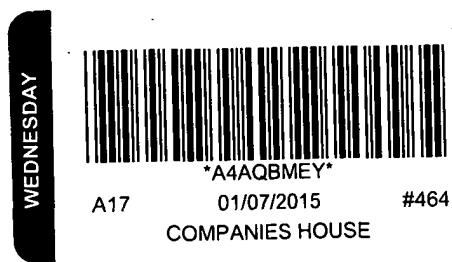


# **XCHANGING INTERNATIONAL LIMITED**

## **Annual report**

**for the year ended 31 December 2014**



# **XCHANGING INTERNATIONAL LIMITED**

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## **Director and advisers**

### **Director**

T Croom

### **Registered office**

The Walbrook Building  
25 Walbrook  
London  
EC4N 8AQ

### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
1 Embankment Place  
London  
WC2N 6RH

### **Solicitors**

Clifford Chance LLP  
10 Upper Bank Street  
Canary Wharf  
London  
E14 5JJ

**Director's report  
for the year ended 31 December 2014**

**Registered no: 03362271**

The director presents their annual report and the audited financial statements of the company for the year ended 31 December 2014.

**Principal activity**

Xchanging International Limited is a wholly owned non-trading holding company.

**Review of business and future developments**

The company did not trade during the current or preceding year. No dividends were paid or are proposed (2013: £nil).

The director is satisfied with the financial position of the company.

**Directors**

The directors who held office during the year and up to the date of signing the financial statements were:

S Dews	Resigned 20 January 2015
T Croom	Appointed 4 February 2014

## Director's report for the year ended 31 December 2014 (continued)

### Director's Responsibilities Statement

The director is responsible for preparing the Director's 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 prepared 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 these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements 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. 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 director of the company, in office at the time of approval of this report, acknowledges that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- he 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 report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006 and therefore a strategic report has not been prepared by the director.

### Independent Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and a resolution that they be re-appointed will be proposed at the annual general meeting.

On behalf of the board



T Croom  
Director

9 June 2015

**Independent auditors' report to the members of  
XCHANGING INTERNATIONAL LIMITED****Report on the financial statements****Our opinion**

In our opinion, Xchanging International Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 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.

**What we have audited**

Xchanging International Limited's financial statements comprise:

- the Balance sheet as at 31 December 2014;
- the Profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the director has made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion, the information given in the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Other matters on which we are required to report by exception****Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

## **Independent auditors' report to the members of XCHANGING INTERNATIONAL LIMITED (continued)**

### **Director's remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of director's remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the director was not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

### **Responsibilities for the financial statements and the audit**

#### **Our responsibilities and those of the director**

As explained more fully in the Director's Responsibilities Statement, the director is 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) ("ISAs (UK & 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.

#### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). 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:

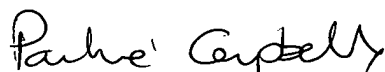
- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the director; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the director's judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

**Independent auditors' report to the members of XCHANGING INTERNATIONAL LIMITED (continued)**

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.



Pauline Campbell (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

9 June 2015



**Profit and loss account  
for the year ended 31 December 2014**

		<b>2014</b>	<b>2013</b>
	Notes	<b>£'000</b>	<b>£'000</b>
Tax on result on ordinary activities	4	<b>(166)</b>	<b>(184)</b>
<b>Loss for the financial year</b>	9	<b><u>(166)</u></b>	<b><u>(184)</u></b>

There were no other recognised gains and losses for the year other than those above; therefore no separate statement of total recognised gains and losses has been prepared.

There is no difference between the results on ordinary activities before taxation and the loss for the years stated above and their historical cost equivalents.

# Balance sheet as at 31 December 2014

	Notes	2014 £'000	2013 £'000
<b>Fixed assets</b>			
Investments	5	<u>22</u>	<u>22</u>
		<b>22</b>	<b>22</b>
<b>Current assets</b>			
Debtors	6	<b>16,925</b>	16,925
Creditors: amounts falling due within one year	7	<b>(395)</b>	(229)
<b>Net current assets</b>		<u><b>16,530</b></u>	<u>16,696</u>
<b>Total assets less current liabilities</b>		<u><b>16,552</b></u>	<u>16,718</u>
<b>Net assets</b>		<u><b>16,552</b></u>	<u>16,718</u>
<b>Capital and reserves</b>			
Called up share capital	8	<b>1</b>	1
Profit and loss account	9	<b>16,551</b>	16,717
<b>Total shareholders' funds</b>	10	<u><b>16,552</b></u>	<u>16,718</u>

The financial statements on pages 7 to 12 were approved by the board of directors on and were signed on its behalf by:

9 June 2015



T Croom  
Director

Company Number: 03362271

## **Notes to the financial statements for the year ended 31 December 2014**

### **1 Principal accounting policies**

The financial statements have been prepared in accordance with the Companies Act 2006 and applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which, unless otherwise stated, have been applied consistently with the prior year, is set out below.

#### **Basis of preparation**

The financial statements are prepared in accordance with the historical cost convention, on the going concern basis.

#### **Cash flow statement and non-consolidation of subsidiary undertakings**

The company is a wholly owned subsidiary of Xchanging plc and is included in the consolidated financial statements of that company, 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) and has also taken advantage of the exemption from preparing consolidated financial statements under the terms of s400 of the Companies Act 2006.

#### **Fixed asset investments**

Fixed asset investments are stated at cost less any provision for impairment. Impairment reviews are conducted at the end of the first full year following acquisition and thereafter where indicators of impairment are present.

#### **Related party transactions**

The company has taken advantage of the exemption available in Financial Reporting Standard 8 not to disclose transactions with related parties that are wholly owned by the group.

### **2 Director's emoluments**

The emoluments of directors are paid by other Group companies which makes no recharge to the company. All directors are directors of other Group companies and a number of fellow subsidiaries and it is not possible to make an accurate apportionment of his emoluments in respect of each of the subsidiaries. Accordingly, the above details include no emoluments in respect of the Directors. Their total emoluments are included in the aggregate of directors' emoluments disclosed in the financial statements of the other Group companies

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 3 Employees

The company had no employees excluding the director during the current or prior year. The independent auditors' remuneration of £2,000 (2013: £2,000) has been borne by a fellow group undertaking.

### 4 Tax on result on ordinary activities

	2014 £'000	2013 £'000
<b>Current tax:</b>		
UK corporation tax charge	-	-
Prior year adjustments	166	184
<b>Current tax charge for the year</b>	<u>166</u>	<u>184</u>

The current tax assessed for the year is the higher than (2013: higher than) the standard rate of corporation tax in the UK of 21.5% (2013: 23.25%). The standard rate of corporation tax in the UK changed from 23% to 21% with effect from 1 April 2013. Accordingly the company's profits for the accounting year are taxed at a blended rate of 21.5%. The differences are explained below.

	2014 £'000	2013 £'000
<b>Result on ordinary activities before tax</b>	-	-
Result on ordinary activities multiplied by the standard rate of corporation tax in the UK of 21.5% (2013: 23.25%)	-	-
Prior year adjustments	166	184
<b>Current tax charge for year</b>	<u>166</u>	<u>184</u>

#### Factors affecting current and future tax charges

The Finance Act 2013 reduced the main rate of corporation tax in the UK to 21% from 1 April 2014 and to 20% from April 2015.

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 5 Investments

The company has the following principal wholly owned subsidiary undertakings:

Name	Country of incorporation	Principal activity
Xchanging Asia Pacific Sdn Bhd	Malaysia	Computer Services
Xchanging Global Insurance Services (Bermuda) Ltd	Bermuda	Computer Services

Investments comprise equity shares with a cost of £22,000 (2013: £22,000).

The director believes that the carrying value of the investments is supported by their underlying net assets.

### 6 Debtors

	2014 £'000	2013 £'000
Amounts owed by group undertakings	16,925	16,925
	<u>16,925</u>	<u>16,925</u>

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

	2014 £'000	2013 £'000
Amounts owed to group undertakings	395	45
Group relief payable	-	184
	<u>395</u>	<u>229</u>

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 8 Called up share capital

	2014	2013
	£'000	£'000
<b>Allotted and fully paid</b>		
1,000 (2013: 1,000) ordinary A shares of £1 each	1	1
	<u>1</u>	<u>1</u>

### 9 Profit and loss account

	£'000
At 1 January 2014	16,717
Loss for the financial year	(166)
<b>At 31 December 2014</b>	<u><b>16,551</b></u>

### 10 Reconciliation of movement in shareholders' funds

	2014	2013
	£'000	£'000
Opening shareholders' funds	16,718	16,902
Loss for the financial year	(166)	(184)
<b>Closing shareholders' funds</b>	<u><b>16,552</b></u>	<u><b>16,718</b></u>

### 11 Parent undertaking and ultimate controlling party

The immediate parent undertaking is Xchanging Global Insurance Systems Limited, a company incorporated in the United Kingdom.

The company's ultimate parent undertaking and controlling party is Xchanging plc, a company incorporated in the United Kingdom. The results of Xchanging International Limited are included in the Xchanging plc consolidated financial statements, copies of which may be obtained from Xchanging plc, The Walbrook Building, 25 Walbrook, London, EC4N 8AQ, United Kingdom. Xchanging plc is the only undertaking to include the results of the company in its consolidated financial statements.