

ELECOSOFT LIMITED

Registered Number. 02734227

FINANCIAL STATEMENTS

for the year ended 31 December 2012

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ELECOSOFT LIMITED**DIRECTORS' REPORT**

The Directors submit their report and accounts for the year ended 31 December 2012

RESULTS AND DIVIDEND

The profit for the year ended was £593,029 (2011 Profit £154,602) The Directors do not recommend the payment of an ordinary dividend

REVIEW OF THE BUSINESS

The Company is a wholly owned subsidiary of Eleco 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 Spratling
I A Barton

J H B Ketteley was appointed a director on 22 April 2013

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

BY ORDER OF THE BOARD

66 Clifton Street
London
EC2A 4HB

5 September 2013


I A Barton
Secretary

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

ELECOSOFT LIMITED

We have audited the financial statements of Elecosoft Limited for the year ending 31 December 2012 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).

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 APB's website at www.frc.org.uk/apb/scope/private.cfm.

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 2012 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

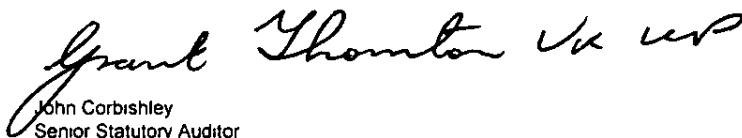
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

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.



John Corbishley
Senior Statutory Auditor
for and behalf of Grant Thornton UK LLP
Statutory Auditor Chartered Accountants
Cambridge

24 September 2013

Registered Number 02734227

ELECOSOFT LIMITED**PROFIT AND LOSS ACCOUNT****For the year ended 31 December 2012**

		<u>2012</u>	18 months to 31 Dec 11
	NOTES	£	£
Administrative		7,594	-
Operating profit		<u>7,594</u>	<u>-</u>
Dividends received		997,363	780,000
Profit on ordinary activities before interest and taxation		<u>1,004,957</u>	<u>780,000</u>
Interest payable	3	(411,928)	(625,398)
Profit on ordinary activities before taxation	4	<u>593,029</u>	<u>154,602</u>
Tax on profit on ordinary activities	5	-	-
Profit on ordinary activities after taxation		<u><u>593,029</u></u>	<u><u>154,602</u></u>

All of the Company's operations are continuing

The Company has no recognised gains and losses other than those included in the results 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

ELECOSOFT LIMITED**BALANCE SHEET****As at 31 December 2012**

		<u>2012</u>	<u>2011</u>
	<u>NOTES</u>	<u>£</u>	<u>£</u>
FIXED ASSETS			
Investments			
Shares in related companies	6	<u>14,033,486</u>	<u>14,033,486</u>
		14,033,486	14,033,486
CURRENT ASSETS			
Debtors	7	<u>2,474,841</u>	<u>2,249,883</u>
		2,474,841	2,249,883
CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR	8	<u>(16,889,047)</u>	<u>(17,257,118)</u>
NET CURRENT LIABILITIES		<u>(14,414,206)</u>	<u>(15,007,235)</u>
NET LIABILITIES		<u>£(380,720)</u>	<u>£(973,749)</u>
CAPITAL AND RESERVES			
Called up share capital	9	371,191	371,191
Profit and loss account		(751,911)	(1,344,940)
EQUITY SHAREHOLDERS' DEFICIT	10	<u>£(380,720)</u>	<u>£(973,749)</u>

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

The financial statements on pages 3 to 7 were approved by the Board of Directors on 5 September 2013 and signed on its behalf by



G Spratling
Director

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.

The company has net liabilities of £380,720 at 31 December 2012 after the intercompany loan of £16,889,047 owed to its parent. Eleco plc has agreed not to require payment of any amount of the intercompany loan unless the Directors of Elecosoft Limited confirm that in their opinion at the time of such repayment Elecosoft will have sufficient cash resources to pay its financial liabilities as they fall due.

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 has 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 its parent company, Eleco 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 Eleco plc and the cash flows of the Company are included in the consolidated group cash flow statement of Eleco 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 which 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 (2011 Nil).

3 INTEREST PAYABLE

	2012	Period ended 31 December 2011
	£	£
Payable to Group undertakings	<u>411,928</u>	<u>625,398</u>

ELECOSOFT LIMITED

NOTES TO THE ACCOUNTS for the year ended 31 December 2012 (Continued)

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		Period ended 31 December 2011
4 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2012	
This is arrived at after charging (or crediting) -	£	£
Fees payable to the Company's auditor for the audit of the financial statements are borne by Eleco plc	-	-

5 TAX ON PROFIT ON ORDINARY ACTIVITIES

		Period ended 31 December 2011
a) Tax on profit on ordinary activities	2012	
	£	£
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) 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

		Period ended 31 December 2011
	2012	
	£	£
Profit / (Loss) on ordinary activities before tax	593,029	154,602
Profit / (Loss) on ordinary activities multiplied by the standard rate of corporation tax of 24.5% (2011: 27%)	145,292	41,743
Effects of		
Losses surrendered not paid	(145,292)	(41,743)
Current tax charge for the year	-	-

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 24% effective from 1 April 2012 (2011: 26%) on the estimated assessable profit for the period. The UK corporation tax rate applicable from 1 April 2013 as set out by the government is 23%.

6 SHARES IN RELATED COMPANIES

**Shares at cost
£**

Cost	
As 1 Jan 2012	14,033,486
Additions	-
At 31 December 2012	14,033,486
Net book value at 31 December 2012	14,033,486
Net book value at 31 December 2011	14,033,486

	Country of incorporation
Asta GMBH	Germany
Consultec Group AB	Sweden
Eleco Software Limited	UK
Eleco Media Limited	UK
Eleco Software GmbH	Germany
Online Warehouse Limited	UK
Asta Group Limited	UK

ELECOSOFT LIMITED**NOTES TO THE ACCOUNTS for the year ended 31 December 2012 (Continued)****7****7 DEBTORS**

	2012	2011
Due within one year	£	£
Amounts owed by associated undertakings	2,358,630	2,133,672
Corporation tax	116,211	116,211
	<u>2,474,841</u>	<u>2,249,883</u>

8 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012	2011
Due within one year	£	£
Amount owed to parent undertaking	16,889,047	17,257,118
	<u>16,889,047</u>	<u>17,257,118</u>

9 CALLED UP SHARE CAPITAL

	2012	2011
	£	£
Allotted, called up and fully paid 371,191 ordinary shares of £1 each	371,191	371,191

10 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' EQUITY

	2012	2011
	£	£
Profit on ordinary activities after taxation	593,029	154,602
Net decrease in shareholders' deficit	593,029	154,602
Opening shareholders' deficit	(973,749)	(1,128,351)
Net decrease in shareholders' deficit	593,029	154,602
Closing shareholders' deficit	<u>(380,720)</u>	<u>(973,749)</u>

11 ULTIMATE PARENT COMPANY

The Directors regard Eleco 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, Eleco plc, 66 Clifton Street, London, EC2A 4HB.

According to the Register of Members kept by the Company, Eleco plc has a 100% interest in the equity capital of the Company at 31 December 2012.

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 Eleco plc or subsidiaries.