

# Abbreviated Accounts

## YESpay International Limited

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**For the year ended 31 December 2012**



**Registered number: 4509853**

**Abbreviated Accounts**



## Independent Auditor's Report to YESpay International Limited

### Under section 449 of the Companies Act 2006

We have examined the abbreviated accounts, which comprise the Balance sheet and the related notes, together with the financial statements of YESpay International Limited for the year ended 31 December 2012 prepared under section 396 of the Companies Act 2006

This report is made solely to the Company in accordance with section 449 of the Companies Act 2006. Our work has been undertaken so that we might state to the Company those matters we are required to state to it in a special 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, for our work, for this report, or for the opinions we have formed.

### Respective responsibilities of Directors and auditor

The Directors are responsible for preparing the abbreviated accounts in accordance with section 444 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the Company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the regulations made under that section and to report our opinion to you.

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the Company is entitled to deliver abbreviated accounts and that the abbreviated accounts are properly prepared.

### Opinion on financial statements

In our opinion the Company is entitled to deliver abbreviated accounts prepared in accordance with section 444(3) of the Companies Act 2006, and the abbreviated accounts which comprise the Balance sheet and the related notes have been properly prepared in accordance with the regulations made under that section.

*Grant Thornton UK LLP*

Alison Seekings  
Senior statutory Auditor  
for and on behalf of  
Grant Thornton UK LLP  
Chartered Accountants  
Statutory Auditor  
Cambridge  
Date 29 June 2013

## Abbreviated Balance Sheet

As at 31 December 2012

	Note	£	2012 £	£	2011 £
<b>Fixed assets</b>					
Intangible assets	2		75,521		82,771
Tangible assets	3		167,577		165,284
Investments	4		8,053		8,053
			<u>251,151</u>		<u>256,108</u>
<b>Current assets</b>					
Debtors		1,907,778		1,392,396	
Cash at bank		497,609		208,111	
		<u>2,405,387</u>		<u>1,600,507</u>	
<b>Creditors: amounts falling due within one year</b>					
		(926,786)		(569,842)	
<b>Net current assets</b>			<u>1,478,601</u>		<u>1,030,665</u>
<b>Total assets less current liabilities</b>			<u>1,729,752</u>		<u>1,286,773</u>
<b>Creditors: amounts falling due after more than one year</b>					
			<u>(368,576)</u>		<u>(336,273)</u>
<b>Net assets</b>			<u><u>1,361,176</u></u>		<u><u>950,500</u></u>
<b>Capital and reserves</b>					
Called up share capital	5		88,256		88,256
Share premium account			1,445,150		1,445,150
Capital redemption reserve			5,751		5,751
Profit and loss account			<u>(177,981)</u>		<u>(588,657)</u>
<b>Shareholders' funds</b>			<u><u>1,361,176</u></u>		<u><u>950,500</u></u>

The abbreviated accounts, which have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006, were approved and authorised for issue by the board and were signed on its behalf on 14 JUNE 2013

C. Patni  
Director



The notes on pages 3 to 7 form part of these financial statements

# Notes to the Abbreviated Accounts

For the year ended 31 December 2012

## **1. Accounting Policies**

### **1.1 Basis of preparation of financial statements**

The full financial statements, from which these abbreviated accounts have been extracted, have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

### **1.2 Consolidation**

In the opinion of the directors, the company and its subsidiary undertakings comprise a small group. The company has therefore taken advantage of the exemption provided by Section 398 of the Companies Act 2006 not to prepare group accounts.

### **1.3 Going concern**

The financial statements have been prepared on a going concern basis which assumes that the company will continue in operational existence for the foreseeable future. The company is engaged in a high growth industry demanding investment in its development and it has remained the directors' policy to ensure that adequate finance is available to support this development for all the companies within the group. The company has a strong recurring client base and the directors believe that sufficient cash flow will be available to meet both the group's development and working capital requirements for at least twelve months from signing the financial statements.

### **1.4 Cash flow**

The Company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a small Company.

### **1.5 Turnover**

Turnover comprises revenue recognised by the Company in respect of services supplied to third parties during the year, exclusive of Value Added Tax.

Turnover consists of income received in the normal course of business from professional services, which is recognised as the services are rendered. These are stated net of trade discounts, VAT and other sales related taxes. From 1 January 2011, 30% of income from initial service charge payments is recognised immediately to reflect the support on setup, a further 30% after year one, and a then further 10% in year 2 and year 3 until the minimum period of the 3 year service contract is completed. The remaining 20% is held until notice is given by the customer/the customer goes into administration.

### **1.6 Intangible fixed assets and amortisation**

Intellectual Property Rights (IPR) are included at cost and amortised in equal annual instalments over a period of 20 years, which is the estimated useful economic life.

# Notes to the Abbreviated Accounts

For the year ended 31 December 2012

## **1. Accounting Policies (continued)**

### **1.7 Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Computer and office equipment	-	25% straight line
Motor vehicles	-	25% straight line
Office furniture	-	25% straight line

### **1.8 Investments**

Investments held as fixed assets are shown at cost less provision for impairment.

### **1.9 Operating leases**

Rentals under operating leases are charged to the Profit and loss account on a straight line basis over the lease term.

### **1.10 Taxation**

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

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

### **1.11 Foreign currencies**

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Profit and loss account.

# Notes to the Abbreviated Accounts

For the year ended 31 December 2012

## 1. Accounting Policies (continued)

### 1.12 Research and development

Research and development expenditure is written off in the year in which it is incurred

### 1.13 Pensions

The Company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the Company to the fund in respect of the year

## 2. Intangible fixed assets

	£
<b>Cost</b>	
At 1 January 2012 and 31 December 2012	145,000
<b>Amortisation</b>	
At 1 January 2012	62,229
Charge for the year	7,250
At 31 December 2012	69,479
<b>Net book value</b>	
At 31 December 2012	75,521
At 31 December 2011	82,771

## Notes to the Abbreviated Accounts

For the year ended 31 December 2012

**3. Tangible fixed assets**

	£
<b>Cost</b>	
At 1 January 2012	510,207
Additions	116,815
Disposals	(9,000)
At 31 December 2012	618,022
<b>Depreciation</b>	
At 1 January 2012	344,923
Charge for the year	112,272
On disposals	(6,750)
At 31 December 2012	450,445
<b>Net book value</b>	
At 31 December 2012	167,577
At 31 December 2011	165,284

**4. Fixed asset investments**

	£
<b>Cost</b>	
At 1 January 2012 and 31 December 2012	8,053
<b>Net book value</b>	
At 31 December 2012	8,053
At 31 December 2011	8,053

**Subsidiary undertakings**

At 31 December 2012, YESpay International Limited holds interest in the following companies

Name	Principal activity	Country of Incorporation
YESpay IT Services (India) Private Limited	Operation back office and development centre	India
YESpay International Limited	Sales subsidiary	Canada

In May 2008 the company purchased 10,000 ordinary shares of 10 rupees each, of the issued share capital of YESpay IT Services (India) Private Limited. The subsidiary has a 31 March year end and the aggregate capital and reserves at 31 March 2012 was 2,966,287 rupees (2011 - 2,692,007 rupees) and a profit for the year to 31 March 2012 is 274,279 rupees (2011 - 1,158,672 rupees).

YESpay International Limited Canada was incorporated on 5 December 2008 and 100 common shares of \$1

# Notes to the Abbreviated Accounts

For the year ended 31 December 2012

## 4. Fixed asset investments (continued)

Canadian dollar each were purchased. The aggregate capital and reserves at 31 December 2012 is \$(2,149,725) (2011 - \$(1,469,716) Canadian dollars) and a loss for the year to 31 December 2012 is \$680,109 Canadian dollars (2011 - \$(645,968) Canadian dollars).

## 5. Share capital

	2012 £	2011 £
<b>Authorised</b>		
23,500 A Ordinary shares of £1 each	23,500	23,500
76,500 Ordinary shares of £1 each	76,500	76,500
	<u>100,000</u>	<u>100,000</u>
<b>Allotted, called up and fully paid</b>		
23,500 A Ordinary shares of £1 each	23,500	23,500
64,756 Ordinary shares of £1 each	64,756	64,756
	<u>88,256</u>	<u>88,256</u>

### Share rights

The A Ordinary shares may be converted on a one for one basis into ordinary shares and have a prior right to return of capital over the ordinary shares. In all other aspects the A ordinary shares rank pari passu with the ordinary shares.

### Share options

The company has a share option scheme for all employees. The options are settled in equity once exercised. At 31 December 2012 the company has granted 5,565 options over ordinary shares. These have exercise prices ranging from £10.43 to £90.

## 6. Controlling party

During the year the company was under the control of its directors.

## 7. Post balance sheet events

On 6 March 2013, the entire share capital was acquired by Ship Submidco Limited.