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AGILISYS HOLDINGS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2013

AGILISYS HOLDINGS LIMITED

CONTENTS

OFFICERS AND PROFESSIONAL ADVISORS

The board of directors	C S Mindenhall – Chairman K T Andrews S R Stradling M K Badale S M Beard
Registered office	Second Floor 26-28 Hammersmith Grove London W6 7AW
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 1 Embankment Place London WC2N 6RH
Bankers	Barclays Bank PLC 1 Churchill Place London E14 5HP

CHAIRMAN'S STATEMENT
YEAR ENDED 31 MARCH 2013

FINANCIAL HIGHLIGHTS

Another successful year for Agilisys is reflected in our financial performance It is encouraging that these results were achieved against a backdrop of difficult economic and market conditions in particular in the public sector The Group's strong emphasis on partnership, innovation and people has enabled it to work closely with customers and provide solutions to budgetary challenges whilst still delivering reliable and efficient services

We have delivered growth in turnover and adjusted EBITDA Our net cash position provides flexibility for investment over the coming years

	2013	2012	% Change
Turnover	**£134.3m**	£122 6m	9 5%
Adjusted EBITDA *	**£10.7m**	£9 9m	8 1%
Profit before tax	**£7.9m**	£7 6m	3 9%
Net cash	**£45.0m**	£29 0m	55 2%
Cash flow from operating activities as a percentage of profit before tax (cash flow conversion)	374%	213%	75 6%

** Adjusted EBITDA is defined as profit before interest, taxation, depreciation, amortisation, restructuring costs and share-based payments*

Public sector spending remains under continual scrutiny To support our customers, we have continued to make investments in the development of products and services that enhance their end users experience, whilst at the same time providing them with savings and investment avoidance In particular, our Agilisys Digital platform and complementary Agilisys Engage software product are now in use by many new as well as existing customers

Our diversified portfolio of customers and services together with strong balance sheet and high visibility forward order book put Agilisys on a strong footing in the market and enables us to invest in innovative solutions for our customers

The Public Services (Social Value) Act in effect from January of this year now places a duty on public bodies to consider "the economic, social and environmental well-being" of their community before making procurement decisions This is welcomed by Agilisys, as corporate social responsibility and community involvement has always been a key differentiator, further illustrated this financial year by our establishment of the Agilisys Arch apprenticeship division Arch recruits, trains and supports placement of young people across a range of digital and other knowledge-based roles, both within our company and with external partners and other organisations, providing a vital route to employment for many

FINANCIAL REVIEW

The Group has seen a 9 5% increase in turnover to £134 3m, largely driven by the full year impact of Partnership wins and growth in existing accounts

Adjusted EBITDA has increased 8 1% to £10 7m It reflects the underlying performance of the business after removing the financial effect of restructuring and the share-based payment charge

The tax charge of £1 9m (2012 charge of £2 2m) represents an effective rate of 23 9% compared with 29 2% in 2012 The decrease in the effective rate is primarily due to the fall in corporation tax to 24% from 26% in 2011-12

The company paid a £7,000,000 dividend during the year

CHAIRMAN'S STATEMENT *(continued)*
YEAR ENDED 31 MARCH 2013

Capital expenditure to acquire fixed assets increased 56% to £3 0m in the year up from £1 9m in 2012 with the principal investment being in computer equipment We believe these investments will assist the integration of new Partnerships and service offerings to existing and new customers

Cash flow from operating activities remains a key focus and performed well at £29 5m (2012 £16 2m) with net cash increasing by 55 2% from £29m to £45m Cash flow conversion of 374% has provided a strong balance sheet position as we ended the year and will continue to demonstrate our financial strength as a long term partner for our customers

OUTLOOK

Agilisys expects to continue to grow on the back of revenue visibility and the strength of our pipeline

At a time when our customers remain under pressure to do more for less, our track record of service delivery and experience helps them to innovate, develop, protect and improve services whilst reducing costs As an outsourcing provider and business partner we believe we are well placed to win new business and market share-based on our commitment to innovative and demonstrable value propositions that deliver sustainable improvement for our customers We believe the investments made in the year will ensure our high standards of quality and real value continue to be delivered

Agilisys relies on the hard work and dedication of its talented employees and the Board would like to thank them all for their contributions and the key role they have played in this year's success story

C S Mindenhall
Chairman
31 July 2013

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2013

The directors present their report and the audited consolidated financial statements of the Group for the year ended 31 March 2013

PRINCIPAL ACTIVITIES

The principal activities of the Group are the provision of IT Services and Business Process Outsourcing to public sector bodies The company is an intermediary holding company

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

The consolidated profit and loss account is shown on page 9 The consolidated balance sheet is shown on page 10 A review of the business and future developments is included in the Chairman's Statement on pages 2 to 3

DIVIDEND

The directors paid a dividend for the year of £7,000,000 (2012 £Nil)

DIRECTORS

The directors who served the company during the year and up to the date of signing the financial statements were
C S Mindenhall (Chairman)
K T Andrews
S R Stradling
M K Badale
S M Beard
A Saffer (Appointed 28th May 2013, Resigned 14th June 2013)

PRINCIPAL BUSINESS RISKS

The Group operates a number of Business Process Outsource and IT managed services contracts where service level agreements are committed to and where there is a financial risk if these service levels are not met The Group has a robust review and escalation process to ensure that it continually operates within these agreed levels and should there be a breach remedial action is taken before any business risk occurs to either the Group or its customer In the current economic and reform environment many public sector customers are facing challenges that both create an opportunity for growth and risk over future spending levels

KEY PERFORMANCE INDICATORS ("KPIs")

The Directors track various financial and operational KPIs Financial KPIs tracked are turnover and gross margins across business units and overall overhead costs Comparison is made of month to month trends and against budgets The operational KPIs tracked are key service levels for system and application availability times and service desk response times For our contact centre business we track service levels against productive agent hours

FINANCIAL RISK MANAGEMENT

The Group finances its operations by a combination of shareholders funds and bank facilities and has a limited number of overseas operations Therefore the Group's main financial risks are primarily

- market risk and principally interest rate risk with certain of the Group's cash balances, and
- liquidity risk – this is the risk that suitable funding for the Group's activities may not be available

The Board approves treasury policy and senior management control day-to-day operations The objectives are to manage financial risk, to ensure sufficient liquidity is maintained to meet foreseeable needs, and to invest cash assets safely and profitably Relationships with banks and cash management are coordinated centrally Minimal cash balances are maintained in overseas operations and their cash requirement is monitored weekly

The Group has exposure to the translation of trading results from overseas operations from their local currency back to Sterling This exposure relates to Indian rupees with India and the Euro with the Irish entity As this is purely an accounting issue the Group does not hedge it Exposure to foreign currency net assets is not hedged as there is no intention to realise such assets The Group faces a small exposure to foreign currency risk as it has limited overseas operations Consequently it currently does not hedge this exposure either

EMPLOYEES

The directors would like to take this opportunity to thank the employees for their hard work, commitment and innovation over the last twelve months

Consultation with employees has continued at all levels, with the aim of ensuring that views are taken into account when decisions are made that are likely to affect their interests and that all employees are aware of the financial and economic performance of their business units and of the Group as a whole Communication with all employees continues through the Group intranet, newsletters, monthly company meetings and webcasts Employees are encouraged directly through a detailed performance review and objective setting process, and through training and development opportunities

It is the Group's policy that there should be no unfair discrimination in recruiting and promoting staff, including applicants who are disabled In the event that any members of staff become disabled, every practical effort is made to provide continued employment and appropriate training is arranged The directors are committed to maintaining and developing communication and consultation processes with employees, who in turn are encouraged to become aware of and involve themselves in the performance of the Group as a whole

The Group is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status The group gives full and fair consideration to applications for employment from disabled persons, having regard to their particular aptitudes and abilities Appropriate arrangements are made for the continued employment and training, career development and promotion of disabled persons employed by the Group If members of staff become disabled the Group continues employment, either in the same or an alternative position, with appropriate retraining being given if necessary

The Group systematically provides employees with information on matters of concern to them, consulting them or their representatives regularly, so that their views can be taken into account when making decisions that are likely to affect their interests Employee involvement in the group is encouraged, as achieving a common awareness on the part of all employees of the financial and economic factors affecting the Group is important

EXCEPTIONAL ITEMS

The Group has incurred restructuring costs of £750,000 (2012 £656,000) in the year

DIRECTORS' REPORT *(continued)* FOR THE YEAR ENDED 31 MARCH 2013

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual 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 group and parent company 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 group and the company and of the profit or loss of the company and group 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 and the group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

In accordance with Section 418 of the Companies Act 2006, directors' reports includes a statement, in the case of each director in office at the date the directors' report is approved, that

(a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and

(b) 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

ANNUAL GENERAL MEETING

Under the provisions of the Companies Act 2006, the company has elected not to hold an annual general meeting

S M Beard
CEO
31 July 2013

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AGILISYS HOLDINGS LIMITED FOR THE YEAR ENDED 31 MARCH 2013

We have audited the group and parent company financial statements of Agilisys Holdings Limited for the year ended 31 March 2013 which comprise the Consolidated Profit and Loss Account, the Consolidated and Company Balance Sheets, the Consolidated Cash Flow Statement, Statement of Total Recognised Gains and Losses, 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 group's and parent 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 Chairman's Statement and Directors' Report 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 group's and the parent company's affairs as at 31 March 2013 and of the group's profit and cash flows 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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AGILISYS HOLDINGS LIMITED *(continued)* FOR THE YEAR ENDED 31 MARCH 2013

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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

Alison Lees (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
Date 1 August 2013

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2013

	Note	**Year ended 31 March 2013 £'000**	Year ended 31 March 2012 £'000
Turnover	2	**134,252**	122,570
Cost of sales – pre exceptionals		**(116,576)**	(104,693)
– exceptionals		**(750)**	(656)
Gross profit		**16,926**	17,221
Administrative expenses		**(9,073)**	(9,645)
Profit on ordinary activities before interest	3	**7,853**	7,576
Net interest receivable	6	**51**	17
Profit on ordinary activities before taxation		**7,904**	7,593
Tax (charge) on profit on ordinary activities	7	**(1,887)**	(2,215)
Profit on ordinary activities after taxation		**6,017**	5,378
Equity minority interests	24	**(5)**	(111)
Profit for the financial year	21	**6,012**	5,267

All of the above operations are classed as continuing

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

STATEMENT OF GROUP TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 MARCH 2013

	Note	**2013 £'000**	2012 £'000
Profit for the financial year	21	6,012	5,267
Net foreign exchange movement		61	(97)
Total recognised gains for the year	22	**6,073**	5,170

CONSOLIDATED BALANCE SHEET
AS AT 31 MARCH 2013

	Note	2013 £'000	2012 £'000
Fixed assets			
Intangible assets	9	**1,639**	142
Tangible assets	10	**4,906**	2,903
		6,545	3,045
Current assets			
Stocks	12	**22**	240
Debtors (including £1,723,000 falling due after more than one year (2012 £1,701,000))	13	**53,282**	48,634
Cash at bank and in hand		**45,045**	29,043
		98,349	77,917
Creditors Amounts falling due within one year	16	**(67,464)**	(42,718)
Net current assets		**30,885**	35,199
Total assets less current liabilities		**37,430**	38,244
Creditors Amounts falling due after more than one year	17	**(308)**	(718)
Net assets		**37,122**	37,526
Capital and reserves			
Called-up share capital	18	**240**	240
Share premium account	20	**35,129**	35,129
Other reserves	20	**49**	49
Profit and loss account	21	**1,588**	1,997
Total shareholders' funds	22	**37,006**	37,415
Minority interests	24	**116**	111
Capital employed		**37,122**	37,526

The notes on pages 13 to 28 form part of these financial statements

These financial statements were approved by the directors on 31 July 2013 and are signed on their behalf by

C S Mindenhall
Director

COMPANY BALANCE SHEET
AS AT 31 MARCH 2013

	Note	2013 £'000	2012 (restated) £'000
Fixed assets			
Investments	11	**29,506**	32,218
Current assets			
Debtors (including £7,319,000 falling due after more than one year (2012 £5,630,000)	13	**7,980**	6,511
Cash at bank and in hand		**122**	8,873
		8,102	15,384
Creditors Amounts falling due within one year	16	**(486)**	(76)
Net current assets		**7,616**	15,308
Total assets less current liabilities		**37,122**	47,526
Creditors Amounts falling due after more than one year	17	**-**	(10,000)
Net assets		**37,122**	37,526
Capital and reserves			
Called-up share capital	18	**240**	240
Share premium account	20	**35,129**	35,129
Other reserves	20	**49**	49
Revaluation reserve	20	**1,721**	4,433
Profit and loss account	21	**(17)**	(2,325)
Total shareholders' funds		**37,122**	37,526

The notes on pages 13 to 28 form part of these financial statements

These financial statements were approved by the directors on 31 July 2013 and are signed on their behalf by

C S Mindenhall
Director

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2013

	Note	2013 £'000	2013 £'000	2012 £'000	2012 £'000
Net cash inflow from operating activities	25		**29,529**		16,209
Returns on investment and servicing of finance					
Net interest received		**93**		158	
Interest paid on finance lease		**(33)**		(8)	
Interest paid on bank loan or overdraft		**(9)**		(133)	
Net cash inflow/(outflow) from returns on investment and servicing of finance			**51**		17
Taxation paid			**(2,121)**		(1,499)
Capital expenditure and financial investment					
Proceeds from sale of fixed assets		**-**		20	
Capital expenditure to acquire fixed assets		**(3,037)**		(1,946)	
Capital expenditure to acquire intangible assets		**(2,000)**		-	
Net cash outflow from capital expenditure and financial investment			**(5,037)**		(1,926)
Net cash inflow before financing			**22,422**		12,801
Financing					
Dividend paid to parent company		**(7,000)**		-	
Net cash inflow/(outflow) from financing			**(7,000)**		-
Increase in cash in the year			**15,422**		12,801

RECONCILIATION OF NET DEBT FOR THE YEAR ENDED 31 MARCH 2013

Reconciliation of increase in cash to movement in net funds	Note	2013 £'000	2012 £'000
Increase in cash in the year	26	**15,422**	12,801
Other non cash changes	26	**580**	513
Increase in net funds		**16,002**	13,314
Net funds at 1 April		**29,043**	15,729
Net funds at 31 March	26	**45,045**	29,043

NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2013

1. ACCOUNTING POLICIES

Basis of accounting
The financial statements have been prepared on a going concern basis in accordance with the Companies Act 2006, applicable accounting standards in the United Kingdom and under the historical cost convention as modified by the revaluation of investments in subsidiary undertakings The principal accounting policies, which have been applied consistently throughout the year and the prior year unless otherwise stated, are set out below

Basis of consolidation
The consolidated financial statements include the financial statements of the company and its subsidiary undertakings made up to 31 March 2013 The results of subsidiaries sold or acquired are included in the consolidated profit and loss account up to, or from, the date control passes Intra-group sales and profits are eliminated fully on consolidation

On acquisition of a subsidiary, all of the subsidiary's assets and liabilities that exist at the date of acquisition are recorded at their fair values reflecting their condition at that date Changes to these assets and liabilities, and the resulting gains and losses that arise after the group has gained control of the subsidiary are credited or charged to the post acquisition profit and loss account

Where the Group is responsible for funding a loss making subsidiary which is not fully owned, the debit balance in respect of the minority interest is not recognised in the financial statements and the full loss is recognised by the Group When previously recognised losses are recovered by gains, the residual gains are recognised as minority interests

Intangible fixed assets
Goodwill
Goodwill arising on consolidation represents the excess of the fair value of the consideration given over the fair value of the identifiable net assets acquired It is eliminated by amortisation over its useful economic life (ranging from 3 to 7 years) The company evaluates the carrying value of goodwill to determine if there has been any impairment in value, which would result in the inability to recover the carrying amount When it is determined that the carrying value exceeds the recoverable amount, the excess is written off to the profit and loss account

Pre contract costs
A key part of the group's activities is the process of bidding for and securing long term contracts All bid costs incurred prior to achieving preferred bidder status are treated as an expense irrespective of the ultimate outcome of the bid Directly attributable costs incurred after achieving preferred bidder status are held on the balance sheet as an intangible fixed asset

These costs are subsequently amortised on a straight line basis over the period of the contract in question The carrying value of such assets are reviewed for impairment at the end of the first full financial year following the award of the contract and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable

Contractual rights
Rights to recover costs incurred under contractual terms are capitalised as intangible assets and amortised over the periods in which the costs are recovered

Tangible fixed assets
Tangible fixed assets are initially stated at historic cost, being their purchase cost together with any incidental expenses of acquisition The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable Any permanent impairment of fixed assets is charged to the profit and loss account in the period it arises

NOTES TO THE FINANCIAL STATEMENTS *(continued)* YEAR ENDED 31 MARCH 2013

1. ACCOUNTING POLICIES *(continued)*

Depreciation is calculated so as to write off the cost of tangible fixed assets less their estimated residual values, on a straight-line basis over the expected useful economic lives of the assets concerned The principal annual rates used for this purpose are

Computer equipment and licenses	33 3 – 50%
Office equipment and fixtures and fittings	20 – 33 3%
Leasehold improvements	10 – 25%
Software development	20%

Development costs relating to the creation of software are capitalised if it is probable that the expected future economic benefits attributable to the asset will flow to Agilisys and the costs can be reliably measured The Agilisys Digital platform costs of £538,000 incurred during the year meet this definition of software development and are shown in note 10

Stocks and work in progress, excluding long term contracts
Stocks are stated at the lower of historic cost and net realisable value Cost includes the cost to purchase the stock together with delivery charges No overheads have been included Net realisable value is based on estimated selling price, less further costs expected to be incurred to completion and disposal Provision is made, where appropriate, for obsolete, slow-moving or defective items

Foreign currencies
Monetary assets and liabilities in foreign currencies are translated into Sterling at rates of exchange ruling at the end of the period Transactions in foreign currencies are translated into Sterling at the rate of exchange ruling at the date of the transaction The resulting foreign exchange differences are taken to the profit and loss account in the period in which they arise

Exchange differences arising on consolidation relating to the retranslation of the assets and liabilities of the group's overseas subsidiaries are taken to reserves and are shown in the statement of total recognised gains and losses

Turnover and contracts in progress
Turnover is measured at the fair value of the fees received or receivable and represents amounts receivable for services provided to third parties in the normal course of business, net of discounts, value added tax and other sales related taxes Turnover from consultancy services, installation and other services is recognised when services have been provided and the right to consideration has been earned It excludes expenses recharged to clients at nil margins which are accounted for as a contribution to cost of sales

Turnover from maintenance, support and other periodically contracted services or products is recognised on a pro-rata basis over the contracted period Turnover for long term repetitive service contracts is recognised evenly over the life of the contract where the services delivered do not change year on year, where the value of services alters in the contract the turnover recognised is adjusted accordingly The related costs are recognised in the period in which they are incurred Amounts invoiced but not recognised are accounted for within deferred income Profits on fixed price contracts are taken in proportion to the cost of work performed on each contract relative to the estimated total cost of completing the contract

Revenue contingent on conditions outside the control of Agilisys are only recognised when these conditions are met

Provision is made for all anticipated contract losses as soon as they are identified Profits on time and material contracts are recognised in line with the effort expended

Where the company enters into contracts with multiple elements, where elements are separable, the turnover is allocated to each element based on the relative fair values Where the amounts are not separable or the fair values are not available the turnover is recognised evenly over the period that the services are provided

The gross amount due from customers for contract work is included within trade debtors and the gross amount due to suppliers is included within creditors

NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2013

1. ACCOUNTING POLICIES *(continued)*

Finance and operating leases
When assets are financed by leasing agreements that give rights approximating to ownership, the assets are treated as if they had been purchased outright The assets are capitalised and included in tangible fixed assets at fair value The assets are depreciated over the shorter of the lease term or their useful lives The corresponding lease commitments are shown as obligations to the lessor Depreciation and interest are charged to the profit and loss account All other leases are operating leases and the total base costs are charged to the profit and loss account on a straight-line basis over the lease term

Loans and borrowings
Loans and borrowings are initially recognised at face value plus directly attributable transaction costs Loans and other borrowings are subsequently recognised at amortised cost using the effective interest rate method Amortised cost is calculated by taking into account any issue costs and any discount or premium on settlement

Pension scheme arrangements
Companies within the group make contributions to defined contribution pension schemes These contributions are charged to the profit and loss account as incurred

The group also participates in pension schemes on behalf of its employees The participation in these schemes arises from contracts with customers involving the TUPE (Transfer of Undertakings (Protection of Employment) Regulations) transfer of staff to the group at the commencement of the customer relationship The group is only responsible for making contributions during the contracts At the end of the contracts the obligations in relation to these pension schemes will cease and will transfer to the following supplier As a result the group has accounted for these schemes as defined contribution pension schemes with the contributions being charged to the profit and loss account in the year to which they relate Further details of pension arrangements are given in note 27

Deferred taxation
Provision is made for deferred taxation, using the full provision method, on all material timing differences, on an undiscounted basis Deferred taxation has been recognised as a liability or asset if transactions have occurred at the balance sheet date that give rise to an obligation to pay more taxation in the future or pay less taxation in the future

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted on the basis of all the evidence available

Share-based payment
The fair value of the services received from employees of the company is recognised as an expense in the profit and loss account over the period for which the services are received (vesting period) Equity instruments issued to employees of subsidiary companies are treated as a capital contribution and recorded as an increase in the cost of investment in the subsidiary company

For equity settled share-based payment transactions the total amount recognised is based on the fair value of the equity instrument measured at the date the award is made Assumptions are made as to the total number of equity instruments that will vest and this assumption is reviewed at each balance sheet date The impact of any revision to vesting estimates is recognised in the profit and loss account over the vesting period Proceeds received, net of any directly attributable transaction costs, are credited to share capital and share premium

1. ACCOUNTING POLICIES *(continued)*

The company established an employee benefit trust on 22 November 2002, the Netdecisions Employee Benefit Trust The purpose of the trust is to hold investments in the share capital of Agilisys Group Limited and to grant options over those shares to employees of the group

In accordance with UITF 38, the sponsoring company, Agilisys Group Limited has de facto control over the trust and has included the assets and liabilities of the trust within its own financial statements

Investments in subsidiary undertakings
Change in accounting policy
The company has changed its accounting policy as regards the carrying value of its investments in subsidiaries These were previously carried at cost less any provision for impairment They are now carried at the company's share of the underlying net assets with changes in valuation taken to the revaluation reserve The change has been accounted as a prior year adjustment and the comparative company balance sheet restated Refer further detail in note 11 and 20

2. SEGMENTAL REPORTING

The turnover is generated entirely within the United Kingdom

	2013			2012		
	Business Process Outsourcing £000	**IT Services £000**	**Total £000**	Business Process Outsourcing £000	IT Services £000	Total £000
Turnover	**37,970**	**96,282**	**134,252**	32,327	90,243	122,570
Adjusted Operating profit/(loss)*	**1,069**	**8,052**	**9,121**	(2,235)	11,369	9,134
Restructuring costs	**(212)**	**(538)**	**(750)**	(173)	(483)	(656)
Goodwill amortisation	-	-	-	-	(292)	(292)
Share based payments	-	**(518)**	**(518)**	-	(610)	(610)
Operating profit/(loss)	**857**	**6,996**	**7,853**	(2,408)	9,984	7,576
Interest			**51**			17
Profit before tax			**7,904**			7,593

* Adjusted operating profit/(loss) is operating profit/(loss) after adding back restructuring costs, goodwill amortisation and share-based payments

NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2013

3. OPERATING PROFIT

	2013 £'000	2012 £'000
The operating profit is stated after charging the following		
Depreciation of tangible fixed assets		
- owned assets	782	672
- leased assets	246	62
Loss on disposal of tangible fixed assets	6	34
Amortisation of intangible assets		
- goodwill	-	293
- amortisation of bid costs	40	43
- amortisation of contractual rights	463	-
Operating leases		
- hire of plant and machinery	896	1,143
- other operating leases	1,046	854
Audit services		
- statutory audit	118	115

Included in the group audit fees paid to the group's auditors, £41,200 (2012 £40,000) was paid in respect of the company

4. EMPLOYEE INFORMATION

	2013 £'000	2012 £'000
Wages and salaries	52,514	44,886
Employee costs capitalised	285	-
Social security costs	4,408	4,019
Other pension costs (note 27)	4,179	4,068
Share based payments	518	610
Staff costs	61,904	53,583

The average monthly number of persons (including executive directors) employed by the group during the year was

By activity	2013 Number	2012 Number
Sales, marketing, research and development and fulfilment	1,484	1,362
Administration and support	80	70
	1,564	1,432

5. DIRECTORS' EMOLUMENTS

	2013 £'000	2012 £'000
Aggregate emoluments	554	622

During the current year and prior year, no director exercised options over ordinary shares of Agilisys Holdings Limited or Agilisys Group Limited

Highest paid director	2013 £'000	2012 £'000
Aggregate emoluments	266	405

See note 31 for details of further transactions with directors

NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2013

6. NET INTEREST RECEIVABLE

	2013 £'000	2012 £'000
Bank deposit interest receivable	93	158
Bank loan and overdraft interest payable	(9)	(133)
Interest paid on finance lease	(33)	(8)
Net interest receivable	51	17

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

(a) Tax on profit on ordinary activities

	2013 £'000	2012 £'000
Current tax		
United Kingdom		
Corporation tax at 24% (2012 26%)	1,754	2,031
Total current tax (note 7(b))	1,754	2,031
Deferred tax		
Origination and reversal of timing differences	108	40
Utilisation of prior year losses	3	80
Adjustment in respect of previously unrecognised tax losses from prior period – United Kingdom	-	16
Effect of rate change 26% to 24%	22	48
Total deferred tax (note 14)	133	184
Tax on profit on ordinary activities	1,887	2,215

(b) Factors affecting current tax charge

The tax assessed for the year is lower (2012 higher) than the standard rate of corporation tax in the UK 24% (2012 26%) The differences are explained below

	2013 £'000	2012 £'000
Profit on ordinary activities before tax	7,904	7,593
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK 24% (2012 26%)	1,897	1,974
Effects of		
Expenses not deductible for tax purposes	187	307
Timing differences	(145)	(65)
Utilisation of tax losses	(173)	(177)
Adjustment to foreign tax rates	(12)	(8)
Total current tax (note 7(a))	1,754	2,031

A number of further changes to the UK Corporation tax system were announced in the March 2013 UK Budget Statement A resolution passed by Parliament reduced the main rate of corporation tax to 23% from 1 April 2013 Legislation to reduce the main rate of corporation tax from 23% to 21% from 1 April 2014 is also expected A further reduction to the main rate is also proposed to reduce the rate to 20% from 1 April 2015 None of these rate reductions had been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements

8. PROFIT FOR THE FINANCIAL YEAR

As permitted by Section 408 of the Companies Act 2006, the parent company's profit and loss account has not been included in these financial statements The parent company's profit for the financial year was £9,325,000 (2012 £66,156)

9. INTANGIBLE FIXED ASSETS

Group	Prepaid contract costs £'000	Contractual rights £'000	Total £'000
Cost			
At 1 April 2012	222	-	222
Additions	-	2,000	2,000
At 31 March 2013	**222**	**2,000**	**2,222**
Accumulated amortisation			
At 1 April 2012	80	-	80
Charge for the year	40	463	503
At 31 March 2013	**120**	**463**	**583**
Net book value			
At 31 March 2013	**102**	**1,537**	**1,639**
At 31 March 2012	142	-	142

All goodwill is amortised in full

10. TANGIBLE FIXED ASSETS

Group	Computer Equipment and Licenses £'000	Office Equipment and Fixtures and Fittings £'000	Leasehold Improvements £'000	Software Development £'000	Total £'000
Cost					
At 1 April 2012	4,145	1,180	1,771	-	7,096
Additions	2,307	103	89	538	3,037
Disposals	(12)	-	-	-	(12)
At 31 March 2013	**6,440**	**1,283**	**1,860**	**538**	**10,121**
Accumulated depreciation					
At 1 April 2012	2,729	1,004	460	-	4,193
Charge for the year	658	75	295	-	1,028
Disposals	(6)	-	-	-	(6)
At 31 March 2013	**3,381**	**1,079**	**755**	-	**5,215**
Net book value					
At 31 March 2013	**3,059**	**204**	**1,105**	**538**	**4,906**
At 31 March 2012	1,416	176	1,311	-	2,903

At 31 March 2013 the net book value of assets held under finance lease amount to £923,400 (2012 £1,169,640)

11. FIXED ASSET INVESTMENTS

Company	Shares in subsidiary undertakings £'000
As at 1 April 2011 as reported	27,785
Prior year adjustment	5,825
As restated	33,610
Movement in year	(1,392)
As at 31 March 2012	32,218
Movement in valuation	(2,712)
31 March 2013	**29,506**

Where available the Company has taken the group reconstruction relief in Section 131 of the Companies Act 2006 and has accordingly recognised the investments in subsidiary undertakings at the nominal value of the shares issued Subsequent changes in value are taken through the revaluation reserve The change in accounting policy in 2013 has been dealt with as a previous year adjustment and comparatives restated

12. STOCKS

	Group		Company	
	2013	2012	**2013**	2012 (restated)
	£'000	£'000	**£'000**	£'000
Goods for resale	**22**	240	-	-

13. DEBTORS

	Group		Company	
	2013	2012	**2013**	2012 (restated)
Amounts falling due within one year	**£'000**	£'000	**£'000**	£'000
Trade debtors	**11,390**	11,111	-	-
Amounts owed by related parties	**840**	169	-	-
Amounts owed by parent company	**10,875**	10,400	-	-
Other debtors	**1,621**	980	**546**	882
Deferred tax (see note 14)	**444**	577	-	-
Prepayments and accrued income	**26,389**	23,696	**115**	-
	51,559	46,933	**661**	882

	Group		Company	
	2013	2012	**2013**	2012 (restated)
Amounts falling due over one year	**£'000**	£'000	**£'000**	£'000
Amounts owed by subsidiaries	-	-	**7,032**	5,342
Amounts owed by related parties	**1,723**	1,701	**287**	287
	1,723	1,701	**7,319**	5,630
Total debtors	**53,282**	48,634	**7,980**	6,511

Details of amounts owed by related parties are set out in note 31

14. DEFERRED TAXATION ASSET

Group	£'000
At 1 April 2012	577
Charge to the profit and loss account	(133)
At 31 March 2013	**444**

Deferred taxation provided in the financial statements, and the amounts unrecognised of the potential asset are as follows

	Recognised		Unrecognised	
	2013	2012	2013	2012
Group	£'000	£'000	£'000	£'000
Tax effect of timing differences:				
On excess trading losses	**(6)**	(9)	**(1,685)**	(1,959)
On the excess of depreciation over capital allowances	**(438)**	(568)	-	-
Deferred tax asset	**(444)**	(577)	**(1,685)**	(1,959)

The deferred tax asset that has been recognised is included within debtors – see note 13

The Company has not recognised a deferred tax asset in the current or prior year and has an unrecognised deferred tax asset of £463,000 (2012 £483,000) This unrecognised deferred tax asset is based on historical carried forward losses and would only be recoverable if sufficient future profits arise in this entity

15. RESTRICTED CASH AND SHORT TERM INVESTMENTS

No short term treasury deposits were held as at 31 March 2013 and 31 March 2012

16. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2013	2012	2013	2012 (restated)
	£'000	£'000	£'000	£'000
Trade creditors	**7,142**	5,966	-	-
Corporation tax	**169**	532	**36**	18
Other taxation and social security	**8,472**	5,758	-	-
Other creditors	**774**	723	**330**	-
Accruals and deferred income	**50,150**	29,329	**120**	58
Amounts owed to related parties	**347**	-	-	-
Obligations under finance leases	**410**	410	-	
	67,464	42,718	**486**	76

NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2013

17. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group		Company	
	2013	2012	**2013**	2012 (restated)
	£'000	£'000	**£'000**	£'000
Amounts owed to subsidiaries	-	-	-	10,000
Obligations under finance leases	**308**	718	-	-
	308	718	-	10,000

Obligations under finance leases are payable as follows

	Group		Company	
	2013	2012	**2013**	2012 (restated)
	£'000	£'000	**£'000**	£'000
Between one and two years	**308**	410	-	-
Between two and five years	-	308	-	-
In five or more years	-	-	-	-
	308	718	-	-

18. CALLED-UP SHARE CAPITAL

Group and Company	**2013** **£'000**	2012 £'000
Authorised		
182,871,619 (2012 182,871,619) ordinary shares of £0 0025 each	**457**	457
17,128,381 (2012 17,128,381) deferred shares of £0 0025 each	**43**	43
Allotted and fully paid		
96,019,423 (2012 96,019,423) ordinary shares of £0 0025 each	**240**	240
	240	240

NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2013

19. SHARE-BASED PAYMENTS

Share-based payment charge

The charge to the profit and loss for the year was £517,967 (2012 £609,749)

Share option scheme

The parent of the Company currently operates two share option schemes under which grants of options may be made, The Agilisys Group Unapproved Share Option Scheme and the Agilisys Enterprise Management Incentive Scheme

The board of directors of the parent company approve all grants under the share option schemes As at 31 March 2013, there were 23,777,132 (2012 21,922,416) options over ordinary shares of £0 0025 each outstanding These options were exercisable between October 2002 and September 2022 at exercise prices ranging from 20p to 120p per share

During the year, the directors also approved the grant of options to purchase shares in Agilisys Group Limited outside the share option schemes As at 31 March 2013, there were 4,355,443 (2012 5,187,859) options over ordinary shares of £0 0025 each outstanding These options were exercisable between June 2003 and October 2015 at exercise prices ranging from 5p to 50p per share

Details of the share options outstanding during the year are as follows

	2013 Number of shares	**2013** Weighted average exercise price (in pence)	2012 Number of shares	2012 Weighted average exercise price (in pence)
Outstanding as at 1 April	**27,110,274**	**59**	23,550,566	51
Granted in the year	**2,293,334**	**116**	4,388,000	104
Exercised in the year	**(413,834)**	**22**	(270,417)	22
Lapsed in the year	**(857,200)**	**46**	(557,875)	78
Outstanding as at 31 March	**28,132,574**	**64 pence**	27,110,274	59 pence

Options were valued using the Black-Scholes option-pricing model The inputs into the Black-Scholes model are as follows

	2013	2012
Weighted average share price	**75 pence**	79 pence
Weighted average exercise price	**119 pence**	104 pence
Expected volatility	**31%**	31%
Expected life	**4 years**	4 years
Risk free rate	**1.73%**	2 12%

Expected volatility was determined by calculating the historical volatility of comparative companies in similar industries over the previous three years The expected life used in the model is the maximum exercise life

20. RESERVES

Group	Share premium account	Other reserves
	£'000	£'000
At 1 April 2012 and 31 March 2013	**35,129**	**49**

Company	Share premium account	Other reserves	Revaluation reserve
	£'000	£'000	£'000
As at 1 April 2011 as reported	35,129	49	-
Prior year adjustment	-	-	5,825
As restated	35,129	49	5,825
Movement in year	-	-	(1,392)
As at 31 March 2012	35,129	49	4,433
Movement in valuation	-	-	(2,712)
31 March 2013	**35,129**	**49**	**1,721**

No Group or Company shares were issued during the current year or prior year

21. RECONCILIATION OF MOVEMENTS IN PROFIT AND LOSS ACCOUNT

Group	£'000
Net foreign exchange movement	61
Profit for the financial year	6,012
Share based payments	518
Dividend paid	(7,000)
At 1 April 2012	1,997
At 31 March 2013	**1,588**

Company	£'000
Profit for the financial year	9,325
Dividend paid	(7,000)
At 1 April 2012	(2,342)
At 31 March 2013	**(17)**

The share-based payment is recorded in Agilisys Group Limited which became the ultimate parent company from 31 July 2008

NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2013

22. RECONCILIATION OF MOVEMENTS IN GROUP SHAREHOLDERS' FUNDS

	2013 £'000	2012 £'000
Profit for the financial year	6,012	5,267
Share based payments	518	609
Dividend paid	(7,000)	-
Net foreign exchange movement	61	(97)
Net addition to group shareholders' funds	(409)	5,779
Opening shareholders' funds	37,415	31,636
Closing shareholders' funds	**37,006**	37,415

23. DIVIDEND PAID

During the year a dividend of 7 29p per share was paid on 96,019,423 ordinary shares The dividend of £7,000,000 (2012 £Nil) was paid to Agilisys Group Ltd the ultimate parent company registered in Guernsey

24. MINORITY INTERESTS

Minority interests represent the interests of other members of H&F Bridge Partnership Limited and Elevate East London LLP

25. NET CASH INFLOW FROM OPERATING ACTIVITIES

Reconciliation of operating profit to net cash inflow from operating activities

	2013 £'000	2012 £'000
Profit before interest and taxation	7,853	7,576
Loss on disposal of tangible fixed assets	6	34
Depreciation	1,028	734
Intangibles amortised	503	336
Decrease in provisions	-	(352)
Decrease/(increase) in stocks	218	(90)
Increase in debtors	(4,779)	(9,056)
Increase in creditors	24,700	17,027
Net cash inflow from operating activities	**29,529**	16,209

26. RECONCILIATION OF MOVEMENT IN NET FUNDS

	At 1 April 2012 £'000	Cash flow £'000	Other non-cash changes £'000	At 31 March 2013 £'000
Cash in hand and in bank	29,043	15,422	580	45,045
Net funds	29,043	15,422	580	45,045

27. PENSION COMMITMENTS

Defined contribution schemes

The Group financial statements for all its pension scheme arrangements as defined contribution schemes The assets of the schemes are held separately from those of the Company in independently administered funds The cost to the Company for the year was £4,178,634 (2012 £4,068,274) The amount outstanding at the year end is £411,888 (2012 £530,742)

28. FINANCIAL COMMITMENTS

At 31 March 2013 the group had annual commitments under non-cancellable operating leases as follows

	2013		2012	
Group	**Land and buildings £'000**	**Other £'000**	Land and buildings £'000	Other £'000
Expiring within one year	459	400	14	292
Expiring between two and five years	564	134	540	603
Expiring greater than five years	204	-	-	-
	1,227	534	554	895

29. CONTINGENT LIABILITIES

Group
The Group has provided through the normal course of business performance bonds and guarantees of £5,417,000 (2012 £7,055,000) The group does not expect any material financial loss to arise

Company
The Company has provided through the normal course of business performance bonds and guarantees of £5,417,000 (2012 £7,055,000) The Company does not expect any material financial loss to arise

NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2013

30. PRINCIPAL SUBSIDIARIES

	Country of registration or incorporation	Description of shares held by Company	Description of shares held by Group	Proportion of voting rights held by the Group
Subsidiary undertakings				
Intermediate holding companies				
Agilisys Services Holdings Limited	United Kingdom	300,003 ordinary £1 shares	300,003 ordinary £1 shares	100%
Agilisys B2C Limited	United Kingdom	400,141 ordinary £1 shares	400,141 ordinary £1 shares	100%
Agilisys B2B Limited	United Kingdom	51 ordinary £1 shares	51 ordinary £1 shares	100%
Netdecisions Employee Benefit Trust	Jersey	-	-	100%
Services companies				
Agilisys Professional Services Limited	United Kingdom	-	200 ordinary £0 01 shares	100%
Agilisys IT Services India Pvt Limited	India	1,998,544 ordinary INR 10 shares	1,998,554 ordinary INR 10 shares	100%
Agilisys Limited	United Kingdom	-	23,300,000 Ordinary £0 01 shares	100%
Agilisys Managed Services Limited	United Kingdom	-	100 ordinary shares £1 shares	100%
Agilisys Technologies and Shared Services Limited	United Kingdom	-	33 Ordinary £1 shares	100%
Agilisys Contact Services Limited	United Kingdom	-	65,235 ordinary £0 01 shares	100%
Contact Partners Services Limited	Ireland	-	284,076 shares of stg £1	100%
H&F Bridge Partnership Limited	United Kingdom	-	801 A Ordinary Shares of £1 each	80 1%
Elevate East London LLP	United Kingdom	-	Capital fund £80	80%
Agilisys Arch Limited	United Kingdom	-	100 shares of £0 01	100%

The intermediate holding companies' principal activity is acting as sub-holding companies The Services companies' principal activities are the development, marketing and sales of software products and provision of related IT services Agilisys Contact Services Limited's principal activity is to provide contact centre outsourcing services

NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2013

31. RELATED PARTY TRANSACTIONS

During the year the Company recognised the following turnover and incurred the following costs from related parties and the balances outstanding at the year end with these parties are as follows

Related Party note	Note	Details	Year ended 31 March 2013 Turnover/(Costs) £'000	Amounts due from /(to) as at 31 Mar-13 £'000	Year ended 31 March 2012 Turnover/(Costs) £'000	Amounts due from /(to) as at 31 Mar-12 £'000
BMS Finance Ltd	4	Consulting services	(32)	-	(32)	-
Evuvo Ltd	5	IT services	-	-	270	25
Home Learning College Ltd	8	IT and Consulting Services	175	42	343	102
Blenheim Chalcot Management Ltd	1	IT and Consulting Services	(89)	63	417	26
BC Hammersmith Property Ltd	8	Property Services	(760)	(258)	-	-
BC Hammersmith Property Management Ltd	1	Property Services	847	71	-	-
ND Investments LLP	2	Deferred consideration/Interest	22	1 723	25	1 701
CorporatePay Ltd	6	IT services	40	3	33	3
CorporatePay Services Ltd	6	IT services	18	1	-	-
EM Sporting Holdings Ltd	4	IT services	6	(10)	11	6
Consumer Advisory Services Ltd	7	Business Process Services	1 062	611	-	-
Copperdime Ltd	8	IT and Consulting Services	299	-	153	7
TDX Group Ltd	3	Consulting services	(148)	(79)	-	-
OakBrook Finance Ltd	8	Consulting services	17	-	-	-
BC Arch Ltd	8	Consulting services	192	49	-	-
Total Revenue/Amounts due from Related Party			2 678	2 563	1,252	1 870
Total (Costs)/(Amounts due to Related Party)			(1 029)	(347)	(32)	-

Notes
1 M K Badale and C S Mindenhall have a material interest in the Company
2 Related by virtue of having one common director being C S Mindenhall
3 Related by virtue of having one common director being M K Badale
4 Related by virtue of having common directors
5 The entity was disposed of in prior year
6 The entity was disposed of during the financial year
7 The entity was disposed of after balance sheet date
8 M K Badale and C S Mindenhall's wife have a material interest in the Company

At 31 March 2013, BMS Finance Limited owned warrants totalling 212,783 (2012 212,783) over shares in Agilisys Group Limited The warrants have exercise price of 20p and can be exercised over periods of up to 20 years

Subsequent to the year-end BMS Finance Ltd exercised its warrants and the shares were repurchased by AG Group Ltd for £212,783

At 31 March 2013, Tranquil Insurance Limited owned warrants totalling 1,200,000 (2012 1,200,000) over shares in Agilisys Group Limited The warrants have exercise price of 5p and can be exercised over periods of up to 20 years

Tranquil Insurance is related by virtue of M K Badale, S R Stradling and C S Mindenhall's wife having an interest in Tranquil Insurance Limited

Also post year-end Tranquil Insurance exercised its warrants and the shares were repurchased by Agilisys Group Ltd for £1,200,000 in total

At 31 March 2013 25,000,000 (2012 25,000,000) shares in Agilisys Group Limited are owned by C S Mindenhall's wife At 31 March 2013 7,699,435 (2012 7,699,435) shares in Agilisys Group Limited are owned by M K Badale's wife

32. IMMEDIATE AND ULTIMATE PARENT COMPANY

Agilisys Group Limited, a Guernsey registered company is considered to be the immediate and ultimate parent undertaking