

Registered number 04223104

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**LOGICA SYSTEMS UK LIMITED**

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**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2012**



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**LOGICA SYSTEMS UK LIMITED**

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## **LOGICA SYSTEMS UK LIMITED**

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### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012**

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The directors present their report and the financial statements for the year ended 31 December 2012

#### **PRINCIPAL ACTIVITIES AND BUSINESS REVIEW**

The company did not trade in either the year under review or the preceding period. The principal activity of the company in the period under review was that of a holding company. There is no change expected in these activities in the foreseeable future.

#### **DIRECTORS**

The directors who served during the year and up to the date of signing the financial statements were as follows:

William Floyd (resigned 31 July 2012)  
John J Hemming (resigned 21 January 2013)  
Jonathan Kay (appointed 31 July 2012 & resigned 21 January 2013)  
R David Anderson (appointed 21 August 2012)  
Timothy W Gregory (appointed 21 January 2013)  
Faris M K Mohammed (appointed 21 January 2013)

#### **DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the directors' 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 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:

- select suitable accounting policies and then apply them consistently,
- make judgments 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.

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**LOGICA SYSTEMS UK LIMITED**

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**DIRECTORS' REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2012**

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**DISCLOSURE OF INFORMATION TO AUDITORS**

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

**INDEPENDENT AUDITORS**

During the year ended 31 December 2012, PricewaterhouseCoopers LLP resigned as auditors for the company and were replaced by Ernst & Young LLP, who will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

In preparing this report, the directors have taken advantage of the small companies exemptions provided by Part 15 of the Companies Act 2006

This report was approved by the board on 30 September 2013 and signed on its behalf



**Faris M K Mohammed**  
Director

250 Brook Drive  
Green Park  
Reading  
RG2 6UA

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## **LOGICA SYSTEMS UK LIMITED**

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### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LOGICA SYSTEMS UK LIMITED**

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We have audited the financial statements of Logica Systems UK Limited for the year ended 31 December 2012, which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and 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 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.

#### **RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

As explained more fully in the directors' responsibilities statement, 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.

#### **SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the 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 company's affairs as at 31 December 2012 and of its profit 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.

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**LOGICA SYSTEMS UK LIMITED**

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**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LOGICA SYSTEMS UK LIMITED**

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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, or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' report

*Ernst & Young LLP*

N C Powell (Senior statutory auditor)

for and on behalf of  
**Ernst & Young LLP**

Statutory Auditors

London

30 September 2013

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**LOGICA SYSTEMS UK LIMITED**

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**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 2012**

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	Note	2012 £000	2011 £000
Interest receivable and similar income	4	51	49
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>51</b>	<b>49</b>
Tax on profit on ordinary activities	5	-	-
<b>PROFIT FOR THE FINANCIAL YEAR</b>	8	<b>51</b>	<b>49</b>

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the profit and loss account

The notes on pages 7 to 10 form part of these financial statements

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LOGICA SYSTEMS UK LIMITED  
REGISTERED NUMBER: 04223104

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BALANCE SHEET  
AS AT 31 DECEMBER 2012

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	Note	2012 £000	2011 £000
<b>CURRENT ASSETS</b>			
Debtors	6	1,806	1,755
<b>NET ASSETS</b>		<u>1,806</u>	<u>1,755</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	7	6,467	6,467
Profit and loss account	8	(4,661)	(4,712)
<b>TOTAL SHAREHOLDERS' FUNDS</b>	9	<u>1,806</u>	<u>1,755</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 September 2013



Faris M K Mohammed  
Director

The notes on pages 7 to 10 form part of these financial statements

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## LOGICA SYSTEMS UK LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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#### 1 ACCOUNTING POLICIES

The principal accounting policies are set out below. They have all been applied consistently throughout the current year and preceding year.

##### 1.1 Basis of preparation of financial statements

The financial statements have been prepared on the going concern basis, under the historical cost convention in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

The company is a wholly owned indirect subsidiary of CGI Group Inc and is included in the consolidated accounts of that company, which are publicly available (see note 11). Consequently, the company has taken advantage of the exemption under FRS 1 'Cash Flow Statements' (revised 1996) from preparing a cash flow statement.

##### 1.2 Taxation

Corporation tax is provided on taxable profits at amounts expected to be paid, or recovered, under tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised to take account of timing differences between the treatment of transactions for financial reporting purposes and their treatment for tax purposes. A deferred tax asset is only recognised when it is regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted.

Deferred tax is measured at the tax rates that are expected to apply in periods in which the timing differences are expected to reverse, based on the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is measured on a non-discounted basis.

#### 2. STAFF COSTS

The company has no employees other than the directors, who did not receive any remuneration (2011 - £nil).

There were no employees during the year (2011 nil) other than directors.

During the current year all directors' emoluments have been borne by other group companies within the CGI Group Inc group, since these directors are either officers or directors of other group companies. The directors' services to the company do not occupy a significant amount of their time. As such the directors do not consider that they have received any remuneration for their incidental services to the company for either period. For the year ended 31 December 2012, no directors were remunerated by this company (2011 £nil).

#### 3. OPERATING PROFIT

The cost of auditors' remuneration was borne by CGI IT UK Limited.

**LOGICA SYSTEMS UK LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2012**

**4 INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>2012</b>	2011
	<b>£000</b>	£000
Interest receivable from group companies	<b>51</b>	49

**5. TAX ON PROFIT ON ORDINARY ACTIVITIES**

	<b>2012</b>	2011
	<b>£000</b>	£000
UK corporation tax charge on profit for the year	-	-

**Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2011 - lower than) the standard rate of corporation tax in the UK of 24.5% (2011 - 26.5%). The differences are explained below

	<b>2012</b>	2011
	<b>£000</b>	£000
Profit on ordinary activities before tax	<b>51</b>	49
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.5% (2011 - 26.5%)	<b>12</b>	13
<b>Effects of:</b>		
Group tax relief - tax losses claimed for no consideration	<b>(12)</b>	(7)
Utilisation of losses brought forward	-	(6)
<b>Current tax charge for the year (see note above)</b>	<b>-</b>	-

**Factors that may affect future tax charges**

During the year the main rate of corporation tax reduced from 26% to 24% with effect from 1 April 2012. A number of changes to the UK corporation tax system were announced in the March 2013 budget Statement. The Finance Act 2012, which was enacted and received Royal Assent on 17 July 2012, 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 and to 20% from 1 April 2015 was included in the Finance Act 2013 which was enacted July 2013. These rate reductions had not been substantively enacted at the balance sheet date and therefore, are not included in these financial statements.

**6 DEBTORS**

	<b>2012</b>	2011
	<b>£000</b>	£000
Amounts owed by group undertakings	<b>1,806</b>	1,755

The amounts due from fellow group undertakings are unsecured, repayable on demand and bear interest

**LOGICA SYSTEMS UK LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2012**

**6. DEBTORS (continued)**

at variable market rate based on LIBOR plus 2%

**7. CALLED UP SHARE CAPITAL**

	2012 £000	2011 £000
<b>Allotted, called up and fully paid</b>		
6,466,810 Ordinary shares of £1 each	<u>6,467</u>	<u>6,467</u>

**8. RESERVES**

	Profit and loss account £000
At 1 January 2012	(4,712)
Profit for the year	51
At 31 December 2012	<u>(4,661)</u>

**9 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**

	2012 £000	2011 £000
Opening shareholders' funds	1,755	1,706
Profit for the year	51	49
Closing shareholders' funds	<u>1,806</u>	<u>1,755</u>

**10. RELATED PARTY TRANSACTIONS**

As a wholly owned subsidiary undertaking of the ultimate parent undertaking, CGI Group Inc, the company has taken advantage of the exemption in Financial Reporting Standard 8 'Related Party Disclosures' from disclosing transactions with other members of the group headed by CGI Group Inc, whose accounts are publicly available (see note 11)

There were no other related party transactions during the current or prior years

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**LOGICA SYSTEMS UK LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2012**

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**11. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

The immediate parent undertaking is CGI France SAS

The ultimate parent undertaking and controlling party at the date of these financial statements was CGI Group Inc , which was also the parent undertaking of the smallest and largest group to consolidate these financial statements CGI Group Inc is incorporated in Canada Copies of the CGI Group Inc financial statements are publicly available from

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