulated depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets.

#### (k) Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line basis over the asset's useful life.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed AssetDepreciation RatePlant and Equipment20% – 66%

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

#### Notes to the financial statements



#### (I) Intangibles - Software Development Costs

Software development costs are initially recorded at cost. Software development costs are amortised over the estimated useful life of the software, currently estimated at 5 years.

#### (m) Provisions

Provisions are recognised when the company has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured. Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

#### 3 Profit for the year

	Group		Paren	Iτ
	2013	2012	2013	2012
	\$	\$	\$	\$
Expenses				
Audit	31,884	35,087	16,884	20,087
Impairment of Intercompany Receivable			7.	540

#### 4 Income tax expense

	Grou	1p	Parei	nt
	2013	2012	2013	2012
	\$	\$	\$	\$
Taxable Income Reconciliation				
Profit/(Loss) before Income Tax	(381,206)	(952,410)	27,047	(51,026)
Group tax losses utilised	381,206	909,730	(27,047)	51,026
Taxable income		42,680	(=)	-
Tax expenses @ 30% (New Zealand Subsidiary: 28%)		4,568		-

#### 5 Property Plant & Equipment

	Grou	ip	Parei	ıt
	2013	2012	2013	2012
	\$	\$	\$	\$
Cost	226,132	201,414	17,094	17,094
Less: Accumulated Depreciation	(189,707)	(128,351)	(15,606)	(14,744)
Total carrying value	36,426	73,064	1,488	2,350

#### Notes to the financial statements



#### 6 Development Costs

Cost

Less: Accumulated Amortisation

Gro	oup	Par	ent
2013	2012	2013	2012
\$	\$	\$	\$
295,217	296,490	294,483	292,983
(293,370)	(247,249)	(293,221)	(245,612)
1,847	49,241	1,262	47,371

#### 7 Trade and Other Payables

Accounts Payables & Accruals PAYE IRD Penalties & Interest Accrued

nt	Parer	p	Group	
2012	2013	2012	2013	
\$	\$	\$	\$	
157,357	189,418	324,011	276,751	
540	: <del>*</del> :	167,014	260,674	
-	-	41,701	110,033	
157,357	189,418	532,726	647,458	

#### 8 Issued Capital

Issued Capital

Group		Pare	ent
2013	2012	2013	2012
\$	\$	\$	\$
5,877,516	5,877,516	5,877,516	5,877,516
5,877,516	5,877,516	5,877,516	5,877,516

The Parent has authorised share capital amount to 1,179,336 (2012: 1,179,336) ordinary shares of no par value,

Ordinary shares holders participate in dividends and the proceeds on winding up of the Company (being in proportion to the number of shares held).

At the shareholders meeting each ordinary share holder is entitled to one vote when a poll is called, otherwise each shareholder has one vote has one vote on a show of hands.

#### 9 Borrowings

These are for hire purchase agreements in place. Two are secured on motor vehicles and one is secured on a photocopier. Motor vehicles are subject to interest rates 9.67% and 11.75% respectively per annum and photocopier is at 17.8%. They are all repaid on a monthly basis.

#### 10 Related party loans

Watchdogs Holdings (common shareholders) D Moylan (Director and Shareholder) Wayne Ackers (Directors and Shareholder) Kylie Little (Shareholder)

	Group	)	Parer	nt
2013		2012	2013	2012
	\$	\$	\$	\$
	74,184	72,973	:=0	
	351,451	285,530	106,444	66,444
	142,379	140,055	i#	*
	35,000	40,000	35,000	40,000
	603,013	538,559	141,444	106,444

The advances to related parties are interest free and payable on demand, however the related parties have provided support they will not call the funds within the 12 months following authorisation of these financial statements, unless adequate cash reserves become available.

#### Notes to the financial statements



#### 11 Reconciliation the surplus/(deficit) for the ear with net cash flows from operating activities

	Group 2013	Group 2012	Parent 2013	Parent 2012
	\$	\$	\$	\$
Profit/(loss) for the year	(381,206)	(956,978)	27,047	(51,026)
Non cash items				
Depreciation and Amortisation	62,672	96,881	46,971	60,187
Foreign Currency Translation Movement	(17,732)	(2,023)		-
Movements in working capital				
(Increase)/decrease in trade debtors and other receivables	80,847	825,813	(143,571)	118,866
(Increase)/decrease in WIP	82	167,603	926	<b>=</b> 3
Increase/(decrease) in income tax payable	96	10,335	340	1=3
Increase/(decrease) in trade creditors and other payables	114,732	(29,808)	32,061	(130,895)
Net cash flows from operating activities	(140,591)	111,823	(37,492)	(2,868)

#### 12 Going Concern

The directors have prepared the financial report on a going concern basis which contemplated continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

The parent recorded a deficit in working capital of \$108,354 (2012: \$139,986)

The group recorded a deficit in working capital of \$746,912 (2012: \$445,494)

The parent recorded a comprehensive profit of \$27,047 (2012: (\$51,026)) for the year ended 30 June 2013 and held \$3,271 in cash.

The group recorded a comprehensive loss of \$398,938 (2012: \$956,315) for the year ended 30 June 2013 and held \$9,080 in cash.

The entity is reliant on the ongoing financial support of shareholders to ensure its ability to carry on normal activities and pay financial obligations as and when they fall due.

#### 13 Related party transactions

The parent, NGB Industries, has related party relationships with its subsidiaries, which at balance date consist of:

- NGBI NZ Limited
- Platinum Safety PTY

The activities of the group are currently financed via a series of intra-company loans.

#### 14 Capital commitments and contingent liabilities

The company has no capital commitments or contingent liabilities at the reporting date.

#### 15 Subsequent events

On the 22<sup>nd</sup> October 2013 the company signed an agreement with Thomas V H R Cattermole to sell the purchase the shares of NGB Industries Limited for \$20 USD per share plus \$2,500,000 USD to the Process Guarantee Fund.

Completion of this transaction will occur on the 14<sup>th</sup> February 2014. Completion is subject to the terms and conditions of the Agreement for Sale of Shares dated 22<sup>nd</sup> October 2013.

The Directors express doubt as to whether this transaction will be completed. This opinion is arrived at based on a precedent of failed share purchases. In the event of the Thomas V H R Cattermole offer not proceeding, NGB Industries PTY Ltd will retain the \$100,000 non-refundable desposit that was paid during the 2013 financial year.

#### **Directors' Declaration**

The directors have determined that the company is not a reporting entity and that this special purpose financial report should be prepared in accordance with the accounting policies described in Note 1 to the financial statements.

The directors of the company declare that:

- The financial statements and notes, as set out on pages 3 to 12 in accordance with the Corporations Act 2001 and:
  - a. comply with Accounting Standards; and
  - b. give a true and fair view of the company's financial position as at 30 June 2013 and of its performance for the year ended on that date in accordance with the accounting policies described in Note 1 to the financial statements.
- With respect to note 10 in the financial statements In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is me	do in accordance with a result in a file Bound of Bireston	
Director	de in accordance with a resolution of the Board of Directors.	
	David Moylan	
Director	Jan Moylan	
Dated this	8 day of December	2013



## Independent Auditor's Report to the Members of NGB Industries Limited

#### Report on the financial report

We have audited the accompanying financial report, being a special purpose financial report, of NGB Industries Limited, which comprises the statement of financial position as at 30 June 2013, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

#### Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view and have determined that the accounting policies described in Note 1 of the financial report are appropriate to meet the requirements of the *Corporations Act 2001* and to meet the needs of the members

The directors' responsibility also includes such internal control as the directors determine is necessary to enable the preparation of a financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

#### Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



#### Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

#### Auditor's Opinion

In our opinion the financial report of NGB Industries Limited is in accordance with the *Corporations Act 2001*, including:

- a) Giving a true and fair view of the company's financial position as at 30 June 2013 and of its performance for the year ended on that date in accordance with the accounting policies described in Note 1; and
- b) Complying with Australian Accounting Standards to the extent described in Note 1 and complying with the *Corporations Regulations 2001*.

#### **Emphasis of Matter**

Without qualifying our opinion we draw attention to Note 12 in the financial statements, which indicates that the Company made a profit of \$27,047 during the year ended 30 June 2013 and, as of that date, the Company's current liabilities exceeded its current assets by \$108,354. The Group made a deficit for the year ended 30 June 2013 of \$398,938, and, as of that date, the Group current liabilities exceeded its current assets by \$746,912.

These conditions, along with other matters as set forth in Note 12, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and therefore the going concern basis may not remain appropriate.

**CROWE HORWATH MELBOURNE** 

melakwood

ANNE LOCKWOOD

Partner

Melbourne Victoria

Dated this 19th day of December 2013



# Auditor Independence Declaration Under S307C of the *Corporations Act 2001* to the Members of NGB Industries Limited

I declare that to the best of my knowledge and belief, during the year ended 30 June 2013 there have been:

- 1) No contraventions of the auditor independence requirements as set out in the *Corporations Act* 2001 in relation to the audit; and
- 2) No contraventions of any applicable code of professional conduct in relation to the audit.

**CROWE HORWATH MELBOURNE** 

Ameladwood

ANNE LOCKWOOD PARTNER

Melbourne Victoria Date: 19<sup>th</sup> December 2013