

Company Registration No. 04528128 (England and Wales)

**VERTEDA LIMITED**  
**REPORT AND**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED**  
**31 MARCH 2015**

**VERTEDA LIMITED**  
**COMPANY INFORMATION**

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<b>Directors</b>	Mr A Burns Mr T Roberts
<b>Secretary</b>	Ms M Sommers
<b>Company number</b>	04528128
<b>Registered office</b>	Brunel House 250 Cygnet Court Centre Park Warrington Cheshire WA1 1PP
<b>Auditors</b>	Baker Tilly UK Audit LLP Chartered Accountants Steam Mill Steam Mill Street Chester Cheshire CH3 5AN

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## **VERTEDA LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2015**

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The directors present their report and financial statements for the year ended 31 March 2015.

#### **Principal activities**

The principal activity of the company continued to be that of the development and support of computer software to the hotel and catering industry.

#### **Directors**

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

Mr A Burns  
Mr T Roberts

#### **Auditors**

The auditors, Baker Tilly UK Audit LLP, have indicated their willingness to continue.

#### **Statement of disclosure to auditors**

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board



Mr A Burns  
Director  
5 October 2015

## **VERTEDA LIMITED**

### **DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015**

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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 judgements 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VERTEDA LIMITED

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We have audited the financial statements on pages 4 to 11. 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 more fully explained in the Directors' Responsibilities Statement set out on page 2, 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 (APB'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 Financial Reporting Council's website at <http://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 March 2015 and of its loss 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.

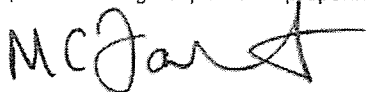
### **Opinion on other matter prescribed by the Companies Act 2006**

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.

### **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 from the requirement to prepare a strategic report or in preparing the directors' report.



Michael Fairhurst FCA (Senior Statutory Auditor)  
for and on behalf of Baker Tilly UK Audit LLP, Statutory Auditor  
Chartered Accountants  
Steam Mill  
Steam Mill Street  
Chester  
Cheshire  
CH3 5AN  
5 October 2015

# VERTEDA LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2015

	Notes	2015 £	2014 £
Turnover	2	4,755,603	4,112,048
Cost of sales		(3,939,088)	(3,048,521)
<b>Gross profit</b>		<b>816,515</b>	<b>1,063,527</b>
Administrative expenses		(772,133)	(856,521)
Other operating income (including exceptional items of £ - (2014 - £310,364))		-	310,364
<b>Operating profit (including exceptional items of £ - (2014 £310,364))</b>		<b>44,382</b>	<b>517,370</b>
Interest receivable and similar income		19	305
<b>Profit on ordinary activities before taxation</b>	3	<b>44,401</b>	<b>517,675</b>
Tax on profit on ordinary activities		(46,689)	(94,578)
<b>(Loss)/profit for the financial year</b>	13	<b>(2,288)</b>	<b>423,097</b>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

**VERTEDA LIMITED**

Company Registration No. 04528128

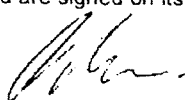
**BALANCE SHEET  
AS AT 31 MARCH 2015**

	Notes	2015		2014	
		£	£	£	£
<b>Fixed assets</b>					
Intangible assets	7	-		187,526	
Tangible assets	8	55,015		38,077	
		55,015		225,603	
<b>Current assets</b>					
Debtors	9	2,641,907		2,333,629	
Cash at bank and in hand		259,633		108,066	
		2,901,540		2,441,695	
<b>Creditors: amounts falling due within one year</b>	10	(2,519,712)		(2,028,167)	
<b>Net current assets</b>			381,828		413,528
<b>Total assets less current liabilities</b>			436,843		639,131
<b>Provisions for liabilities</b>	11		(7,439)		(7,439)
<b>Net assets</b>			429,404		631,692
<b>Capital and reserves</b>					
Called up share capital	12		1		1
Profit and loss account	13		429,403		631,691
<b>Shareholders' funds</b>	14		429,404		631,692

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

The financial statements on pages 4 to 11 were approved by the board of directors and authorised for issue on 5 October 2015 and are signed on its behalf by:

Mr A Burns  
Director



# **VERTEDA LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015**

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### **1 Accounting policies**

#### **Basis of accounting**

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

#### **Going concern**

The company meets its day to day working capital requirements from cash generated by the business and invoice discounting. The directors have not forecast any need for this to change in the foreseeable future. On this basis, the directors have concluded that it is appropriate to use the going concern basis.

#### **Turnover**

Turnover is recognised at the fair value of the consideration received or receivable for sale of goods and services in the ordinary course of the business. Turnover is shown net of Value Added Tax.

The company develops and installs computer software on a contractual basis. Revenue is recognised according to the stage of completion. When the company has invoiced customers in advance of the work being performed this amount is carried forward as deferred income. The company also provides annual software support to customers. This revenue is recognised in the year in which the support is provided. Where the customer is invoiced in advance it is carried forward as deferred income.

#### **Goodwill**

Goodwill representing the excess of the purchase price compared with the fair value of net assets acquired is capitalised and written off evenly over 7 years as in the opinion of the directors this represents the period over which the goodwill is effective. Goodwill is reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

#### **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 less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery

At varying rates on cost

#### **Leasing**

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

#### **Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

#### **Foreign currency translation**

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.



# VERTEDA LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

### 1 Accounting policies (Continued)

#### Financial instruments

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

#### Research and development

All research and other development costs are written off as incurred.

### 2 Turnover

#### Geographical market

	Turnover 2015 £	2014 £
United Kingdom	4,209,075	3,406,420
European Union	474,872	559,239
Rest of the World	162,827	146,389
	<u>4,846,774</u>	<u>4,112,048</u>

### 3 Profit on ordinary activities before taxation

	2015 £	2014 £
Profit on ordinary activities before taxation is stated after charging:		
Amortisation of intangible assets	187,526	187,529
Depreciation of tangible fixed assets		
- owned	24,150	17,770
Auditor's remuneration for statutory audit	10,000	10,000
	<u>221,676</u>	<u>215,309</u>

### 4 Exceptional items reported after operating profit

On 31 March 2014 the company was sold to Verteda Holdings Limited. As part of the deal, it was agreed that the debt due to the former holding company, Agilysys, Inc would be fixed at £500,000. This resulted in an adjustment in these accounts of £310,364 to reduce the debt and due to the significance of the amount, this has been disclosed as an exceptional item.

### 5 Directors' remuneration

	2015 £	2014 £
Directors' remuneration	183,532	-
	<u>183,532</u>	<u>-</u>

# VERTEDA LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

<b>6</b>	<b>Dividends</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	Interim dividends paid on ordinary shares	200,000	-
<b>7</b>	<b>Intangible fixed assets</b>		<b>Goodwill</b>
			<b>£</b>
	<b>Cost</b>		
	At 1 April 2014 & at 31 March 2015		1,312,700
	<b>Amortisation</b>		
	At 1 April 2014		1,125,174
	Charge for the year		187,526
	At 31 March 2015		1,312,700
	<b>Net book value</b>		
	At 31 March 2015		-
	At 31 March 2014		187,526
<b>8</b>	<b>Tangible fixed assets</b>		<b>Plant and machinery etc</b>
			<b>£</b>
	<b>Cost</b>		
	At 1 April 2014		113,308
	Additions		41,088
	At 31 March 2015		154,396
	<b>Depreciation</b>		
	At 1 April 2014		75,231
	Charge for the year		24,150
	At 31 March 2015		99,381
	<b>Net book value</b>		
	At 31 March 2015		55,015
	At 31 March 2014		38,077

# VERTEDA LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

<b>9 Debtors</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Trade debtors	1,922,144	1,259,237
Amounts owed by group undertaking	400,000	400,000
Other debtors	319,763	674,392
	<u>2,641,907</u>	<u>2,333,629</u>
<b>10 Creditors: amounts falling due within one year</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Trade creditors	1,286,030	251,149
Corporation tax	46,689	92,227
Other taxation and social security costs	184,622	95,656
Other creditors	1,002,371	1,589,135
	<u>2,519,712</u>	<u>2,028,167</u>
<b>11 Provisions for liabilities</b>		<b>Deferred tax liability</b>
		<b>£</b>
Balance at 1 April 2014 & at 31 March 2015		<u>7,439</u>
<b>The deferred tax liability is made up as follows:</b>		
	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Accelerated capital allowances	<u>7,439</u>	<u>7,439</u>
<b>12 Share capital</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
<b>Allotted, called up and fully paid</b>		
1 Ordinary share of £1 each	<u>1</u>	<u>1</u>

# VERTEDA LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

### 13 Profit and loss account

	Profit and loss account £
Balance at 1 April 2014	631,691
Loss for the year	(2,288)
Dividends paid	(200,000)
Balance at 31 March 2015	<u>429,403</u>

### 14 Reconciliation of movements in shareholders' funds

	2015 £	2014 £
(Loss)/Profit for the financial year	(2,288)	423,097
Dividends	(200,000)	-
Net (depletion in)/addition to shareholders' funds	(202,288)	423,097
Opening shareholders' funds	631,692	208,595
Closing shareholders' funds	<u>429,404</u>	<u>631,692</u>

### 15 Commitments under operating leases

At 31 March 2015 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 March 2016:

	Land and buildings		Other	
	2015 £	2014 £	2015 £	2014 £
Operating leases which expire:				
Within one year	-	7,750	-	2,324
Between two and five years	46,350	42,423	33,028	19,009
	<u>46,350</u>	<u>50,173</u>	<u>33,028</u>	<u>21,333</u>

### 16 Related party relationships and transactions

At 31 March 2015 the company owed £nil (2014: £500,000) to its former holding company, Agilysys Inc. During the year ended 31 March 2015 the company recharged expenses of £nil (2014: £nil) to Agilysys Inc. and it was recharged expenses of £nil (2014: £nil) from Agilysys Inc.

During the year to 31 March 2014, the company lent £400,000 to its parent company, Verteda Holdings Limited. At 31 March 2015, the company was owed £400,000.

During the year the company paid dividends of £200,000 (2014: £nil) to its parent company, Verteda Holdings Limited.

## **VERTEDA LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015**

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#### **17 Control**

The ultimate parent undertaking of Verteda Limited is Verteda Holdings Limited.

In the opinion of the directors there is no single ultimate controlling party of the company.

**VERTEDA LIMITED**  
**MANAGEMENT INFORMATION**  
**FOR THE YEAR ENDED 31 MARCH 2015**

**The following pages do not form part of the statutory accounts**

# VERTEDA LIMITED

## DETAILED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2015

	2015		2014	
	£	£	£	£
<b>Turnover</b>				
Sales		4,755,603		4,112,048
<b>Cost of sales</b>				
Direct costs	2,478,208		1,476,545	
Wages	1,126,294		1,420,776	
Directors' remuneration	183,532		-	
Social security	151,054		151,200	
		(3,939,088)		(3,048,521)
<b>Gross profit</b>	17.17%	816,515	25.86%	1,063,527
<b>Administrative expenses</b>		(772,133)		(856,521)
		44,382		207,006
<b>Other operating income</b>				
Former parent company loan written back		-		310,364
<b>Operating profit</b>		44,382		517,370
<b>Other interest receivable and similar income</b>				
Bank interest	19		159	
Interest on tax refund	-		146	
		19		305
<b>Profit before taxation</b>	0.93%	44,401	12.59%	517,675

## VERTEDA LIMITED

### SCHEDULE OF ADMINISTRATIVE EXPENSES FOR THE YEAR ENDED 31 MARCH 2015

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	2015	2014
	£	£
<b>Administrative expenses</b>		
Rent	34,564	87,745
Rates	21,155	37,916
Insurance	38,946	23,103
Service charge payable	12,578	13,505
Printing, postage and stationery	3,431	4,504
Advertising	98,054	115,937
Computer running costs	18,140	-
Telephone	35,877	54,955
Hire of equipment	30,128	26,380
Motor running expenses	51,615	47,392
Travelling expenses	109,421	129,875
Legal and professional fees	2,410	-
Non audit remuneration paid to auditors	24,572	23,989
Audit fees	10,000	10,000
Bank charges	14,221	4,762
Bad and doubtful debts	9,107	30,519
Charitable donations	1,140	600
Sundry expenses	31,563	30,361
Amortisation	187,526	187,529
Depreciation	24,150	17,770
Loss on foreign exchange transactions	13,535	9,679
	<hr/>	<hr/>
	772,133	856,521
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