

**Info Exchange Limited**

**Registered number: 04111074**

**Annual report and financial statements  
for the year ended 31 December 2012**



## **Info Exchange Limited**

### **Annual report and financial statements for the year ended 31 December 2012**

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## **Info Exchange Limited**

### **Directors and advisers**

#### **Directors**

A Neill  
C James  
T J Pettifor  
M Smith  
A Livingstone

#### **Company secretary**

A Livingstone

#### **Registered office**

10-18 Union Street  
London  
SE1 1SZ

#### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
The Atrium  
1 Harefield Road  
Uxbridge  
Middlesex  
UB8 1EX

#### **Bankers**

HSBC Bank plc  
Thames Valley Corporate Banking Centre  
5<sup>th</sup> Floor  
Apex Plaza  
Reading  
RG1 1AX

## **Info Exchange Limited**

### **Directors' report for the year ended 31 December 2012**

The directors submit their annual report and the audited financial statements of Info Exchange Limited ("the company") for the year ended 31 December 2012

#### **Principal activities**

The principal activity of the company is the provision of business process management software designed for web use by any organisation

#### **Business review and future developments**

The company traded satisfactorily in 2012 and it is expected that this will continue for the foreseeable future

#### **Results and dividends**

The company's profit on ordinary activities before taxation was £211,373 for the year ended 31 December 2012 (2011 £180,617) The company's profit for the financial year was £211,806 (2011 £172,961), which will be transferred to reserves

The directors do not recommend the payment of a dividend (2011 £nil)

As presented the balance sheet shows net current assets of £732,348 (2011 £411,906) Within creditors falling due within one year is £282,627 (2011 £270,843) of deferred income Deferred income does not represent a future cash commitment but advanced invoicing of customers When considering the ability of the business to meet its short term cash requirements the balance of deferred income should be added back to net current assets This results in net current assets before deferred income of £1,014,975 (2011 £682,749)

#### **Principal risks and uncertainties**

The execution of the company's strategy is subject to a number of risks and uncertainties, principal among these is the risk of reduced demand for compliance services as a result of adverse changes in the regulatory or commercial environment In mitigation of this risk the company keeps under continuous review the relevance of its products and services to the prevailing regulatory and commercial environment

#### **Key performance indicators**

The directors monitor the turnover and gross profit margin of the company, as well as operating expenses and operating profit, as detailed above Due to the size and the relatively non-complex nature of the business, and at this stage in its development, the directors do not believe that additional analysis of key performance indicators is necessary for an understanding of the performance or position of the business

#### **Charitable donations**

During the year the company made charitable donations totaling £nil (2011 £420)

#### **Financial risk management**

The company's operations expose it to a variety of financial risks that include the effects of changes in market prices, credit risk, liquidity risk and interest rate risk

##### *Price risk*

As a consultancy practice the company's cost base is dominated by staff costs and the costs of associates Accordingly it is not significantly exposed to commodity price risk as a result of its operations

##### *Credit risk*

The company has implemented policies that require appropriate credit checks on potential customers before sales are made The amount of exposure to any individual counterparty is subject to a limit, which is kept under continual review in the light of payment history and trading volumes

##### *Liquidity risk*

The company manages its liquidity to ensure the company has sufficient available funds for operations and planned expansions

## **Info Exchange Limited**

### **Directors' report for the year ended 31 December 2012**

#### *Interest rate cash flow risk*

The company has interest bearing assets but no interest bearing liabilities. Interest bearing assets include only cash balances, all of which earn interest at variable rates.

#### **Directors**

The following directors held office during the year and up to the date of signing these financial statements

A Neill  
C James  
M Smith  
A Livingstone  
T J Pettifor

#### **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 prepared 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,
- state whether applicable 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.

#### **Statement of disclosure of information to 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.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

## **Info Exchange Limited**

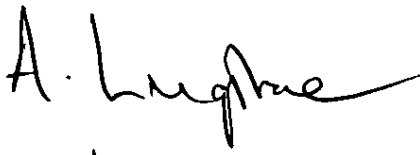
### **Directors' report for the year ended 31 December 2012**

#### **Directors' qualifying third party and pension indemnity provisions**

Professional indemnity cover for the purposes of the Companies Act 2006 has been taken out with a reputable insurance broker

#### **Independent auditors**

PricewaterhouseCoopers LLP have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting

  
16<sup>th</sup> April 2013

On behalf of the board

A Livingstone  
Director

## Info Exchange Limited

### Independent auditors' report to the members of Info Exchange Limited

We have audited the financial statements of Info Exchange Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet and the related notes. 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).

#### Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 5, 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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### 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 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 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.

  
Terri Coughlan (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Thames Valley

16 April 2013

## Info Exchange Limited

### Profit and loss account for the year ended 31 December 2012

|  |      | 2012             | 2011             |
|--|------|------------------|------------------|
|  | Note | £                | £                |
| <b>Turnover</b>                                      | 1,2  | <b>1,504,811</b> | <b>1,400,626</b> |
| <b>Cost of sales</b>                                 |      | <b>(360,434)</b> | <b>(388,271)</b> |
| <b>Gross profit</b>                                  |      | <b>1,144,377</b> | <b>1,012,355</b> |
| <b>Administrative expenses</b>                       |      | <b>(933,004)</b> | <b>(831,791)</b> |
| <b>Operating profit</b>                              | 3    | <b>211,373</b>   | <b>180,564</b>   |
| Interest receivable and similar income               | 4    | -                | 53               |
| <b>Profit on ordinary activities before taxation</b> |      | <b>211,373</b>   | <b>180,617</b>   |
| <b>Tax on profit on ordinary activities</b>          | 7    | <b>433</b>       | <b>(7,656)</b>   |
| <b>Profit for the financial year</b>                 | 16   | <b>211,806</b>   | <b>172,961</b>   |

The results are wholly attributable to the continuing operations of the company

There were no gains or losses other than the profit for the financial year, therefore no statement of total recognised gains and losses has been presented

There is no material difference between profit on ordinary activities before taxation and the profits for the financial years stated above and their historical cost equivalents



# Info Exchange Limited

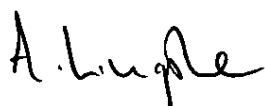
## Balance sheet as at 31 December 2012

|   | Note | 2012<br>£        | 2011<br>£      |
|---|------|------------------|----------------|
| <b>Fixed assets</b>                           |      |                  |                |
| Intangible assets                             | 8    | -                | 52,772         |
| Tangible assets                               | 9    | 49,983           | 54,556         |
|   |      | <b>49,983</b>    | <b>107,328</b> |
| <b>Current assets</b>                         |      |                  |                |
| Debtors                                       | 10   | 1,779,027        | 754,299        |
| Cash at bank and in hand                      |      | 174,238          | 220,393        |
|   |      | <b>1,953,265</b> | <b>974,692</b> |
| Creditors amounts falling due within one year | 11   | (1,220,917)      | (562,786)      |
| <b>Net current assets*</b>                    |      | <b>732,348</b>   | <b>411,906</b> |
| <b>Total assets less current liabilities</b>  |      | <b>782,331</b>   | <b>519,234</b> |
| <b>Provisions for liabilities</b>             | 12   | <b>(3,799)</b>   | <b>(4,232)</b> |
| <b>Net assets</b>                             |      | <b>778,532</b>   | <b>515,002</b> |
| <b>Capital and reserves</b>                   |      |                  |                |
| Called up share capital                       | 13   | 200              | 200            |
| Profit and loss account                       | 14   | 726,608          | 514,802        |
| Share-based payment reserve                   | 14   | 51,724           | -              |
| <b>Total shareholders' funds</b>              | 16   | <b>778,532</b>   | <b>515,002</b> |

\*Within creditors falling due within one year is £282,627 (2011 £270,843) of deferred income which does not represent a future cash commitment For further detail refer to Note 11

16<sup>th</sup> April 2013

The financial statements on pages 8 to 18 were approved by the board on  and signed on its behalf by



A Livingstone  
Director  
Info Exchange Limited  
Registered no 04111074

# Info Exchange Limited

## Notes to the financial statements for the year ended 31 December 2012

### 1 Accounting policies

#### Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

#### Turnover

Turnover represents amounts invoiced in the year, exclusive of value added tax, adjusted for any amounts included in deferred income. Turnover is recognised when the service has been supplied to the customer. Any amounts invoiced where the service is to be provided in a future period are included in deferred income.

#### Intangible fixed assets and amortisation

Intangible fixed assets are stated at historic cost less amortisation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Amortisation is provided at rates calculated to write off the cost less estimated residual value of intangible assets on a straight line basis over their estimated useful lives as follows:

|                   |                                    |
|-------------------|------------------------------------|
| Development costs | - 3 years on a straight line basis |
|-------------------|------------------------------------|

#### Tangible fixed assets and depreciation

Tangible fixed assets are stated at historical cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is provided at rates calculated to write off the cost less estimated residual value of fixed assets over their estimated useful lives as follows:

|                       |                        |
|-----------------------|------------------------|
| Leasehold property    | - Not depreciated      |
| Plant & machinery     | - 33% reducing balance |
| Motor vehicles        | - 25% reducing balance |
| Fixtures and fittings | - 33% reducing balance |

#### 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.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the 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 an undiscounted basis.

#### Pension costs

The company contributes to the personal pension plans of some of its employees. The assets of the pension plans are held separately to that of the company and the pension charge for the year represents contributions payable to the scheme in the year.

#### Foreign currency

Trading activities denominated in foreign currencies are recorded in sterling at actual exchange rates as of the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are reported at rates of exchange prevailing at the year end. Any resulting exchange gain or loss is dealt with in the profit and loss account.

## Info Exchange Limited

### Notes to the financial statements for the year ended 31 December 2012

#### Leases

Assets acquired under finance leases are recorded in the balance sheet as tangible fixed assets at their equivalent capital value and are depreciated over the useful economic life. The corresponding liability is recorded as a loan creditor and the interest element of the finance charge is charged to the profit and loss account over the lease period or its estimated useful life, whichever is shorter. Operating lease rentals are charged to the profit and loss account on a straight line basis over the lease term.

#### Research and development expenditure

Research expenditure is written off in the profit and loss account in the period in which it is incurred. Development expenditure is capitalised at historical cost where the following criteria are met: expenditure relates to a clearly defined project, the expenditure is separately identifiable, the outcome of the project can be reasonably assessed, the project is expected to be profitable and adequate resources exist to complete the project.

#### Cash flow statement

The company is included in the consolidated financial statements of Alcumus Holdings Limited, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (revised 1996).

#### Share-based payments

Alcumus Holdings Limited operates equity-settled, share-based compensation incentive plans for some of its senior employees, including directors of the Company. The fair value of the employee services received by the Company in exchange for the grant of the instruments is recognised as an expense over the vesting period, with a corresponding adjustment to equity. The fair value of the award is measured with reference to the estimated payment likely to occur under the terms of the award.

## 2 Turnover

All turnover arises from the company's principal activity which is a single class of business. An analysis of turnover by geographical area is as follows:

|                | 2012             | 2011             |
|----------------|------------------|------------------|
|                | £                | £                |
| United Kingdom | 1,488,011        | 1,372,208        |
| International  | 16,800           | 28,418           |
|                | <b>1,504,811</b> | <b>1,400,626</b> |

## 3 Operating profit

Operating profit is stated after charging:

|   | 2012    | 2011    |
|---|---------|---------|
|   | £       | £       |
| Amortisation - intangible assets            | 52,772  | 52,637  |
| Depreciation of tangible fixed assets       |         |         |
| - owned assets                              | 11,545  | 15,676  |
| Staff costs (note 5)                        | 384,708 | 429,763 |
| Operating lease charges                     |         |         |
| - Land & buildings                          | 29,928  | 29,890  |
| Services provided by the company's auditors |         |         |
| Fees payable for the audit services         | 8,000   | 8,000   |

# Info Exchange Limited

## Notes to the financial statements for the year ended 31 December 2012

### 4 Interest receivable and similar income

|                                      | 2012 | 2011 |
|--------------------------------------|------|------|
|                                      | £    | £    |
| Interest receivable on bank deposits | -    | 53   |
|                                      | -    | 53   |

### 5 Staff costs

Staff costs (including directors' remuneration) were as follows

|                           | 2012    | 2011    |
|---------------------------|---------|---------|
|                           | £       | £       |
| Wages and salaries        | 283,033 | 373,358 |
| Social security costs     | 30,349  | 42,219  |
| Other pension costs       | 19,602  | 14,186  |
| Share-based payment costs | 51,724  | -       |
|                           | 384,708 | 429,763 |

The average number of people (including directors) employed by the company during the year was

|                            | 2012   | 2011   |
|----------------------------|--------|--------|
|                            | Number | Number |
| By activity                |        |        |
| Selling and administration | 7      | 8      |
| Directors                  | 1      | 5      |
|                            | 8      | 13     |

### 6 Directors' remuneration

|  | 2012    | 2011    |
|--|---------|---------|
|  | £       | £       |
| Aggregate emoluments   | 93,452  | 168,006 |
| Amounts receivable under long-term incentive share-based compensation plan | 25,862  | -       |
|  | 119,314 | 168,006 |
| Contributions to money purchase pension plans                              | 6,000   | 12,750  |

## Info Exchange Limited

### Notes to the financial statements for the year ended 31 December 2012

During the year retirement benefits were accruing to 2 directors (2011: 2) in respect of money purchase pension schemes. One director is remunerated by this company. Four directors are remunerated for their services to the group by Alcumus Holdings Limited, which is the ultimate parent undertaking of Info Exchange Limited. Full details of their remuneration can be obtained from the financial statements of Alcumus Holdings Limited. Remuneration costs of four directors were recharged by Alcumus Holdings Limited as part of a management services recharge to Info Exchange Limited of £585,742 (2011: £166,673).

#### 7 Tax on profit on ordinary activities

|   | 2012<br>£    | 2011<br>£      |
|---|--------------|----------------|
| <b>Current tax</b>  |              |                |
| United Kingdom corporation tax  | -            | -              |
| Adjustments in respect of previous years  | -            | 9,441          |
| <b>Total current tax</b>  | -            | 9,441          |
| <b>Deferred tax</b>   |              |                |
| Origination and reversal of timing differences  | (1,703)      | (2,231)        |
| Adjustments in respect of previous years  | 1,748        | 967            |
| Effect of change in tax rate  | (478)        | (521)          |
| <b>Total deferred tax (see note 12)</b>   | <b>(433)</b> | <b>(1,785)</b> |
| <b>Tax on profit on ordinary activities</b>   | <b>(433)</b> | <b>7,656</b>   |
| <b>Factors affecting current tax charge for the year.</b>   |              |                |
| The tax charge is lower (2011: lower) than the standard rate of corporation tax in the UK of 24.5% (2011: 26.5%). The differences are explained below - | 2012<br>£    | 2011<br>£      |
| Profit on ordinary activities before taxation   | 211,373      | 180,617        |
| Profit on ordinary activities multiplied by the standard rate in the UK of 24.5% (2011: 26.5%)  | 51,786       | 47,864         |
| Effects of  |              |                |
| Expenses not deductible for tax purposes  | 12,672       | -              |
| Depreciation in excess of capital allowances  | 644          | 2,369          |
| Group relief claimed for nil payment  | (65,102)     | (50,233)       |
| Adjustments in respect of previous years  | -            | 9,441          |
| <b>Current tax charge for the year</b>  | <b>-</b>     | <b>9,441</b>   |

#### Factors that may affect future tax charges

A resolution passed by Parliament on 26 March 2012 reduced the main rate of corporation tax to 24% from 1 April 2012. Legislation to reduce the main rate of corporation tax from 24% to 23% from 1 April 2013 was included in the Finance Act 2012 so the relevant deferred tax balances have been re-measured. In addition to the changes in rates of Corporation tax disclosed above further changes to the UK Corporation tax system were announced in the Autumn statement 2012. This includes a further reduction to the main rate to reduce the rate to 21% from 1 April 2014. This change had not been substantively enacted at the balance sheet date and, therefore, is not included in these financial statements. The proposed reduction of the main rate of corporation tax to 21% from 1 April 2014 will be enacted separately. The overall effect of this further change is not considered.

# Info Exchange Limited

## Notes to the financial statements for the year ended 31 December 2012

material

### 8 Intangible fixed assets

|                                 | Development costs<br>£ | Total<br>£     |
|---------------------------------|------------------------|----------------|
| <b>Cost</b>                     |                        |                |
| At 1 January 2012               | 157,909                | 157,909        |
| Additions                       | -                      | -              |
| <b>At 31 December 2012</b>      | <b>157,909</b>         | <b>157,909</b> |
| <b>Accumulated amortisation</b> |                        |                |
| At 1 January 2012               | 105,137                | 105,137        |
| Charge for the year             | 52,772                 | 52,772         |
| <b>At 31 December 2012</b>      | <b>157,909</b>         | <b>157,909</b> |
| <b>Net book value</b>           |                        |                |
| At 31 December 2012             | -                      | -              |
| At 31 December 2011             | 52,772                 | 52,772         |

### 9 Tangible fixed assets

|                                 | Leasehold property<br>£ | Plant and machinery<br>£ | Motor vehicles<br>£ | Fixtures and fittings<br>£ | Total<br>£     |
|---------------------------------|-------------------------|--------------------------|---------------------|----------------------------|----------------|
| <b>Cost</b>                     |                         |                          |                     |                            |                |
| At 1 January 2012               | 18,848                  | 56,379                   | 30,834              | 33,116                     | 139,177        |
| Additions                       | -                       | 237                      | -                   | 6,735                      | 6,972          |
| Disposals                       | -                       | -                        | -                   | -                          | -              |
| <b>At 31 December 2012</b>      | <b>18,848</b>           | <b>56,616</b>            | <b>30,834</b>       | <b>39,851</b>              | <b>146,149</b> |
| <b>Accumulated depreciation</b> |                         |                          |                     |                            |                |
| At 1 January 2012               | -                       | 45,714                   | 20,291              | 18,616                     | 84,621         |
| Charge for the year             | -                       | 3,570                    | 2,636               | 5,339                      | 11,545         |
| Disposals                       | -                       | -                        | -                   | -                          | -              |
| <b>At 31 December 2012</b>      | <b>-</b>                | <b>49,284</b>            | <b>22,927</b>       | <b>23,955</b>              | <b>96,166</b>  |
| <b>Net book value</b>           |                         |                          |                     |                            |                |
| At 31 December 2012             | 18,848                  | 7,332                    | 7,907               | 15,896                     | 49,983         |
| At 31 December 2011             | 18,848                  | 10,665                   | 10,543              | 14,500                     | 54,556         |

## Info Exchange Limited

### Notes to the financial statements for the year ended 31 December 2012

#### 10 Debtors

|                                    | 2012             | 2011           |
|------------------------------------|------------------|----------------|
|                                    | £                | £              |
| Trade debtors                      | 398,964          | 385,352        |
| Other debtors                      | 14,964           | 18,510         |
| Prepayments and accrued income     | 20,431           | 47,925         |
| Amounts owed by group undertakings | 1,344,668        | 302,512        |
|                                    | <b>1,779,027</b> | <b>754,299</b> |

Amounts due from group undertakings are unsecured, interest free and repayable on demand

#### 11 Creditors: amounts falling due within one year

|                                    | 2012             | 2011           |
|------------------------------------|------------------|----------------|
|                                    | £                | £              |
| Trade creditors                    | 16,303           | 46,212         |
| Amounts owed to group undertakings | 799,234          | 148,739        |
| Corporation tax                    | 20,000           | 20,000         |
| Other taxation and social security | 87,997           | 62,720         |
| Other creditors                    | 2,556            | 589            |
| Accruals and deferred income       | 294,827          | 284,526        |
|                                    | <b>1,220,917</b> | <b>562,786</b> |

Amounts owed to group undertakings are unsecured, interest free and repayable on demand

The accruals and deferred income balance includes deferred income of £282,627 (2011 £270,843). Deferred income does not represent a future cash commitment but advanced invoicing of customers. When considering the ability of the business to meet its short term cash requirements the balance of deferred income should be added back to net current assets. This results in net current assets before deferred income of £1,014,975 (2011 £682,749).

# Info Exchange Limited

## Notes to the financial statements for the year ended 31 December 2012

### 12 Provisions for liabilities

|  | Deferred tax<br>£ | Total<br>£   |
|--|-------------------|--------------|
| At 1 January 2012                      | 4,232             | 4,232        |
| Charged to the profit and loss account | (433)             | (433)        |
| Utilised                               |                   |              |
| <b>At 31 December 2012</b>             | <b>3,799</b>      | <b>3,799</b> |

The deferred tax provision is made up as follows

|                                | 2012<br>£    | 2011<br>£    |
|--------------------------------|--------------|--------------|
| Accelerated capital allowances | 3,799        | 4,232        |
|                                | <b>3,799</b> | <b>4,232</b> |

### 13 Called up share capital

|   | 2012<br>£ | 2011<br>£ |
|---|-----------|-----------|
| <b>Authorised</b>                         |           |           |
| 200 (2011 200) ordinary shares of £1 each | 200       | 200       |
| <b>Allotted, called up and fully paid</b> |           |           |
| 200 (2011 200) ordinary shares of £1 each | 200       | 200       |

### 14 Reserves

|                               | Share-based<br>payment reserve<br>£ | Profit and<br>loss<br>account<br>£ |
|-------------------------------|-------------------------------------|------------------------------------|
| At 1 January 2012             | -                                   | 514,802                            |
| Profit for the financial year | -                                   | 211,806                            |
| Share based payment charge    | 51,724                              | -                                  |
| <b>At 31 December 2012</b>    | <b>51,724</b>                       | <b>726,608</b>                     |



## Info Exchange Limited

### Notes to the financial statements for the year ended 31 December 2012

#### 15 Operating lease commitments

As at 31 December 2012 the company had annual commitments under non-cancellable operating leases expiring as follows

|                          | 2012                       | 2011                       |
|--------------------------|----------------------------|----------------------------|
|                          | Land and<br>buildings<br>£ | Land and<br>buildings<br>£ |
| One to two years         | 29,928                     | -                          |
| Within two to five years | -                          | 29,928                     |

#### 16 Reconciliation of movement in shareholders' funds

|  | 2012           | 2011           |
|--|----------------|----------------|
|  | £              | £              |
| Profit for the financial year              | 211,806        | 172,961        |
| Share-based payment charge                 | 51,724         | -              |
| <b>Net addition to shareholders' funds</b> | <b>263,530</b> | <b>172,961</b> |
| <b>Opening shareholders' funds</b>         | <b>515,002</b> | <b>342,041</b> |
| <b>Closing shareholders' funds</b>         | <b>778,532</b> | <b>515,002</b> |

#### 17 Related party transactions

Alcumus Holdings Limited is the ultimate parent undertaking of Info Exchange Limited. Alcumus Holdings Limited made a management services recharge to Info Exchange Limited of £585,742 (2011 £166,673)

#### 18 Pensions

The company contributes to the money purchase personal pension plans of some of its employees. The pension charge represents contributions payable by the company to these plans and amounted to £19,602 (2011 £14,186). Contributions outstanding at year end were £2,431 (2011 £2,018).

#### 19 Share-based payments

Certain senior employees of the group, including directors of the Company, participate in long-term incentive plans which offer an element of share-based compensation for the employees' services.

In the event of a sale or listing of the group, the employees would be eligible to sell their shares for an amount calculated by reference to, inter alia, the incremental improvement in financial performance of relevant group operating units since the start of employment of the individuals.

The transactions have been accounted for as equity-settled share-based payments with effect from December 2012 year-end. In prior years, these transactions were accounted for as equity minority interests in the

## **Info Exchange Limited**

### **Notes to the financial statements for the year ended 31 December 2012**

subsidiaries. The transactions were re-assessed in 2012 and given the restricted rights attached to the relevant shares it was concluded that the more appropriate accounting treatment would be to treat these as equity-settled share based payments. This assessment has not been treated as a prior year adjustment as the amount does not constitute a material misstatement to the results of the group.

The fair value of the expected payments is £206,896 and this is recognised as an expense over the vesting period, with a corresponding adjustment to equity. The vesting period reflects management's estimate of the likely date of change in control of the group. The fair value has been measured with reference to the estimated payment likely to occur under the terms of the award.

The effect of accounting for share-based payments, in accordance with FRS 20, on the loss before taxation is £51,724 (2011: £nil).

#### **20 Parent undertaking and controlling party**

The immediate parent undertaking is My EIX Holdings Limited, a company incorporated in the United Kingdom. The ultimate parent undertaking is Alcumus Holdings Limited, a company incorporated in the United Kingdom. Alcumus Holdings Limited is the parent undertaking of the smallest and largest group to consolidate these financial statements. The consolidated financial statements of Alcumus Holdings Limited can be obtained from 10-18 Union Street, London, SE1 1SZ. The directors do not consider there to be any ultimate controlling party. Funds managed by Sovereign Capital Partners LLP have an economic interest of 90.5% (2011: 81%) in the equity share capital of Alcumus Holdings Limited as at 31 December 2012.