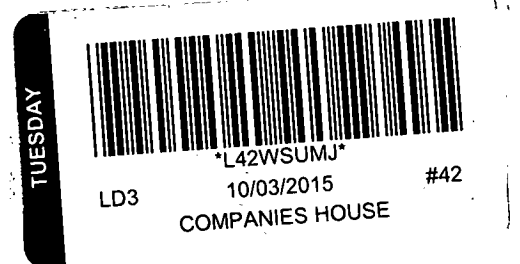


**Company Registration No. 02027256**

**Broadridge City Networks (UK)  
Limited**

**Annual Report and Financial Statements**

**For the year ended 30 June 2014**



# **Broadridge City Networks (UK) Limited**

## **Report and financial statements 2014**

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# **Broadridge City Networks (UK) Limited**

## **Report and financial statements 2014**

### **Officers and professional advisers**

#### **Directors**

D Kelly  
A Amsterdam  
T Carey

#### **Registered office**

The Isis Building  
Thames Quay  
193 Marsh Wall  
London  
E14 9SG

#### **Secretary**

TMF Corporate Administration Services Limited  
6 St Andrews Street  
London  
EC4A 3AE

#### **Auditor**

Grant Thornton UK LLP  
Grant Thornton House  
Melton Street  
Euston Square  
London  
NW1 2EP

# **Broadridge City Networks (UK) Limited**

## **Directors' report**

The directors present their report and the audited financial statements for the year ended 30 June 2014.

### **Principal activities**

The company is a holding company of three subsidiary undertakings operating as developers and providers of security processing software.

### **Results and dividends**

The company's turnover for the year was £Nil (2013: Nil). The company made a loss on ordinary activities after taxation of £0.2m (2013: £1.4m). The directors do not recommend the payment of a dividend (2013: £nil).

### **Review of business and future prospects**

The company has £nil turnover during the year (2013: Nil) as it has no trading business remaining. In respect of the pre-tax losses there has been an improvement of £1.2m (2013: decrease of £1.4m) which relates to the impairment of one of its subsidiaries, Broadridge Japan Limited last year.

The financial position in respect to net current assets has decreased by £1.0m (2013: increase of £0.2m). Net current assets now stand at £13.8m (2013: £14.8m) and £13.8m is debt from group companies (2013: £14.8m).

The accounts have been prepared on a going concern basis. The accounts do not contain any adjustments that would be necessary should this basis not be appropriate.

Broadridge City Networks (UK) Limited forms part of the Securities Processing Solutions Division, which is a member of the Broadridge Financial Solutions Inc. group. Broadridge Financial Solutions Inc. increased turnover and increased pre tax earnings during the year. Please refer to the Broadridge Financial Solutions Inc. official website at [www.broadridge.com](http://www.broadridge.com) for full financial statements which do not form part of this report.

### **Principal risks and uncertainties**

The company is non-trading and has no external revenue. As a result the company has no external creditors, debtors or financing, therefore there is no financial risk or uncertainty.

# **Broadridge City Networks (UK) Limited**

## **Directors' report (continued)**

### **Directors**

The directors, who served throughout the year, were as follows:

D Kelly  
A Amsterdam  
T Carey

### **Auditors**

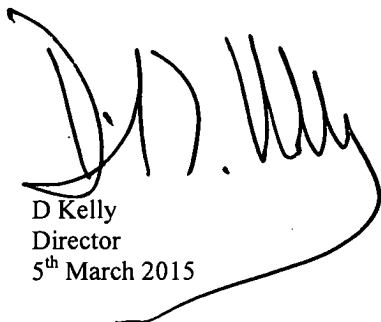
Each of the persons who is a director at the date of approval of this report confirms that:

1. so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
2. the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Grant Thornton UK LLP have expressed their willingness to continue in office, and will be deemed to be 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.

This report has been prepared in accordance with the special provision to small companies within Part 15 of the Companies Act 2006. The company has taken advantage of the small company exemption not to prepare a Strategic Report.

Approved by the Board of Directors and signed on behalf of the Board



D Kelly  
Director  
5<sup>th</sup> March 2015

# **Broadridge City Networks (UK) Limited**

## **Statement of directors' responsibilities**

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 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK 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 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.

## **Report of the Independent Auditor to the Members of Broadridge City Networks (UK) Limited**

We have audited the financial statements of Broadridge City Networks (UK) Limited for the year ended 30 June 2014 which comprise the profit and loss account, the balance sheet and notes 1 to 13. 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 4, 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 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 company's affairs as at 30 June 2014 and of its loss for the year 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 matters 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.

## **Report of the Independent Auditor to the Members of Broadridge City Networks (UK) Limited (continued)**

### **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*

MARC SUMMERS, FCA  
SENIOR STATUTORY AUDITOR  
FOR AND ON BEHALF OF GRANT THORNTON UK LLP  
STATUTORY AUDITOR  
CHARTERED ACCOUNTANTS  
LONDON

6<sup>th</sup> March 2015



# Broadridge City Networks (UK) Limited

## Profit and loss account 30 June 2014

	Note	2014 £'000	2013 £'000
<b>Turnover</b>		-	-
Administrative expenses		(126)	(77)
<b>Operating loss</b>		(126)	(77)
Profit on disposal		-	120
Impairment of subsidiaries	6	(205)	(1,627)
Interest receivable and similar income	4	148	201
<b>Loss on ordinary activities before taxation</b>		(183)	(1,383)
Tax charge on loss on ordinary activities	5	(6)	(21)
<b>Loss on ordinary activities after taxation</b>	10,11	(189)	(1,404)

All amounts derive from continued operations.

The company has no recognised gains or losses in either the current or preceding years other than the result above and therefore no separate statement of total recognised gains and losses has been prepared.

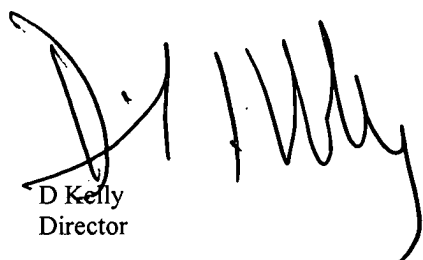
# Broadridge City Networks (UK) Limited

## Balance Sheet 30 June 2014

	Note	2014 £'000	2013 £'000
<b>Fixed assets</b>			
Investment in subsidiaries	6	1,073	268
		<u>1,073</u>	<u>268</u>
<b>Current assets</b>			
Debtors – due after one year	7	13,791	14,821
Cash at bank and in hand		-	-
		<u>13,791</u>	<u>14,821</u>
<b>Creditors: amounts falling due within one year</b>	8	(4)	(40)
<b>Net current assets</b>		<u>13,787</u>	<u>14,781</u>
<b>Total assets less current liabilities</b>		<u>14,860</u>	<u>15,049</u>
<b>Net assets</b>		<u>14,860</u>	<u>15,049</u>
<b>Capital and reserves</b>			
Called up share capital	9	13	13
Other reserves	10	(4,033)	(4,033)
Capital reserve	10	13	13
Profit and loss account	10	18,867	19,056
<b>Equity shareholders' funds</b>	11	<u>14,860</u>	<u>15,049</u>

These financial statements were approved by the Board of Directors on 5<sup>th</sup> March 2015.

Signed on behalf of the Board of Directors



D Kelly  
Director

Company Registration No. 2027256

# **Broadridge City Networks (UK) Limited**

## **Notes to the financial statements Year ended 30 June 2014**

### **1. Principal accounting policies**

The principal accounting policies are summarised below and have been applied consistently throughout the current and preceding year when they were changed to align with the parent company, Broadridge Financial Solutions Limited.

#### **Accounting convention**

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards.

#### **Cash flow statement**

The company is exempt from the requirement of FRS 1 to prepare a cash flow statement as it is a wholly owned subsidiary of Broadridge Financial Solutions Inc. and its cash flows are included within the financial statements of that company which are publicly available.

#### **Share based payments**

Prior to the purchase by Broadridge Financial Solutions Limited, the company awarded share options to certain employees. These share-based payments were measured at fair value at the date of grant and the fair value was expensed on a straight-line basis over the vesting period allowing for an estimated number of leavers in each year. Fair value was estimated using the Black Scholes option-pricing model, taking into account the exercise price of the option, an estimated market price for the shares, risk-free interest rates at the date of grant and the expected volatility of the company's share price over the life of the option.

#### **Deferred taxation**

In accordance with FRS 19, deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from this in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### **Current taxation**

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

#### **Foreign exchange**

Transactions denominated in foreign currencies are translated into sterling at the rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates prevailing at that date. The resulting translation differences are dealt with in the profit and loss account.

#### **Leases**

Operating lease rentals are charged to the profit and loss account in equal annual amounts over the lease term.

#### **Pension costs**

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

# Broadridge City Networks (UK) Limited

## Notes to the financial statements

Year ended 30 June 2014

### 1. Principal accounting policies (continued)

#### Consolidated financial statements

In accordance with Section 401 of the Companies Act 2006 consolidated accounts have not been prepared as the company is a wholly owned subsidiary of Broadridge Financial Solutions Inc. which prepares consolidated financial statements. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

### 2. Turnover

There is no turnover as the company is a holding company.

### 3. Operating loss

	2014 £'000	2013 £'000
<b>Operating loss is after charging:</b>		
Foreign exchange loss	126	75
	<u>          </u>	<u>          </u>

Auditors' remuneration in the current year has been borne by a fellow group company.

### 4. Interest receivable and similar income

	2014 £'000	2013 £'000
Interest receivable	148	201
	<u>          </u>	<u>          </u>

# Broadridge City Networks (UK) Limited

## Notes to the financial statements Year ended 30 June 2014

### 5. Tax credit on profit on ordinary activities

	2014 £'000	2013 £'000
<b>Current tax</b>		
UK corporation tax	(5)	(30)
Adjustment in respect of prior years	(1)	9
Overseas tax	-	-
	<u>          </u>	<u>          </u>
<b>Total tax charge on ordinary activities</b>	<u>          (6)</u>	<u>          (21)</u>

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax are as follows.

	2014 £'000	2013 £'000
<b>Loss on ordinary activities before tax</b>	<u>          (183)</u>	<u>         (1,383)</u>
Tax on loss on ordinary activities at 22.5% (2013 : 23.8% )	41	328
Effects of:		
Expenses not deductible for tax purposes	(46)	(386)
Income not taxable for tax purposes	-	28
Other timing differences		
Adjustment in respect of prior years	<u>          (1)</u>	<u>          9</u>
<b>Current tax charge for period</b>	<u>          (6)</u>	<u>          (21)</u>

# Broadridge City Networks (UK) Limited

## Notes to the financial statements Year ended 30 June 2014

### 6. Investment in subsidiaries

	2014 £'000
<b>Cost</b>	
At 30 June 2013	1,895
Addition	1,010
	<hr/>
At 30 June 2014	2,905
<b>Provision</b>	
At 1 July 2013	(1,627)
Written off	(205)
	<hr/>
At 30 June 2014	(1,832)
	<hr/>
<b>Net book value</b>	
At 30 June 2014	1,073
	<hr/>
At 30 June 2013	268
	<hr/>

Name of investment	Activity	Country of incorporation	% Owned
Broadridge (Singapore) Private Limited	Computer software	Singapore	100
Broadridge City Networks Asia Pacific (Hong Kong) Limited	Computer software	Hong Kong	100
Broadridge (Japan) Limited	Computer software	Japan	100

All the above subsidiary undertakings have share capital consisting solely of ordinary shares. On 1<sup>st</sup> July 2012 the net assets of the South African branch was sold to the company's parent company, Broadridge Financial Solutions Limited. Profit on the sale of £120k comes from the consideration of £940k with net assets at acquisition of £820k. All subsidiaries have been value at the lower of cost and net asset. The write provision of £1.8m relates to the impairment of Broadridge (Japan) Limited to its net assets.

### 7. Debtors

	2014 £'000	2013 £'000
<b>Amounts falling due in more than one year:</b>		
Amounts due from group companies	13,791	14,821
	<hr/>	<hr/>
	13,791	14,821
	<hr/>	<hr/>

# Broadridge City Networks (UK) Limited

## Notes to the financial statements Year ended 30 June 2014

### 8. Creditors

Amounts falling due within one year:

Corporation tax

2014 £'000	2013 £'000
4	40
<u>4</u>	<u>40</u>

### 9. Called up share capital

Authorised:

50,000,000 ordinary shares of £0.01 each

Allotted, called up and fully paid:

1,311,361 ordinary shares of £0.01 each

2014 £'000	2013 £'000
50,000	50,000
<u>50,000</u>	<u>50,000</u>
13	13
<u>13</u>	<u>13</u>

### 10. Reserves

At 1 July 2013

Movement for the financial year

At 30 June 2014

Other reserves £'000	Capital reserve £'000	Profit and loss account £'000
(4,033)	13	19,056
-	-	(189)
<u>(4,033)</u>	<u>13</u>	<u>18,867</u>

# Broadridge City Networks (UK) Limited

## Notes to the financial statements Year ended 30 June 2014

### 11. Reconciliation of movements in equity shareholders' funds

	Share capital £'000	Capital redemption reserve £'000	Other reserve £'000	Profit and loss account £'000	Total £'000
At 1 July 2012	13	13	(4,033)	20,460	16,453
Loss for the year	-	-	-	(1,404)	(1,404)
At 30 June 2013	13	13	(4,033)	19,056	15,049

	Share capital £'000	Capital redemption reserve £'000	Other reserve £'000	Profit and loss account £'000	Total £'000
At 1 July 2013	13	13	(4,033)	19,056	15,049
Loss for the year	-	-	-	(189)	(189)
At 30 June 2014	13	13	(4,033)	18,867	14,860

The other reserve represents the excess payment from capital over distributable reserves resulting from a Management Buy Out which took place in 2001.

### 12. Related party transactions

The company has taken advantage of the exemption granted by paragraph 3(c) of Financial Reporting Standard 8, "Related Party Disclosures", not to disclose transactions with Broadridge Financial Solutions Inc. group companies or interests of the group which are related parties.

### 13. Ultimate parent company

The ultimate parent company and controlling party of Broadridge Financial Solutions Limited is Broadridge Financial Solutions Inc. which is incorporated in the United States of America. The immediate parent company is Broadridge Financial Solutions International Limited which is incorporated and registered in England and Wales.

The parent company of the largest such group is Broadridge Financial Solutions Inc. Copies of the financial statements of Broadridge Financial Solutions Inc. are available from 2 Journal Square Plaza, Jersey City, New Jersey, USA or at [www.broadridge.com](http://www.broadridge.com).