

**ELECO LIMITED (formerly Elecosoft Ltd)**

**Registered Number: 02734227**

**FINANCIAL STATEMENTS**

**for the year ended 31 December 2014**

SATURDAY  
THURSDAY



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A17 08/10/2015 #174

COMPANIES HOUSE

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COMPANIES HOUSE

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**DIRECTORS' REPORT**

The Directors submit their report and accounts for the year ended 31 December 2014.

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

**RESULTS AND DIVIDEND**

The profit for the year ended was £2,232,910 (2013: £401,486). The Directors do not recommend the payment of an ordinary dividend.

**REVIEW OF THE BUSINESS**

The Company is a wholly owned subsidiary of Elecosoft plc and operates as part of the Eleco Group and has elected to take advantage of section 246(4) of the Companies Act 2006 regarding reporting of KPIs.

The Company's principal activity during the year was an investment and holding company.

The Directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Annual 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 laws). 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 and 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 estimates that are reasonable and prudent;

UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;

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.

The directors confirm that:

so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and

the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

**DIRECTORS AND THEIR INTERESTS**

The Directors, who served in the year, were as follows:

G N Spratling

I A Barton (resigned 31 July 2014)

J H B Kettelev

The Company maintains Directors' and Officers' Liability insurance.

**DIRECTORS' STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

The Directors who were members of the Board at the time of approving the Directors' Report are listed above. Having made enquiries to fellow Directors and of the Company's Auditors, each of the Directors confirms that to the best of each Director's knowledge and belief, there is no information relevant to the preparation of their report of which the Company's Auditors are unaware and each Director has taken all steps a Director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's Auditors are aware of the information.

**AUDITORS**

Grant Thornton UK LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with section 487(2) of the Companies Act 2006, unless the company receives notice under section 488(1) of the Companies Act 2006.

66 Clifton Street  
London  
EC2A 4HB

8th September 2015

BY ORDER OF THE BOARD



Director

G Spratling

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF**

**ELECO LIMITED (formerly Elecosoft Ltd)**

We have audited the financial statements of Elecosoft Limited for the year ending 31 December 2014 which comprise the profit and loss account, the balance sheet and the related notes 1 to 12. 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 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 auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 1, 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 [www.frc.org.uk/auditscopeukprivate](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 December 2014 and of its profit for the period 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 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.

*Grant Thornton UK LLP*

Malcolm A Gomersall  
Senior Statutory Auditor  
for and behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Cambridge

22 September 2015

Registered Number: 02734227

**ELECO LIMITED (formerly Elecosoft Ltd)****PROFIT AND LOSS ACCOUNT****For the year ended 31 December 2014**

		<b>2014</b>	<b>2013</b>
	<b>NOTES</b>	<b>£</b>	<b>£</b>
Administrative expenses		(23,497)	(8,632)
Operating loss		<u>(23,497)</u>	<u>(8,632)</u>
Dividends received		2,633,302	806,013
Profit on ordinary activities before interest and taxation		<u>2,609,805</u>	<u>797,381</u>
Interest payable	3	(376,895)	(395,895)
Profit on ordinary activities before taxation	4	<u>2,232,910</u>	<u>401,486</u>
Tax on profit on ordinary activities	5	-	-
Profit on ordinary activities after taxation		<u><u>2,232,910</u></u>	<u><u>401,486</u></u>

All of the Company's operations are continuing.

The Company has no recognised gains and losses other than those included in the profits above, and therefore no separate statement of total recognised gains and losses has been presented.

The accompanying accounting policies and notes form part of these financial statements.

**ELECO LIMITED (formerly Elecosoft Ltd)****BALANCE SHEET**  
**As at 31 December**

		2014	2013
	<u>NOTES</u>	£	£
<b>FIXED ASSETS</b>			
Investments:			
Shares in related companies	6	14,034,461	14,034,461
		<u>14,034,461</u>	<u>14,034,461</u>
<b>CURRENT ASSETS</b>			
Debtors	7	1,252,998	2,199,088
		<u>1,252,998</u>	<u>2,199,088</u>
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>			
	8	(14,633,783)	(16,212,783)
<b>NET CURRENT LIABILITIES</b>		<u>(13,380,785)</u>	<u>(14,013,695)</u>
<b>NET ASSETS</b>		<u>653,676</u>	<u>20,766</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	9	371,191	371,191
Profit and loss account		282,485	(350,425)
<b>EQUITY SHAREHOLDERS' FUNDS</b>	10	<u>653,676</u>	<u>20,766</u>

The accompanying accounting policies and notes form part of these financial statements.

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

The financial statements on pages 3 to 7 were approved by the Board of Directors on 8th September 2015, and signed on its behalf by:



Director.

G Spratling

**1 ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been consistently applied, is set out below.

**Changes in accounting policies:**

The accounting policies are the same as the previous years.

**Basis of accounting:**

The accounts are prepared under the historical cost convention. The financial statements are prepared on a going concern basis as the parent company have confirmed that it will provide financial support to enable the Company to meet its financial obligations as they fall due. The Company's audit fees are recognised by the its parent company, Elecosoft plc.

**Tangible fixed assets:**

The cost of fixed assets is their purchase cost, together with any incidental costs of acquisition.

**Investments**

Fixed asset investments are shown at cost, together with any incidental costs of acquisition, less any provision for impairment.

**Cash flow statement:**

The Company is a wholly owned subsidiary of Elecosoft plc and the cash flows of the Company are included in the consolidated group cash flow statement of Elecosoft plc. Consequently the Company is exempt from the requirement to publish a cash flow statement.

**Group financial statements:**

The financial statements refer only to the company as a single undertaking and are not consolidated. The company is exempt from publishing group financial statements as it is the subsidiary of an undertaking established under the laws of an EC member and is included in the consolidated statements of that undertaking.

**Deferred taxation:**

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at the date will result in an obligation to pay more tax or a right to pay less tax or to receive more tax, with the following exceptions:

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;

- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

**2 EMPLOYEES**

The Company has no employees (2013: Nil)

**3 INTEREST PAYABLE**

	2014	2013
	£	£
Payable to Group undertakings	<u>376,895</u>	<u>395,895</u>

**NOTES TO THE ACCOUNTS for the year ended 31 December 2014 (Continued)**

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<b>4</b>	<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	<b>2014</b>	<b>2013</b>
	This is arrived at after charging (or crediting):-	<b>£</b>	<b>£</b>
	Fees payable to the Company's auditor for the audit of the financial statements are borne by Elecosoft plc.	<u>-</u>	<u>-</u>

**5 TAX ON PROFIT ON ORDINARY ACTIVITIES**

**a) Tax on profit on ordinary activities**

**Current tax:**

UK corporation tax on profits of the year

Total current tax

**Deferred tax:**

Total deferred tax

**Tax on profit on ordinary activities**

<b>2014</b>	<b>2013</b>
<b>£</b>	<b>£</b>
<u>-</u>	<u>-</u>
<u>-</u>	<u>-</u>
<u>-</u>	<u>-</u>
<u>-</u>	<u>-</u>
<u>-</u>	<u>-</u>

**b) Factors affecting tax charge for period**

The differences between the tax assessed for the period and the standard rate of corporation tax are explained as follows:

	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Profit on ordinary activities before tax	<u>2,232,910</u>	<u>401,486</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax of 21.5% (2013: 23.25%)	479,852	93,345
Effects of:		
Non-taxable income	(565,896)	(187,398)
Losses surrendered not paid	<u>86,044</u>	<u>94,053</u>
Current tax charge for the year	<u>-</u>	<u>-</u>

**c) Factors that may affect future tax charges**

Income tax for the UK has been calculated at the standard rate of UK corporation tax of 21.5% effective from 1 April 2014 (2013: 23.25%) on the estimated assessable profit for the period. In March 2013 the UK Government announced the main rate of UK corporation tax would reduce to 20% with effect from 1 April 2015.

**6 SHARES IN RELATED COMPANIES**

**Cost**

As 1 January 2014

Additions

At 31 December 2014

**Shares at cost**

**£**

14,034,461

14,034,461

Net book value at 31 December 2014

14,034,461

Net book value at 31 December 2013

14,034,461

	Country of incorporation	Class of share capital held	Proportion held	Nature of business
Asta Development GMBH	Germany	Ordinary	100%	Software & services
Consultec Group AB	Sweden	Ordinary	100%	Software & services
Elecosoft India Private Limited	India	Ordinary	100%	Software
Eleco Software Limited	UK	Ordinary	100%	Software
Eleco Media Limited	UK	Ordinary	100%	Dormant
Eleco Software GmbH	Germany	Ordinary	100%	Software & services
Online Warehouse Limited	UK	Ordinary	100%	Dormant
Asta Group Limited	UK	Ordinary	100%	Holding company



**7 DEBTORS**

	2014	2013
	£	£
Due within one year:		
Amounts owed by associated undertakings	1,252,998	2,082,877
Corporation tax	-	116,211
	<u>1,252,998</u>	<u>2,199,088</u>

**8 CREDITORS : AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2014	2013
	£	£
Due within one year:		
Amount owed to parent undertaking	14,633,783	16,212,783
	<u>14,633,783</u>	<u>16,212,783</u>

**9 CALLED UP SHARE CAPITAL**

	2014	2013
	£	£
Allotted, called up and fully paid:		
371,191 ordinary shares of £1 each	371,191	371,191
	<u>371,191</u>	<u>371,191</u>

**10 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' EQUITY**

	2014	2013
	£	£
Profit on ordinary activities after taxation	2,232,910	401,486
Dividend	(1,600,000)	-
Net decrease in shareholders' deficit	<u>632,910</u>	<u>401,486</u>
Opening shareholders' deficit	20,766	(380,720)
Net decrease in shareholders' deficit	<u>632,910</u>	<u>401,486</u>
Closing shareholders' equity	<u>653,676</u>	<u>20,766</u>

**11 ULTIMATE PARENT COMPANY**

The Directors regard Elecosoft plc, a company registered in England and Wales, as the ultimate controlling parent undertaking. Copies of the ultimate controlling parent's consolidated financial statements may be obtained from the Company Secretary, Elecosoft plc, 66 Clifton Street, London, EC2A 4HB.

According to the Register of Members kept by the Company, Elecosoft plc has a 100% interest in the equity capital of the Company at 31 December 2014.

**12 RELATED PARTY TRANSACTIONS**

The Company has taken advantage of the exemption in paragraph 3(c) of FRS 8 from disclosing transactions with related parties that are part of Elecosoft plc or subsidiaries.