

ELECOSOFT LIMITED
(Formerly ELECO HOLDINGS LIMITED)

Registered Number 02734227

FINANCIAL STATEMENTS

for the eighteen month period ended 31 December 2011

I N D E X

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ELECOSOFT LIMITED

DIRECTORS' REPORT

The Directors submit their report and accounts for the 18 months ended 31 December 2011

RESULTS AND DIVIDEND

The profit for the eighteen month period was £154,602 (2010 loss £68,546) 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 financial statements in accordance with applicable law and regulations Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the Company and of the profit or loss of the Company for that period In preparing those 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,

state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, 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 which disclose with reasonable accuracy at any time the financial position of the Company and to 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

DIRECTORS AND THEIR INTERESTS

The Directors, who served in the 18 month period ending 31 December , were as follows

D S Dannhauser (Resigned 15/07/10)

G Spratling (Appointed 15/07/10)

I A Barton

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

9 July 2012



I A Barton
Secretary

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

We have audited the Company's financial statements for the 18 months ended 31 December 2011 which comprise the Profit and Loss Account, 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 2011 and of its loss 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.

Grant Thornton UK LLP

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

Cambridge
8 July 2012

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Registered Number 02734227

ELECOSOFT LIMITED**PROFIT AND LOSS ACCOUNT****For the period ended 31 December 2011****18 Months ending
31 December
2011****Year ending
30 June
2010**

	NOTES	£	£
Dividends received		780,000	350,000
Profit on ordinary activities before interest and taxation		<u>780,000</u>	<u>350,000</u>
Interest payable	3	(625,398)	(418,546)
Profit / (loss) on ordinary activities before taxation	4	<u>154,602</u>	<u>(68,546)</u>
Tax on result on ordinary activities	5	-	-
Profit / (loss) on ordinary activities after taxation		<u><u>154,602</u></u>	<u><u>(68,546)</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 2011****31 December 2011****30 June 2010**

	<u>NOTES</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>2,249,883</u>	<u>1,819,884</u>
		2,249,883	1,819,884
NET CURRENT ASSETS		2,249,883	1,819,884
NET CURRENT ASSETS BEFORE LONG TERM INTERCOMPANY LOANS		16,283,369	15,853,370
Intercompany loans falling due after more than one year	8	(17,257,118)	(16,981,721)
NET LIABILITIES		<u>£(973,749)</u>	<u>£(1,128,351)</u>
CAPITAL AND RESERVES			
Called up share capital	9	371,191	371,191
Profit and loss account		(1,344,940)	(1,499,542)
EQUITY SHAREHOLDERS' DEFICIT	10	<u>£(973,749)</u>	<u>£(1,128,351)</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 9 July 2012, and signed on its behalf by



G Spratling
Director

ELECOSFT LIMITED

NOTES TO THE ACCOUNTS for the 18 months ended 31 December 2011

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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 financial statements have been prepared on the going concern basis. The company has net liabilities of £973,749 at 31 December 2011 after the subordinated intercompany loan of £17,257,118 owed to its parent. The subordinated loan is repayable over a minimum 10 year period reviewed annually. The capital repayments are scheduled annually but only payable when cash resources permit. The parent undertaking has confirmed that it will continue to provide financial support to the company for the foreseeable future to enable the company 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 the 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 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.

ELECOSOFT LIMITED

NOTES TO THE ACCOUNTS for the 18 months ended 31 December 2011 (continued)

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2 EMPLOYEES

The Company has no employees (2010 Nil)

3 INTEREST PAYABLE

	Period ended 31 December 2011	Year ended 30 June 2010
	£	£
Payable to Group undertakings	<u>625,398</u>	<u>418,546</u>

4 PROFIT / (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

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

	Period ended 31 December 2011	Year ended 30 June 2010
	£	£
	<u>-</u>	<u>-</u>

5 TAX ON RESULT 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

	Period ended 31 December 2011	Year ended 30 June 2010
	£	£
	<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

	Period ended 31 December 2011	Year ended 30 June 2010
	£	£
Profit / (Loss) on ordinary activities before tax	<u>154,602</u>	<u>(68,546)</u>
Profit / (Loss) on ordinary activities multiplied by the standard rate of corporation tax of 27% (2010 28%)	41,743	(19,193)
Effects of		
Losses surrendered not paid	<u>(41,743)</u>	<u>19,193</u>
Current tax charge for the year	<u>-</u>	<u>-</u>

c) Factors that may affect future tax charges

Future tax charges may be affected by a similar range of factors to those listed above

6 SHARES IN RELATED COMPANIES

Shares at cost

Cost

As 1 July 2010

Additions

At 31 December 2011

£

14,033,486

-

14,033,486

Net book value at 31 December 2011

Net book value at 30 June 2010

14,033,486

14,033,486

Asta GMBH

Consultec Group AB

Eleco Software Limited

Eleco Media Limited

Eleco Software GmbH

Online Warehouse Limited

Asta Group Limited

Country of
incorporation

Germany

Sweden

UK

UK

Germany

UK

UK

ELECOSOF LIMITED**NOTES TO THE ACCOUNTS for the 18 months ended 31 December 2011 (continued)**

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7 DEBTORS

	Period ended 31 December 2011	Year ended 30 June 2010
	£	£
Due within one year		
Amounts owed by associated undertakings	2,133,672	1,703,673
Corporation tax	116,211	116,211
	<u>2,249,883</u>	<u>1,819,884</u>

8 INTERCOMPANY LOANS FALLING DUE AFTER MORE THAN 1 YEAR

The long term loan balance represents a subordinated loan from the ultimate parent company that is considered repayable over a minimum 10 year period reviewed annually. This term loan attracts interest at 1% above the UK base rate and capital repayments are scheduled annually but only payable when cash resources permit.

9 CALLED UP SHARE CAPITAL

	Period ended 31 December 2011	Year ended 30 June 2010
	£	£
Allotted, called up and fully paid		
371,191 ordinary shares of £1 each	<u>371,191</u>	<u>371,191</u>

10 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' EQUITY

	Period ended 31 December 2011	Year ended 30 June 2010
	£	£
Profit / (loss) on ordinary activities after taxation	<u>154,602</u>	<u>(68,546)</u>
Net increase / (decrease) in shareholders' deficit	<u>154,602</u>	<u>(68,546)</u>
Opening shareholders' deficit	(1,128,351)	(1,059,805)
Net increase in shareholders' deficit	<u>154,602</u>	<u>(68,546)</u>
Closing shareholders' deficit	<u>(973,749)</u>	<u>(1,128,351)</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 2011.

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.