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SIRACOM LIMITED ANNUAL REPORT AND AUDITED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2013

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SIRACOM LIMITED

COMPANY INFORMATION

DIRECTORS

D Thompson

R Leggett M Ryan

SECRETARY

D Thompson

REGISTERED OFFICE

Unit T, The Loddon Centre

Roentgen Road Daneshill East Basingstoke RG24 8NG

REGISTERED NUMBER

4285452 England and Wales

AUDITORS

Mumford & Co

Chartered Accountants and Statutory Auditor

The Old Rectory Church Street Weybridge Surrey KT13 8DE

SIRACOM LIMITED

REGISTERED NUMBER 4285452 England and Wales
STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2013

REVIEW OF BUSINESS

We aim to present a balanced and comprehensive review of the performance and development of our business during the year and its position at the year end. This review is consistent with the size and the nature of our business and is written in the context of the risks and uncertainties we face.

Our company continues to sell computer hardware, software and support, mainly to schools, colleges and other educational establishments in the UK. The company's sales are organised as one division.

Our company remains a significant UK dealer for a US based computer hardware and software manufacturer, to the extent that in excess of 80% of our sales emanate from purchases from that supplier. The remaining sales are of a similar nature, emanating from a number of other UK and overseas suppliers.

PRINCIPAL RISKS AND UNCERTAINTIES

As with many businesses of our size, the business environment in which we operate is challenging. We have built excellent business relationships with our major supplier and with other important suppliers. We have maintained our position in the market by providing competitive and efficient product, service and support to our customers and by actively promoting our company and it's products and services to gain new business.

DEVELOPMENT AND PERFORMANCE

With risks and uncertainties in mind, we are aware that any plans for the future development of the business may be subject to unforeseen events outside of our control.

FINANCIAL KEY PERFORMANCE INDICATORS

We consider that our key financial performance indicators are those which indicate the financial performance and strength of the company, being turnover, gross margin and current asset ratios.

Although turnover for this year at £13,648K is 17% lower by £2,704K, compared to last year's turnover of £16,352K, the company had benefited last year from an unusually large contract amounting to approximately £4,500K of sales in Northern Ireland. With that contract excluded from last years figures, sales this year have grown by £1,796K.

Although gross profit is £265K lower this year, with £1,769K compared to £2,034K, the gross percentage margin improved, with this year showing 12.96%, against 12.44% last year.

Operating profit amounted to 4%, £565K this year, against 7%, £1,069K last year, a reduction of £504K. Apart from the £265K reduction in gross profit, the remainder is due to additional expenditure this year. Of this, an additional £96k was expended this year to replace the company's computer system and accounts system with a cloud based system, the cost of which included implementation, training and support. Also, the company spent an additional £87K on it's sales and support staff and an extra £52K on advertising and promoting it's products and services. Overall, other costs have only marginally increased.

While our company's capital base has been reduced this year with the payment of dividends of £500K, (2012; £80K), the current asset ratio remains at a similar level to that of last year of 152% against 151%.

Signed on behalf of the board of directors

D Thompson Director

Approved by the Board: 29 August 2014

REGISTERED NUMBER 4285452 England and Wales

REPORT OF THE DIRECTORS

The directors present their annual report with the accounts of the company for the year ended 31 December 2013.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the sale and distribution of computer network systems.

DIRECTORS

The directors in office in the year and their interests in the company's issued ordinary share capital were as follows:

	31 December 2013		31 December	
	Ordinary <u>Shares</u>	A' Ordinary <u>Shares</u>	Ordinary <u>Shares</u>	A' Ordinary <u>Shares</u>
D Thompson	890	0	400	0
R Leggett	890	0	400	0
M Ryan appointed 1 October 2013	0	0	0	0
	1,780	0	800	0

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, 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 elected to prepare the financial statements in accordance with 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 year.

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent, and;
- 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.

DIVIDENDS

The directors recommend that a final dividend of £0 per share be paid on the shares in issue amounting to £0, (2012: £0) and that the interim dividend of £625 per share paid on 30 April 2013 be confirmed.

THIRD PARTY INDEMNITY PROVISIONS

There are no third party indemnity provisions required.

REGISTERED NUMBER 4285452 England and Wales

REPORT OF THE DIRECTORS continued

FINANCIAL INSTRUMENTS

The company has not traded in financial instruments this year.

FUTURE DEVELOPMENTS

During the next year, the company aims to expand it's business within the same market sector.

RESEARCH AND DEVELOPMENT

The company has no research and development activities.

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

We, the directors of the company who held office at the date of approval of these Financial Statements as set out above each confirm, so far as we are aware, that:

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

Signed on behalf of the board of directors

D Thompson

Secretary

Approved by the Board: 29 August 2014

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF

SIRACOM LIMITED

We have audited the financial statements of Siracom Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, Balance Sheet, the Cash Flow Statement, the 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.

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 that we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As explained more fully in the Directors' Responsibilities Statement, set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit 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 (APB'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 strategic report and directors 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.

SIRACOM LIMITED continued

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 2013 and of its profit/(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.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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

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.

Brian Mumford, (Senjor Statutory Auditor)

For and on behalf of MUMFORD & CO

Chartered Accountants and Statutory Auditor

Date: -29 August 2014

The Old Rectory Church Street Weybridge Surrey KT13 8DE

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2013

	<u>NOTES</u>	Continuing Operations	Acquisitions	Discontinued Operations	Total	<u>Total</u>
		2013 £	2013	2013 £	. <u>2013</u> £	<u>2012</u> £
TURNOVER	2	13,647,518	£ O	0	13,647,518	16,351,902
Cost of sales		(11,878,447)	0	0	(11,878,447)	(14,318,190)
GROSS PROFIT		1,769,071	0	0	1,769,071	2,033,712
Selling and distribution costs		(833,198)	0	0	(833,198)	(662,213)
Establishment expenses		(53,273)	0	0	(53,273)	(55,305)
Administrative expenses	-	(317,318)	0	0	(317,318)	(246,884)
OPERATING PROFIT	3	565,282	0	0	565,282	1,069,310
Interest receivable Interest payable	-				966 (40,941)	857 (44,929)
PROFIT ON ORDINARY ACTIV BEFORE TAXATION	TITIES				525,307	1,025,238
TAXATION - UK corporation tax	× 7				(117,202)	(256,233)
PROFIT for the financial year after taxation					408,105	769,005
RETAINED PROFIT brought for	ward				1,573,316	884,311
					, -,-	<i>;</i>
PROFIT for the financial year after taxation					408,105	769,005
Dividends paid					(500,000)	(80,000)
Bonus shares issued					(980)	0
RETAINED PROFIT carried forv	vard				1,480,441	1,573,316

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profit (loss) for the above two financial years.

BALANCE SHEET AT 31 DECEMBER 2013

REGISTERED AS A COMPANY IN ENGLAND & WALES 4285452

	NOTES	<u>20</u>	<u>13</u>	<u>20</u>	<u>12</u>
		£	£	£	£
FIXED ASSETS	_	•			05.040
Tangible assets	8		40,935		65,043
CURRENT ASSETS				-	
Stock	9	1,219,206		876,578	
Debtors	10	2,920,151		2,347,524	
Cash at bank and in hand		96,995_		1,243,717	
		4,236,352		4,467,819	
CREDITORS: amounts falling due					
within one year	11	(2,792,489)		(2,950,448)	
mann one year	, ,	(2,102,100)		(2,000,10)	
NET CURRENT ASSETS			1,443,863		1,517,371
Deferred taxation provision	12		(2,177)		(7,898)
Deterred taxation providen			(=,)		(.,000)
		•		•	
NET ASSETS		. :	1,482,621	:	1,574,516
CAPITAL AND RESERVES				•	
Called up share capital	13		1,780		800
Capital redemption reserve			400		400
Profit and loss account			1,480,441		1,573,316
SHAREHOLDERS' FUNDS			1,482,621		1,574,516
OHARLIOLDERO I ONDO		:	1,402,021	:	1,014,010

These financial statements were approved and authorised for issue by the Board.

Signed on behalf of the board of directors.

R Leggett Director

Approved by the board: 29 August 2014

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CASH FLOW STATEMENT			
FOR THE YEAR ENDED 31 DECEMBER 2013			
		2013	2012
December of an artist well to set and flow		£	£
Reconciliation of operating profit to net cash flow from operating activities			
Operating profit		565,282	1,069,310
Depreciation charges		29,127	31,149
Loss on disposal of fixed assets Increase/(decrease) in stocks		5,384 (342,628)	2,759 176,400
Increase in debtors		(572,627)	(849,971)
Increase/(decrease) in creditors		(28,900)	977,888
Net cash inflow from operating activities		(344,362)	1,407,535
CASH FLOW STATEMENT			
Net cash inflow from operating activities		(344,362)	1,407,535
Returns on investment and servicing of finance, a	as below	(39,975)	(44,072)
Taxation		(251,982)	(26,802)
Capital expenditure payments to acquire tangib	le fixed assets	(10,403)	(14,978)
		(646,722)	1,321,683
Equity dividends paid		(500,000)	(80,000)
		(1,146,722)	1,241,683
Management of liquid resources		0	0
Financing			0
Reduction in cash		(1,146,722)	1,241,683
Reconciliation of net cash flow to movement in ne	et debt/funds		•
(Reduction)/increase in cash in the period		(1,146,722)	1,241,683
Change in net debt	•	(1,146,722)	1,241,683
Net funds at 1 January 2013		1,243,717	2,034
Net funds at 31 December 2013		96,995	1,243,717
NOTES TO CASH FLOW STATEMENT			 -
GROSS CASH FLOWS			
Returns on investment and servicing of finance			
Interest received		966	857
Overdraft interest paid		(66)	(141)
Interest paid for invoice discounting		(40,875)	(44,788)
		(39,975)	(44,072)
ANALYSIS OF CHANGES IN NET DEBT		<u></u>	
	Balance	Cash	Balance
	brought forward	flows	carried forward
Cash at bank and in hand	£ 1,243,717	£ (1,146,722)	£ 96,995
Bank overdraft	0	(1,140,722)	0
	1,243,717	(1,146,722)	96,995
Debt due within one year	0	. 0	0
Debt due after one year	0	0	0
Current asset investments	0	0	0
	1,243,717	(1,146,722)	96,995

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NOTES TO THE ACCOUNTS AT 31 DECEMBER 2013

Compliance with Accounting Standards

The accounts have been prepared in accordance with applicable accounting standards. There were no material departures from those standards.

NOTE 1 ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below and have remained unchanged from the previous year, and also have been consistently applied within the same accounts.

Turnover

Turnover represents net invoiced sales of goods and services, excluding VAT.

Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets.

Depreciation

Depreciation is provided, after taking account of any grants receivable, at the following annual rates in order to write off each asset over its estimated useful life:

Computer equipment, fixtures & fittings

20% straight line basis

Motor vehicles

25% straight line basis

Stock

Stock is valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow-moving items.

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 and liabilities are not discounted.

Foreign exchange

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

Pension costs

Contributions in respect of the company's defined contribution pension scheme are charged to the profit and loss account for the year in which they are payable to the scheme. Differences between contributions payable and contributions actually paid are shown either as accruals or prepayments at the year end.

Leasing

Rentals applicable to operating leases where substantially all of the benefits and risk of ownership remain with the lessor are charged against profit on a straight line basis over the lease term.

Assets held under finance leases and hire purchase contracts are capitalised and depreciated over their useful lives. The corresponding lease or hire purchase obligation is treated in the balance sheet as a liability. The interest element of rental obligations is charged to profit and loss account over the period of the lease at a constant proportion of the outstanding balance of capital repayments.

Going concern basis of accounting

The accounts have been prepared on the assumption that the company is able to carry on business as a going concern, which the directors consider appropriate.

NOTE 1 ACCOUNTING POLICIES continued

NOTE 2 TURNOVER

The company's turnover represents the value, excluding value added tax, of goods and services supplied to customers during the year. Of the company's turnover, 1.2 %, (2012: 0.9%), was attributable to geographical markets outside the United Kingdom. The analysis of turnover by activity and geographical area is as follows:-

	3	•	,	5 5 .		
					2013 £	2012 £
Turnover - comprising sale of	of computer ha	rdware and sof	tware, licences	and support	13,647,518	16,351,902
United Kingdom European Union United States of America			·		13,488,560 153,861 5,097	16,203,025 148,877 0
					13,647,518	16,351,902
NOTE 3 OPERATING PR	<u>ROFIT</u>					
The operating results are an	alysed as follo					
	Continuing £	2013 Discontinued £	<u>Total</u> £	Continuing £	2012 Discontinued £	Total £
Turnover	13,647,518	0	13,647,518	16,351,902	0	16,351,902
Cost of sales	(11,878,447)	0	(11,878,447)	(14,318,190)	0	(14,318,190)
Net operating expenses:						
Selling & distribution costs	(833,198)	0	(833,198)	(662,213)		(662,213)
Administration costs	(53,273)	0	(53,273)	(55,305)	0	(55,305)
Other operating income	(317,318)	0	(317,318)	(246,884)	0	(246,884)
Operating profit	565,282	0	565,282	1,069,310	0	1,069,310
The Astal Saura for my	•			40: 1 1 00	(0040, 00) :	

The total figure for net operating expenses for continuing operations in 2013 includes \pounds 0, (2012: \pounds 0), in respect of acquisitions.

The operating profit is stated after charging or (crediting):	2013 £	2012 £
Directors' remuneration	129,452	111,000
Pension of directors'	. 0	0
Auditors' remuneration	16,269	15,198
Depreciation of tangible fixed assets	29,127	31,149
(Profit)/loss on disposal of fixed assets	5,384	2,759
Operating lease charges in respect of motor vehicle contract hire	62,203	33,701
Net (gains)/loses on foreign currency transactions	(76,010)	(66,405)

NOTE 4 DIRECTORS' REMUNERATION	<u>2013</u> £	2012 £
Remuneration Amounts receivable under long term incentive schemes Contributions to a pension scheme	129,452 0 0 129,452	111,000 0 0 111,000
The number of directors to whom retirement benefits are accruing in respect of qualifying services for money purchase schemes is No directors' pension premium payments were made this year.	<u>2013</u> <u>Number</u> 2	<u>2012</u> <u>Number</u> 2
NOTE 5 STAFF COSTS The average number of persons employed by the company, including directors, during the year was as follows:	<u>2013</u> Number	<u>2012</u> Number
Management and administration Sales and distribution	6 12 18	5 10 15
The aggregate payroll costs of these persons were as follows:	2013 £	2012 £
Wages and salaries Social security Other pension costs	666,660 71,198 1,361 739,219	586,486 63,304 1,241 651,031

NOTE 6 INTEREST PAYABLE AND SIMILAR CHARGES	<u>2013</u> £	<u>2012</u> £
Interest payable: Bank loans and overdrafts All other loans	66 0	141 0
Finance charges payable: Finance leases and hire purchase contracts Invoice discounting	0 40,875 0	0 44,788 0
NOTE 7 TAX ON PROFIT (LOSS) ON ORDINARY ACTIVITIES		
(a) Analysis of charge in period:		
Current tax: UK Corporation tax on profits of the period Adjustments in respect of previous periods	122,939 (16)	263,346 (1,192)
	122,923	262,154
Total current tax (note 7b)		
Deferred tax: Origination and reversal of timing differences Effect of increased tax rate on opening liability Increase in discount	(5,721) 0 0	(5,921) 0 0
Total deferred tax	(5,721)	(5,921)
Tax on profit on ordinary activities	. 117,202	256,233

NOTES TO THE ACCOUNTS AT 31 DECEMBER 2013

NOTE 7 TAX ON PROFIT (LOSS) ON ORDINARY ACTIVITIES

(b) Factors affecting tax charge for period

The tax assessed for the period is lower than the standard rate of corporation tax in the UK (%). The differences are explained below:-

	2013 £	2012 £
Profit on ordinary activities before tax	525,307	1,025,238
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 23.25% (2012: 24.50%) Effects of:	122,134	251,183
Expenses not deductible for tax purposes	2,990	13,485
Capital allowances for period less than/in excess of depreciation	5,451	3,382
Smaller company and marginal rate tax saving	(7,636)	(4,704)
Utilisation of tax losses	0	0
Rollover relief on profit on disposal of property	0	0
Higher rate taxes on overseas earnings	0	0
Adjustments to tax charge in respect of previous periods	(16)	(1,192)
Current tax charge for period (note 7(a)	122,923	262,154

(c)Factors that may affect future tax charges

None other than reduction in standard rate from 1 April 2014 to 21%

NOTE 8 TANGIBLE FIXED ASSETS

	Fixtures fittings		
	& computer	Motor	
	equipment	· vehicles	<u>Total</u>
	£	£	£
Cost:			
At 1 January 2013	147,502	33,924	181,426
Additions	6,153	4,250	10,403
Disposals/scrapped	0	(11,750)	(11,750)
At 31 December 2013	153,655	26,424	180,079
Depreciation:			
At 1 January 2013	96,218	20,165	116,383
Charge for year	22,189	6,938	29,127
Disposals/scrapped	0	(6,366)	(6,366)
At 31 December 2013	118,407	20,737	139,144
Net Book Value:			•
At 31 December 2013	35,248	5,687	40,935
At 31 December 2012	51,284	13,759_	65,043

Included in the total net book value of tangible fixed assets held at 31 December 2013 was £0, (2012: £0), in respect of assets held under finance leases and hire purchase contracts.

NOTE 9 STOCK AND WORK IN PROGRESS	2013 £	2012 £
Goods for resale	1,219,206	876,628
	1,219,206	876,628
NOTE 10 DEBTORS		
Trade debtors (invoice discounted)	2,643,785	2,039,617
Invoice discounting receivable	0	146,640
VAT recoverable	172,469	0
Prepayments and deferred expenses	· 103,897	161,267
	2,920,151	2,347,524

SIRACOM LIMITED

NOTES TO THE ACCOUNTS AT 31 DECEMBER 2013

NOTE 11 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

Bank loans and overdrafts Trade creditors Corporation tax Other taxes and social security costs Invoice discounting (secured) Directors current accounts Other creditors, accruals and deferred income		2013 £ 0 1,695,155 122,939 11,144 912,891 5,011 45,349 2,792,489	2012 £ 0 2,529,178 251,998 131,740 0 3,655 33,877 2,950,448
NOTE 12 PROVISIONS FOR LIABILITIES	Deferred Taxation £	Other Provisions £	Total £
Balance at 1 January 2013 Utilised during the year Charge for the year Adjustment to advance corporation tax	7,898 (5,721) 0 0	0 0 0 0	7,898 (5,721) 0 0
Balance at 31 December 2013	2,177	0	2,177
		2013 £	<u>2012</u> £
Deferred tax: Accelerated capital allowances Tax losses carried forward		2,177 0	7,898 0
Undiscounted provision for deferred tax Discount		0	0
Discounted provision for deferred tax		2,177	7,898

NOTE 13 CALLED UP SHARE CAPITAL		
	<u>2013</u>	<u>2012</u>
Authorised:	£	£
5,000 Ordinary shares of £1 each	5,000	5,000
5,000 'A' Ordinary shares of £1 each	5,000	5,000
•	10,000	10,000
Allotted, called up and fully paid:		
800 Ordinary shares of £1 each	1,780	800
0 'A' Ordinary shares of £1 each	0	0
	1,780	800

Bonus issue of Ordinary shares during the year

On 30 September 2013, a bonus issue of 980 Ordinary shares was made from distributable reserves, increasing the issued and fully paid share capital from £800 to £1,780.

Grant of EMI (Enterprise Management Incentive) share options

On 5 November 2013, an option was granted to Mr M J Ryan, for 220 Ordinary shares at an exercise price of £1,050 per share. The option is granted under the provisions of Schedule 5 of Income Tax (Earnings and Pensions) Act 2003. The option may be exercised by Mr M J Ryan in whole or in part as long as he remains employed by the Company.

The option or any balance of shares not exercised will lapse after a period of 10 years. If the whole of the option is exercised, this shareholding will equate to 11% of the ordinary share capital. Should the company increase the issued ordinary share capital prior to the exercise of the option, the number of shares granted will be increased pro rata and the price per share will be adjusted accordingly.

NOTE 14 CAPITAL REDEMPTION RESERVE		
	<u>2013</u> £	<u>2012</u> £
At 1 January 2013 Movements during the year	400 0	400 0
At 31 December 2013	400	400
NOTE 15 PROFIT AND LOSS RESERVE		
At 1 January 2013	1,573,316	884,311
Profit for the financial year after taxation	408,105	769,005
Dividends	(500,000)	(80,000)
Bonus shares issued	(980)	0
At 31 December 2013	1,480,441	1,573,316

SIRACOM LIMITED		<u>Page 17</u>
NOTES TO THE ACCOUNTS AT 31 DECEMBER 2013		
NOTE 16 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	<u>2013</u> €	2012 £
Profit (loss) for the financial year after taxation Dividends	408,105 (500,000) (91,895)	769,005 (80,000) 689,005
Other recognised gains and losses relating to the year Bonus issue of new share capital from reserves New share capital subscribed	(980) 980	0 0
Net addition to shareholders' funds Opening shareholders' funds	(91,895) 1,574,516	689,005 885,511
Closing shareholders' funds	1,482,621	1,574,516
NOTE 17 LEASING COMMITMENTS		
At 31 December 2013 the company has annual commitments as set or non-cancellable operating leases for motor vehicle contract hire.	ut below, under	
The annual commitments expire as follows:- Within one year Within two to five years	47,057 17,583	28,120 6,444
	64,640	34,564

NOTE 18 CONTINGENT LIABILITIES

There were no contingent liabilities at the date of the balance sheet.

NOTE 19 PENSION COSTS

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £1,361, (2012 £1,241). Contributions totalling £0, (2012 £0) were payable to the fund at the year end and are included in creditors

NOTES TO THE ACCOUNTS AT 31 DECEMBER 2013

NOTE 20 RELATED PARTY TRANSACTIONS, CONTROL RELATIONSHIPS AND OTHER MATTERS

Throughout the year, the company was under the control of Mr D Thompson and Mr R Leggett who are the major shareholders and the directors of the company.

During the year dividends were paid to directors and their spouses, amounting to £500,000.

NOTE 21 POST BALANCE SHEET EVENTS

There were no significant post balance sheet events.

TRADING AND PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2013

	<u>2013</u>		<u> 2012</u>	
	£	£	£	£
TURNOVER		13,647,518 .		16,351,902
COST OF SALES		(11,878,447)		(14,318,190)
GROSS PROFIT		1,769,071		2,033,712
SELLING AND DISTRIBUTION EXPENSES				
Sales and support salaries and wages	483,683		406,294	
Company cost NIC	51,562		44,166	•
Advertising and promotion	104,527		52,531	
Motor and travelling expenses Motor vehicle contract hire	89,934 62,203		94,587 33,701	
Entertaining and subsistence	19,835		7,725	
Bad debts	21,454		23,209	
	833,198	<u>.</u>	662,213	
ESTABLISHMENT EXPENSES				
Rent, rates, services and insurances	53,273		55,305	
		-		•
	53,273	-	55,305	
		(886,471)		(717,518)
Total carried forward		882,600		1,316,194

This page does not form part of the statutory accounts

TRADING AND PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2013

	201 £	1 <u>3</u> £	<u>2</u> (012 £
Totals brought forward		882,600		1,316,194
ADMINISTRATIVE EXPENSES Directors' remuneration Administrative salaries and wages Company cost NIC Directors pension scheme Staff pension scheme Telephone and fax Printing, postage and stationery Staff training costs Computer maintenance and IT costs	129,452 53,525 19,636 0 1,361 11,063 3,411 1,012 96,870		111,000 69,192 19,138 0 1,241 10,042 3,947 460 1,265	
Repairs and maintenance Sundry expenses Subscriptions Bank charges (Profit)/loss on foreign exchange Legal and professional fees Audit and accountancy fees Depreciation - office and computer equipment Depreciation - motor vehicles (Profit)/loss on disposal of fixed assets	6,805 4,200 1,630 4,895 (76,010) 8,688 16,269 22,189 6,938 5,384	(317,318)	7,317 6,172 2,328 4,660 (66,405) 27,421 15,198 21,441 9,708 2,759	(246,884)
OPERATING PROFIT		565,282		1,069,310
INTEREST RECEIVABLE Bank deposit interest Other interest	966 0	966	857 0	857
INTEREST PAYABLE Bank overdraft interest Invoice discounting Other interest payable	66 40,875 0	(40,941)	141 44,788 0	1,070,167
PROFIT on ordinary activities	-	525,307		1,025,238

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