

# **GENEOS LIMITED**

**Company No. 03936830 (England and Wales)**

## **FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 2011**

**TUESDAY**



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**COMPANIES HOUSE**

**Geneos Limited**  
**Annual Report and Financial Statements**  
**For the year ended 31 March 2011**

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<b>Directors</b>	Mr S J Bates
	Mr M Kipnis
	Mr D S Curnow
<b>Secretary</b>	Mr K Waterton
<b>Registered Office</b>	31 Worship Street
	London
	EC2A 2DX
<b>Auditors</b>	BDO LLP
	55 Baker Street
	London W1U 7EU

**Geneos Limited**  
**Annual Report and Financial Statements**  
**For the year ended 31 March 2011**

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**Geneos Limited**  
**Report of the Directors**  
**For the year ended 31 March 2011**

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The directors submit their annual report and accounts for the year ended 31 March 2011

**Principal Activities**

The principal activity of the Company continues to be research, development and licensing of computer software

**Directors**

The directors in office throughout the year were:

Mr S J Bates

Mr D S Curnow

Mr M Kipnis

**Statement of disclosure of information to auditors**

So far as each of the directors at the time the report is approved are aware

- there is no audit information of which the company's auditors are unaware
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

**Directors' responsibilities**

The directors are responsible for preparing the Report of the Directors' 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 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 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 company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to

**Geneos Limited**

**Report of the Directors**

**For the year ended 31 March 2011**

**(Continued)**


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- 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 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 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.

In preparing this directors' report advantage has been taken of the small companies' exemption.

Signed on behalf of the board of directors



Mr S J Bates

Director

13 September 2011

**Geneos Limited****Independent Auditors' Report to the members of Geneos Limited****For the year ended 31 March 2011**

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We have audited the financial statements of Geneos Limited for the year ended 31 March 2011 which comprise the Profit and Loss Account, Balance Sheet and 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).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' 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.

**Respective responsibilities of directors and auditors**

As described in the statement of directors' responsibilities, the Company's 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 (APB's) Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

**Opinion on the financial statements**

In our opinion, the financial statements

- give a true and fair view of the state of the company's affairs at 31 March 2011 and of its profit for the year then ended, and
- have been properly prepared in accordance with the United Kingdom Generally Accepted Accounting Principles, and
- have been prepared in accordance with the Companies Act 2006.

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

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

**Geneos Limited**

**Independent Auditors' Report to the members of Geneos Limited**

**For the year ended 31 March 2011**

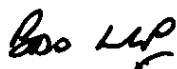
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**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the 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



Scott McNaughton (senior statutory auditor)

For and on behalf of BDO LLP, statutory auditor

55 Baker Street

London W1U 7EU

13 September 2011

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

**Geneos Limited**  
**Profit & Loss Account**  
**For the year ended 31 March 2011**

	Notes	2011 £	2010 £
<b>Turnover</b>	<b>2</b>	2,435,140	2,055,944
Cost of sales		<u>(1,222,512)</u>	<u>(1,052,308)</u>
<b>Gross profit</b>		1,212,628	1,003,636
Administrative expenses		<u>(361)</u>	<u>(53,642)</u>
<b>Profit on ordinary activities before taxation</b>		1,212,267	949,994
Tax on profit on ordinary activities	<b>4</b>	(185,909)	(265,998)
<b>Profit for the financial year</b>		<u><u>1,026,358</u></u>	<u><u>683,996</u></u>

All amounts relate to continuing activities

The company has no recognised gains and losses other than the Profit above and therefore no separate statement of total recognised gains and losses has been presented

The notes on pages 8 to 11 form part of these financial statements



**Geneos Limited**  
**Balance Sheet**  
**At 31 March 2011**

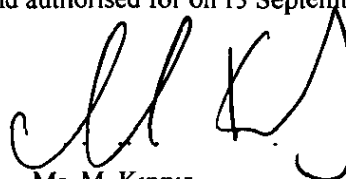
	Notes	2011 £	2010 £
<b>Current assets</b>			
Debtors	5	4,307,037	3,527,983
Cash at bank and in hand		631	147
		<u>4,307,668</u>	<u>3,528,130</u>
<b>Creditors: amounts falling due within one year</b>	6	(625,966)	(872,786)
<b>Net current assets</b>		<u>3,681,702</u>	<u>2,655,344</u>
<b>Total assets less current liabilities</b>		<u>3,681,702</u>	<u>2,655,344</u>
<b>Net assets</b>		<u><u>3,681,702</u></u>	<u><u>2,655,344</u></u>
<b>Capital and reserves</b>			
Called up share capital	7	185	185
Profit and loss account	8	<u>3,681,517</u>	<u>2,655,159</u>
<b>Shareholders' funds</b>	9	<u><u>3,681,702</u></u>	<u><u>2,655,344</u></u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime

The financial statements were approved by the board of directors and authorised for on 13 September 2011



Mr S J Bates  
Director



Mr M Kipnis  
Director

Company Registration No 03936830  
England and Wales

The notes on pages 8 to 11 form part of these financial statements

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## **1 Accounting policies**

### **1.1 Basis of accounting**

The financial statements have been prepared under the historical cost convention and in accordance with the generally accepted accounting practice of the United Kingdom

### **1.2 Research and development**

Expenditure on research and development is written off to the profit and loss account as incurred

### **1.3 Current taxation**

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

### **1.4 Deferred taxation**

Deferred tax arises as a result of including items of income and expenditure in taxation computations in periods different from those in which they are included in the company's accounts. Deferred tax is provided in full on timing differences which result in an obligation to pay more (or less) tax at a future date, at the average tax rates that are expected to apply when the timing differences reverse, based on current tax rates and laws. Deferred tax assets are only accounted for when it is more likely than not that there will be taxable profits in the future against which they can be offset. Deferred tax balances are not discounted.

## **2 Turnover**

Turnover represents amounts charged to ITRS Group plc under a royalty agreement, for the use of the intellectual property held by Geneos Limited

**Geneos Limited****Notes to the Financial Statements****For the year ended 31 March 2011****(Continued)**

<b>3 Directors' remuneration</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>

Remuneration of the directors of the company is analysed as follows

Emoluments	-	52,008
	-	52,008

Emoluments of the highest paid director	-	20,000
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For the year ended 31 March 2011, the directors were paid by ITRS Group plc

<b>4 Taxation on profit on ordinary activities</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>

Current tax on profits of the year	339,435	265,998
Over provision in prior year	(153,526)	-
Total current tax	185,909	265,998

Taxation on profit on ordinary activities	185,909	265,998
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Factors affecting total current tax

Profit before tax	1,212,267	949,994
Corporation tax on profit at 28% (2009 28%)	339,435	265,998
Adjusted for		
Research and development tax credit	(153,526)	-
	185,909	265,998

**Geneos Limited**  
**Notes to the Financial Statements**  
**For the year ended 31 March 2011**  
(Continued)

<b>5 Debtors</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Amounts owed by group undertakings	4,307,035	1,932,140
Prepayments and accrued income	-	1,501,146
Called up share capital not paid	2	2
Other debtors	-	94,695
	<u>4,307,037</u>	<u>3,527,983</u>

All amounts fall due for payment within one year

<b>6 Creditors: amounts falling due within one year</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Corporation tax	186,721	112,810
Other taxation and social security	275,297	-
Due to group undertakings	163,948	759,976
	<u>625,966</u>	<u>872,786</u>

<b>7 Called up share capital</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Authorised share capital		
1,000,000 Ordinary shares of £ 1 each	<u>1,000,000</u>	<u>1,000,000</u>
Allotted, called up and fully paid share capital		
Fully paid 183 Ordinary shares of £ 1 each	183	183
Payable 2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

<b>8 Reserves</b>	<b>Profit and loss account</b>	<b>Total</b>
	<b>£</b>	<b>£</b>
At 1 April 2010	2,655,159	2,655,159
Profit for the financial year	<u>1,026,358</u>	<u>1,026,358</u>
At 31 March 2011	<u>3,681,517</u>	<u>3,681,517</u>

**Geneos Limited**  
**Notes to the Financial Statements**  
**For the year ended 31 March 2011**  
(Continued)

<b>9 Shareholders' funds</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Opening shareholders' funds	2,655,344	1,971,348
Profit for the financial year	1,026,358	683,996
Closing shareholders' funds	<u>3,681,702</u>	<u>2,655,344</u>

**10 Post balance sheet event**

Post year end the company has made a successful R & D tax claim in respect of the year ended 31 March 2010. The amount claimed was £154,000 and this was received from HMRC on 4 August 2011. The directors are currently assessing whether a similar R & D tax claim can be made in respect of the year ended 31 March 2011.

**11 Related party transactions**

The company has taken advantage of the exemption conferred by Financial Reporting Standard 8 "Related Party disclosures" not to disclose transactions with members of the group headed by ITRS Group plc on the grounds that 100% of the voting rights in the company are controlled within that group and the company is included in the consolidated financial statements.

**12 Ultimate controlling party**

On 11th March 2010 the company became a wholly owned subsidiary of ITRS Group plc. Following this event and during the year ended 31st March 2011, there was no ultimate controlling party, but effective ultimate control was exercised by two directors of ITRS Group plc, Mr S J Bates and Mr M Kipnis, who own 48.648% each of the issued share capital of ITRS Group plc.

**13 Cash flow statement**

Under the provisions of Financial Reporting Standard No. 1 (Revised) "Cash Flow Statements", the company has not prepared a cash flow statement because its ultimate parent undertaking, ITRS Group plc, which is registered in England and Wales, has prepared consolidated accounts for the year. These accounts contain a cash flow statement and are publically available.