

**CALLIDUS SOLUTIONS LTD
DIRECTOR'S REPORT AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017**

Tony R Pomfret & Associates

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Callidus Solutions Ltd
Director's Report and Financial Statements
For The Year Ended 31 December 2017

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Callidus Solutions Ltd
Company Information
For The Year Ended 31 December 2017

Director	Mr Michael Glover
Company Number	9939234
Registered Office	150 Minories London EC3N 1LS
Accountants	Tony R Pomfret & Associates 37a High Street Hoddesdon Herts EN11 8TA

Callidus Solutions Ltd
Company No. 9939234
Director's Report For The Year Ended 31 December 2017

The director presents his report and the financial statements for the year ended 31 December 2017.

Statement of Director's Responsibilities

The director is responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director 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 the financial statements the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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. He is 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

The directors of the company who held office at the date of approval of this annual report confirm that:

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Directors

The directors who held office during the year were as follows:

Mr Michael Glover

Small Company Rules

This report has 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.

On behalf of the board

Mr Michael Glover

Callidus Solutions Ltd
Auditor's Report
For The Year Ended 31 December 2017

Opinion

We have audited the financial statements of Callidus Solutions Ltd for the year ended 31 December 2017 which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes of Equity and the related notes, including a summary of significant accounting policies. 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), including FRS 102 - Section 1A for 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 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, for this report, or for the opinions we have formed.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit/(loss) for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Practice applicable to smaller entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis of Opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and the provisions available for small entities, in the circumstances set out in note 10 to the financial statements and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions Relating to Going Concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Opinion on Other Matter Prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Callidus Solutions Ltd
Auditor's Report (continued)
For The Year Ended 31 December 2017

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

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' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of Directors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Keith Grover (Senior Statutory Auditor)

for and on behalf of HB Accountants , Statutory Auditor

29/03/2018

Callidus Solutions Ltd
Profit and Loss Account
For The Year Ended 31 December 2017

	Notes	2017 £	2016 £
TURNOVER		1,098,507	555,995
Cost of sales		<u>(201,018)</u>	<u>(70,015)</u>
GROSS PROFIT		897,489	485,980
Administrative expenses		<u>(842,731)</u>	<u>(346,642)</u>
OPERATING PROFIT AND PROFIT BEFORE TAXATION		54,758	139,338
Tax on Profit		<u>(12,154)</u>	<u>(29,357)</u>
PROFIT AFTER TAXATION BEING PROFIT FOR THE FINANCIAL YEAR		<u><u>42,604</u></u>	<u><u>109,981</u></u>

The notes on pages 9 to 13 form part of these financial statements.

Callidus Solutions Ltd
Balance Sheet
As at 31 December 2017

		2017		2016	
	Notes	£	£	£	£
FIXED ASSETS					
Tangible Assets	3		6,830		6,463
			<u>6,830</u>		<u>6,463</u>
CURRENT ASSETS					
Debtors	4	133,388		49,775	
Cash at bank and in hand		126,762		134,863	
		<u>260,150</u>		<u>184,638</u>	
Creditors: Amounts Falling Due Within One Year	5	(112,897)		(79,627)	
		<u>(112,897)</u>		<u>(79,627)</u>	
NET CURRENT ASSETS (LIABILITIES)			<u>147,253</u>		<u>105,011</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>154,083</u>		<u>111,474</u>
PROVISIONS FOR LIABILITIES					
Deferred Taxation	6		(1,298)		(1,293)
			<u>(1,298)</u>		<u>(1,293)</u>
NET ASSETS			<u>152,785</u>		<u>110,181</u>
CAPITAL AND RESERVES					
Called up share capital	7		200		200
Profit and Loss Account			152,585		109,981
			<u>152,585</u>		<u>109,981</u>
SHAREHOLDERS' FUNDS			<u>152,785</u>		<u>110,181</u>

Director's responsibilities

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

On behalf of the board

Mr Michael Glover

29/03/2018

The notes on pages 9 to 13 form part of these financial statements.

Callidus Solutions Ltd
Statement of Changes in Equity
For The Year Ended 31 December 2017

	Share Capital	Profit and Loss Account	Total
	£	£	£
As at 6 January 2016	200	-	200
Profit for the year and total comprehensive income	-	109,981	109,981
As at 31 December 2016 and 1 January 2017	<u>200</u>	<u>109,981</u>	<u>110,181</u>
Profit for the year and total comprehensive income	-	42,604	42,604
As at 31 December 2017	<u><u>200</u></u>	<u><u>152,585</u></u>	<u><u>152,785</u></u>

Callidus Solutions Ltd
Notes to the Accounts
For The Year Ended 31 December 2017

1. Accounting Policies

1.1. Basis of Preparation of Financial Statements

Callidus Solutions Ltd is a private company limited by shares incorporated in England within the United Kingdom. The address of the registered office is given in the company information on page 1 of these financial statements.

The financial statements are presented in sterling and have been prepared on a going concern basis under the historical cost convention, modified to include certain items at fair value.

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. Turnover

Turnover is measured at the fair value of the consideration received or receivable, net of discounts and value added taxes. Turnover comprises revenue earned from the rendering of services. Turnover is reduced for estimated rebates and other similar allowances.

Rendering of services

Turnover from the rendering of services is recognised by reference to the stage of completion of the contract. The stage of completion of a contract is measured by comparing the costs incurred for work performed to date to the total estimated contract costs. Turnover is only recognised to the extent of recoverable expenses when the outcome of a contract cannot be estimated reliably.

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:

Fixtures & Fittings	25% Reducing Balance
Computer Equipment	25% Straight Line

1.4. Leasing and Hire Purchase Contracts

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives. Assets acquired under hire purchase contracts are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in the creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to profit and loss account as incurred.

1.5. Foreign Currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the 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 differences are taken into account in arriving at the operating profit.

Callidus Solutions Ltd
Notes to the Accounts (continued)
For The Year Ended 31 December 2017

1.6. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of comprehensive income because of items of income or expense that are taxable or deductible in other year and items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on timing differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable timing differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible timing differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are presented within provisions for liabilities and deferred tax assets within debtors. The measurement of deferred tax liabilities and asset reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current or deferred tax for the year is recognised in profit or loss, except when they related to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

1.7. Debtors and creditors receivable/payable within one year

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the profit and loss account in administrative expenses.

2. Average Number of Employees

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

	2017	2016
Office and administration	1	2
Provision of Services	-	5
	<u>1</u>	<u>7</u>

Callidus Solutions Ltd
Notes to the Accounts (continued)
For The Year Ended 31 December 2017

3. Tangible Assets

	Fixtures & Fittings	Computer Equipment	Total
	£	£	£
Cost			
As at 1 January 2017	-	8,618	8,618
Additions	1,205	2,157	3,362
As at 31 December 2017	<u>1,205</u>	<u>10,775</u>	<u>11,980</u>
Depreciation			
As at 1 January 2017	-	2,155	2,155
Provided during the period	301	2,694	2,995
As at 31 December 2017	<u>301</u>	<u>4,849</u>	<u>5,150</u>
Net Book Value			
As at 31 December 2017	<u>904</u>	<u>5,926</u>	<u>6,830</u>
As at 1 January 2017	<u>-</u>	<u>6,463</u>	<u>6,463</u>

4. Debtors

	2017	2016
	£	£
Due within one year		
Trade debtors	119,363	34,166
Prepayments and accrued income	9,694	12,376
Other debtors	4,308	345
Director's loan account	23	-
Amounts owed by group undertakings	-	2,888
	<u>133,388</u>	<u>49,775</u>

Callidus Solutions Ltd
Notes to the Accounts (continued)
For The Year Ended 31 December 2017

5. Creditors: Amounts Falling Due Within One Year

	2017	2016
	£	£
Trade creditors	29,041	26,480
Corporation tax	12,149	28,064
Other taxes and social security	-	494
VAT	18,689	13,972
Other creditors	1,883	-
Accruals and deferred income	8,890	10,250
Director's loan account	-	367
Amounts owed to group undertakings	42,245	-
	<u>112,897</u>	<u>79,627</u>

6. Deferred Taxation

	2017	2016
	£	£
As at 1 January 2017	1,293	-
Deferred taxation	5	1,293
	<u>1,298</u>	<u>1,293</u>

The provision for deferred taxation is made up of accelerated capital allowances

7. Share Capital

	Value	Number	2017	2016
	£		£	£
Allotted, called up and fully paid				
Ordinary shares	1,000	200	200	200
		<u>200</u>	<u>200</u>	<u>200</u>

8. Transactions With and Loans to Directors

Included within Debtors are the following loans to directors:

	As at 1 January 2017	Amounts advanced	Amounts repaid	As at 31 December 2017
	£	£	£	£
Mr Michael Glover	-	23	-	23
	<u>-</u>	<u>23</u>	<u>-</u>	<u>23</u>

The above loan is unsecured, interest free and repayable on demand.

Callidus Solutions Ltd
Notes to the Accounts (continued)
For The Year Ended 31 December 2017

9. Related Party Transactions

Callidus Group Ltd

Callidus Group Limited owns 49% of the shares in Callidus Solutions Limited. During the year the company made purchases of £678,979 (2016 - £168,802) from Callidus Group Ltd. All recharges from Callidus Group Limited to Callidus Solutions Limited were at cost plus 10% uplift for profit. At the balance sheet date, the company owed £42,245 (2016 - was owed £2,888) to Callidus Group Ltd. Mr M Glover was also a director of Callidus Group Ltd.

Directors Loan Account

At balance sheet date, the company was owed £23 (£367 -2016 owed) by Mr M Glover who is a director of the company.

Randall & Quilter Investment Holdings Ltd (R & Q)

During the year the company made sales of £375,122 to various companies within the R & Q group. As at 31/12/17, the company was owed £13,020 (£3,600 - 2016). During the year the company had costs of £55,377 from various companies within the R & Q group. As at 31/12/17, the company owed £16,650. Randall & Quilter IS Holdings Limited owns 51% of the shares of the company and is a member of the R & Q Group.

10. FRC 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.

11. Parent Undertaking and Controlling Party

The company's immediate and parent undertaking is Randall & Quilter IS Holdings Limited. Randall & Quilter IS Holdings Limited was incorporated in England & Wales. Copies of the R & Q group accounts may be obtained from the secretary, 71 Fenchurch Street, London, EC3M 4BS. The controlling party is RQIH Limited which controls 100% of the shares in Randall & Quilter IS Holdings Limited, which in turn holds 51% of the shares of Callidus Solutions Limited.

12. General Information

Callidus Solutions Ltd Registered number 9939234 is a limited by shares company incorporated in England & Wales. The Registered Office is 150 Minories, London, EC3N 1LS.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.