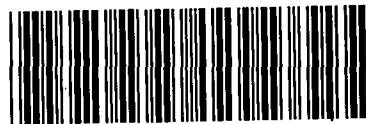


CALLIDUS SOLUTIONS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

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COMPANIES HOUSE

CALLIDUS SOLUTIONS LIMITED

COMPANY INFORMATION

DIRECTORS	M L Glover M A Langridge
COMPANY SECRETARY	R&Q Central Services Limited
REGISTERED NUMBER	04983134
REGISTERED OFFICE	110 Fenchurch Street London EC3M 5JT
INDEPENDENT AUDITORS	PKF Littlejohn LLP Statutory Auditor 1 Westferry Circus Canary Wharf London E14 4HD
BANKERS	National Westminster Bank Plc PO Box 12258 1 Princes Street London EC2R 8PA

CALLIDUS SOLUTIONS LIMITED

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CALLIDUS SOLUTIONS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2013

The Directors present their report and the financial statements for the year ended 31 December 2013.

DIRECTORS

The Directors who served during the year were:

M L Glover
M A Langridge

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

As permitted by the Companies Act 2006, an insurance policy has been purchased on a Group basis which covers the Directors of the Company.

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 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:

- 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.

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 relevant audit information and to establish that the company's auditors are aware of that information.

CALLIDUS SOLUTIONS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2013**

AUDITORS

Under section 487(2) of the Companies Act 2006, PKF Littlejohn LLP (formerly Littlejohn LLP) will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

MCraig

.....
R&Q Central Services Limited
Secretary

Date: 16 April 2014

CALLIDUS SOLUTIONS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDER OF CALLIDUS SOLUTIONS LIMITED

We have audited the financial statements of Callidus Solutions Limited for the year ended 31 December 2013, 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 shareholder 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 shareholder 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 shareholder 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 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.

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 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.

CALLIDUS SOLUTIONS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDER OF CALLIDUS SOLUTIONS LIMITED

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 from the requirement to prepare a Strategic Report or in preparing the Directors' Report.



Ian Cowan (Senior Statutory Auditor)
for and on behalf of

PKF Littlejohn LLP

Statutory Auditor

London

Date: 17 April 2014

CALLIDUS SOLUTIONS LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2013**

	Note	2013 £	2012 £
TURNOVER	1,2	1,321,645	1,722,128
Administrative expenses		(1,291,639)	(1,621,275)
OPERATING PROFIT	3	30,006	100,853
Interest receivable and similar income	6	7,603	240
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		37,609	101,093
Tax on profit on ordinary activities	7	62	(24,062)
PROFIT FOR THE FINANCIAL YEAR	13	37,671	77,031

All amounts relate to continuing operations.

There were no recognised gains and losses for 2013 or 2012 other than those included in the Profit and Loss Account.

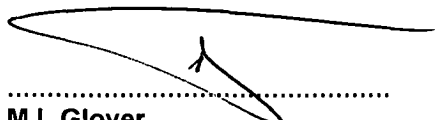
The notes on pages 7 to 12 form part of these financial statements.

CALLIDUS SOLUTIONS LIMITED
REGISTERED NUMBER: 04983134

BALANCE SHEET
AS AT 31 DECEMBER 2013

	Note	£	2013 £	£	2012 £
FIXED ASSETS					
Tangible assets	8		2,507		3,463
CURRENT ASSETS					
Debtors	9	207,525		245,495	
Cash at bank		54,688		60,890	
		<u>262,213</u>		<u>306,385</u>	
CREDITORS: amounts falling due within one year	10	(38,682)		(121,322)	
NET CURRENT ASSETS			<u>223,531</u>		<u>185,063</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>226,038</u>		<u>188,526</u>
PROVISIONS FOR LIABILITIES					
Deferred tax	11		(199)		(358)
NET ASSETS			<u>225,839</u>		<u>188,168</u>
CAPITAL AND RESERVES					
Called up share capital	12		2		2
Profit and loss account	13		225,837		188,166
SHAREHOLDER'S FUNDS	14		<u>225,839</u>		<u>188,168</u>

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


.....
M L Glover
Director

Date: 16 April 2014

The notes on pages 7 to 12 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013**

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

1.2 Going concern

The Directors' have assessed the position of the Company and it is expected to be able to meet its own liabilities as they fall due. The Directors believe that no material uncertainty exists that may cast significant doubt over the ability of the Company to continue as a going concern. Therefore the Company's Directors have reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future.

1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

The Company provides regulatory, compliance and company secretarial work to external clients and other companies in the R&Q Group.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant & machinery	- 25% reducing balance
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1.6 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

CALLIDUS SOLUTIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013**

1. ACCOUNTING POLICIES (continued)**1.7 Foreign currencies**

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Profit and Loss Account.

2. TURNOVER

A geographical analysis of turnover is as follows:

	2013 £	2012 £
United Kingdom	1,274,286	1,648,782
Rest of world	47,359	73,346
	<u>1,321,645</u>	<u>1,722,128</u>

3. OPERATING PROFIT

The operating profit/(loss) is stated after charging

	2013 £	2012 £
Depreciation of tangible fixed assets:		
- owned by the company	956	3,783
Difference on foreign exchange	(358)	2,078
	<u></u>	<u></u>

4. AUDITORS' REMUNERATION

	2013 £	2012 £
Fees payable to the company's auditor and its associates for the audit of the company's annual accounts	7,000	10,500
	<u></u>	<u></u>

5. STAFF COSTS

Costs are recharged to each company by means of a Group recharge. Full staff costs are disclosed in the employing company R&Q Insurance Services Limited.

CALLIDUS SOLUTIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013**

6. INTEREST RECEIVABLE

	2013 £	2012 £
Interest receivable from group companies	7,523	240
Other interest receivable	80	-
	<u>7,603</u>	<u>240</u>

7. TAXATION

Provision has been made in the financial statements for corporation tax at current rates on the assessable profits for the year. Group relief relates to amounts payable for losses surrendered by other Group companies.

	2013 £	2012 £
Analysis of tax charge in the year		
Current tax (see note below)		
Adjustments in respect of prior periods	-	(655)
Group taxation relief	97	25,586
Total current tax	<u>97</u>	<u>24,931</u>
Deferred tax		
Origination and reversal of timing differences	(127)	(770)
Effect of increased tax rate on opening liability	(32)	(99)
Total deferred tax (see note 11)	<u>(159)</u>	<u>(869)</u>
Tax on profit on ordinary activities	<u>(62)</u>	<u>24,062</u>

CALLIDUS SOLUTIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013**

7. TAXATION (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2012 - *higher than*) the standard rate of corporation tax in the UK of 23.25% (2012 - 24.5%). The differences are explained below:

	2013 £	2012 £
Profit on ordinary activities before tax	<u>37,609</u>	<u>101,093</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 23.25% (2012 - 24.5%)	8,743	24,765
Effects of:		
Expenses not deductible for tax purposes	7	-
Depreciation in excess of capital allowances	142	821
Adjustments to tax charge in respect of prior periods	-	(655)
Non payment for losses surrendered as group relief	(8,795)	-
Current tax charge for the year (see note above)	<u>97</u>	<u>24,931</u>

Factors that may affect future tax charges

In the Finance Bill 2013 it was announced that the main rate of UK corporation tax would reduce from 23% to 21% from 1 April 2014, and to 20% from 1 April 2015. The Bill was substantially enacted on 2 July 2013.

The Company's 2013 profits are taxed at an effective rate of 23.25% and deferred tax has been provided at 21%.

8. TANGIBLE FIXED ASSETS

	Plant & machinery £
Cost	
At 1 January 2013 and 31 December 2013	<u>15,417</u>
Depreciation	
At 1 January 2013	11,954
Charge for the year	956
At 31 December 2013	<u>12,910</u>
Net book value	
At 31 December 2013	<u>2,507</u>
At 31 December 2012	<u>3,463</u>

CALLIDUS SOLUTIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013**

9. DEBTORS

	2013 £	2012 £
Trade debtors	18,480	21,689
Amounts owed by group undertakings	180,301	204,217
Other debtors	-	12,662
Prepayments and accrued income	8,744	6,927
	<u>207,525</u>	<u>245,495</u>

**10. CREDITORS:
Amounts falling due within one year**

	2013 £	2012 £
Trade creditors	318	-
Amounts owed to group undertakings	97	33,364
Other taxation and social security	25,673	36,419
Other creditors	345	-
Accruals and deferred income	12,249	51,539
	<u>38,682</u>	<u>121,322</u>

11. DEFERRED TAXATION

	2013 £	2012 £
At beginning of year	358	1,227
Released during year (P&L)	(159)	(869)
	<u>199</u>	<u>358</u>

The provision for deferred taxation is made up as follows:

	2013 £	2012 £
Accelerated capital allowances	<u>199</u>	<u>358</u>

CALLIDUS SOLUTIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013**

12. SHARE CAPITAL

	2013 £	2012 £
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

13. RESERVES

	Profit and loss account £
At 1 January 2013	188,166
Profit for the financial year	<u>37,671</u>
At 31 December 2013	<u><u>225,837</u></u>

14. RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS

	2013 £	2012 £
Opening shareholder's funds	188,168	111,137
Profit for the financial year	<u>37,671</u>	<u>77,031</u>
Closing shareholder's funds	<u><u>225,839</u></u>	<u><u>188,168</u></u>

15. RELATED PARTY TRANSACTIONS

The Company has taken advantage of provisions in FRS8 which allows the Company not to disclose transactions with other Group entities where all subsidiaries that are party to the transaction are wholly owned by a member group.

16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent company is R&Q CG Limited, which is registered in England and Wales.

Group financial statements are prepared by the ultimate parent undertaking, Randall & Quilter Investment Holdings Ltd., a company registered in Bermuda, and can be obtained from 110 Fenchurch Street, London, EC3M 5JT.