

**SERISYS LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**



A Mitra & Co
137 Cassiobury Drive
Watford
Hertfordshire
WD17 3AH

Serisys Limited
Financial Statements
For The Year Ended 31 December 2016

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Serisys Limited
Auditor's Report
For The Year Ended 31 December 2016

Independent Auditor's Report to the Members of Serisys Limited

We have audited the financial statements of Serisys Limited for the year ended 31 December 2016 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 the FRS 102 Section 1A Small Entities - The Financial Reporting Standard applicable in the UK and Republic of Ireland.

This report is made solely to the company's members, as a body, in accordance with section 495 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters that 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, or the opinions we have formed.

Respective Responsibilities of Directors and Auditors

As explained more fully in the Directors' Responsibilities Statement set out on page , 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 (APB's) Ethical Standards for Auditors, including "APB Ethical Standard - Provisions Available for Small Entities (Revised)", in the circumstances set out in note 11 to the financial statements.

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 to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 2016 and of its profit/(loss) for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to smaller entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Serisys Limited
Auditor's Report (continued)
For The Year Ended 31 December 2016

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.

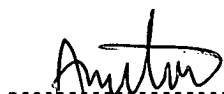
Emphasis of matter - Going concern

In forming our opinion on the financial statements, which are not modified, we have considered the adequacy of the disclosure made in note 1.2 to the financial statements concerning the company's ability to continue as a going concern. The company does not currently generate any sales and incurred a net loss of £781,751 during the year ended 31 December 2016 and, at that date, the company's current liabilities exceeded its total assets by £74,979 and it had net current liabilities of £80,630. The company's long term liabilities which are mainly due to other group companies amounted to £2,365,332. The company does not have adequate bank facilities to trade on its own account and therefore for the foreseeable future the company's funding is entirely dependent on the ability of the parent company to raise the necessary finance and provide financial support to the company. These conditions, along with the other matters explained in note 1.2 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

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;
- the financial statements are not in agreement with the accounting records or returns;
- certain disclosures of directors' remuneration specified by law are not made;
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report.



Alok Mitra (Senior Statutory Auditor)

for and on behalf of A Mitra & Co of 137 Cassiobury Drive, Watford, WD17 3AH, Statutory Auditor

25/06/2017

Serisys Limited
Balance Sheet
As at 31 December 2016

Registered number: 7792203

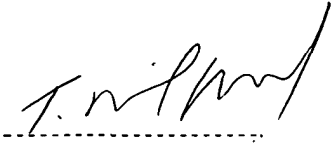
		2016		2015	
	Notes	£	£	£	£
FIXED ASSETS					
Tangible Assets	6		5,651		8,649
			5,651		8,649
CURRENT ASSETS					
Debtors	7	3,070		3,395	
Cash at bank and in hand		4,188		9,063	
		7,258		12,458	
Creditors: Amounts Falling Due Within One Year	8	(87,888)		(23,780)	
NET CURRENT ASSETS (LIABILITIES)			(80,630)		(11,322)
TOTAL ASSETS LESS CURRENT LIABILITIES			(74,979)		(2,673)
Creditors: Amounts Falling Due After More Than One Year	9		(2,365,332)		(1,655,887)
NET ASSETS			(2,440,311)		(1,658,560)
CAPITAL AND RESERVES					
Called up share capital	10		100		100
Profit and loss account			(2,440,411)		(1,658,660)
SHAREHOLDERS' FUNDS			(2,440,311)		(1,658,560)

Serisys Limited
Balance Sheet (continued)
As at 31 December 2016

Directors' responsibilities:

- These accounts have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime.

On behalf of the board



Mr T N Rowland

25/06/2017

The notes on pages 6 to 10 form part of these financial statements.

Serisys Limited
Statement of Changes in Equity
For The Year Ended 31 December 2016

	Share Capital	Profit & Loss Account	Total
	£	£	£
As at 1 January 2015	100	(952,902)	(952,802)
Loss for the year and total comprehensive income	-	(705,758)	(705,758)
As at 31 December 2015 and 1 January 2016	100	(1,658,660)	(1,658,560)
Loss for the year and total comprehensive income	-	(781,751)	(781,751)
As at 31 December 2016	100	(2,440,411)	(2,440,311)

1. Accounting Policies

1.1. Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention and in accordance with the FRS 102 Section 1A Small Entities - The Financial Reporting Standard applicable in the UK and Republic of Ireland and the Companies Act 2006.

1.2. Going Concern Disclosure

The financial statements have been prepared on a going concern basis. The Board, in considering going concern, took into account the fact that the ultimate parent company has given an undertaking to support the company in meeting all its financial obligations until at least 31 August 2018.

The directors are aware that there may be some risks associated with the parent company being able to raise finance if credit markets tighten. However, subject to any unforeseen adverse market conditions the directors are confident that they will be able to raise further funding as required and therefore they should have adequate resources to meet all financial obligations as they fall due in the ordinary course of business. On this basis the directors have concluded that the adoption of the going concern basis is appropriate.

1.3. 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 the fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Computer Equipment	20% on cost (straightline)
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1.4. Foreign Currencies

At each balance sheet date monetary assets and liabilities denominated in a foreign currency are translated into pounds sterling by using the rate published by the Bank of England at the balance sheet date.

Transactions in a foreign currency are translated into pounds sterling at the exchange rate in operation on the date on which the transaction occurred. All exchange gains or losses on settled transactions and unsettled monetary items are reported as part of the profit or loss for the period on ordinary activities.

1.5. Deferred Taxation

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes. Deferred taxation is calculated on an un-discounted basis at the tax rates which are expected to apply in the periods when the timing differences will reverse.

1.6. Pensions

The company operates a defined pension contribution scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

Serisys Limited
Notes to the Accounts (continued)
For The Year Ended 31 December 2016

1.7. Research and Development

Research and development expenditure is charged to the profit and loss account in the period in which it is incurred. Development expenditure is only capitalised when there is a clearly defined project and the outcome of that project is assessed to be reasonable certain as to its ultimate commercial viability taking into account all relevant factors.

Property, plant and equipment used for research and development is capitalised and depreciated in accordance with the Company's policy.

1.8. Registrar Filing Requirements

The company has taken advantage of Companies Act 2006 section 444(1) and opted not to file the profit and loss account, directors report, and notes to the financial statements relating to the profit and loss account. The notes which are not included have been hidden but original note numbering has remained the same for those that are present.

3. Staff Costs

Staff costs, including directors' remuneration, were as follows:

	2016	2015
	£	£
Wages and salaries	569,293	529,551
Social security costs	68,511	56,902
Other pension costs	64,571	53,173
	<u>702,375</u>	<u>639,626</u>

4. Average number of employees

Average number of employees, during the year was as follows:

	2016	2015
Research and Development	7	6
	<u>7</u>	<u>6</u>

5. Interest Payable

	2016	2015
	£	£
Bank loans and overdrafts	1,254	3,690
Other finance charges	187	-
	<u>1,441</u>	<u>3,690</u>

Serisys Limited
Notes to the Accounts (continued)
For The Year Ended 31 December 2016

6. Tangible Assets

	Computer Equipment £
Cost	
As at 1 January 2016	14,991
As at 31 December 2016	14,991
Depreciation	
As at 1 January 2016	6,342
Provided during the period	2,998
As at 31 December 2016	9,340
Net Book Value	
As at 31 December 2016	5,651
As at 1 January 2016	8,649

7. Debtors

	2016 £	2015 £
Due within one year		
Other debtors	2,440	2,957
Amounts owed by group undertakings	630	438
	3,070	3,395

8. Creditors: Amounts Falling Due Within One Year

	2016 £	2015 £
Trade creditors	-	117
Other taxes and social security	43,239	19,083
Other creditors	44,649	4,580
	87,888	23,780

Serisys Limited
Notes to the Accounts (continued)
For The Year Ended 31 December 2016

9. Creditors: Amounts Falling Due After More Than One Year

	2016	2015
	£	£
Other creditors	28,000	26,746
Amounts owed to group undertakings	2,264,398	1,629,141
Amounts owed to parent undertaking	72,934	-
	<u>2,365,332</u>	<u>1,655,887</u>

10. Share Capital

	Value	Number	2016	2015
	£		£	£
Allotted, called up and fully paid				
Ordinary shares	1.00	100	100	100
		<u>100</u>	<u>100</u>	<u>100</u>

11. Related Party Transactions

Seisys Solutions Limited

Interest free loan made to Serisys Limited as at 31 December 2016 of £2,197,984 (2015 £1,629,141)

Serisys Group Limited

Group Company

Interest free loan made to Serisys Limited as at 31 December 2016 £72,934 (2015 £nil)

Serisys Thailand Limited

Group Company

Interest free loan made to Serisys Limited as at 31 December 2016 £66,414 (2016 £nil)

Serisys Solutions (Europe) Limited

Group Company

Interest free loan made by Serisys Limited as at 31 December 2016 £630 (2015 £438)

Bartholomew Evan Eric Smith

Director of Holding Company

Loan bearing interest at 5% made to Serisys Limited at 31 December 2016 £28,000 (2015 £26,746)

12. APB Ethical Standard - Provision Available for Small Entities

In common with other businesses of our size and nature we use our auditors to prepare and submit returns to the tax authorities and assist with the preparation of the financial statements.

13. Ultimate Controlling Party

The company's ultimate controlling party is Serisys Group Ltd by virtue of his ownership of 100% of the issued share capital in the company.

14. General Information

Serisys Limited Registered number 7792203 is a limited by shares company incorporated in England & Wales. The Registered Office is c/o CJM Corporate Services Ltd, 137 Cassiobury Drive, Watford, WD17 3AH.