### Report of the Director and

**Financial Statements** 

for the Period

1 January 2019 to 31 October 2019

for

**ESPIAL LIMITED** 

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### **ESPIAL LIMITED**

# Company Information for the Period 1 January 2019 to 31 October 2019

DIRECTOR:	S J Sadler
SECRETARY:	D C Bryson
REGISTERED OFFICE:	Imperium Imperial Way Reading Berkshire RG2 0TD
REGISTERED NUMBER:	02822565 (England and Wales)
AUDITORS:	Masons Statutory Auditors 337 Bath Road Slough Berkshire SL1 5PR

## Report of the Director for the Period 1 January 2019 to 31 October 2019

The director presents his report with the financial statements of the company for the period 1 January 2019 to 31 October 2019.

#### DIVIDENDS

No dividends will be distributed for the period ended 31 October 2019.

#### DIRECTORS

The directors who have held office during the period from 1 January 2019 to the date of this report are as follows:

S J Sadler - appointed 2 July 2019 J Dolvane - resigned 2 July 2019 C G Smith - resigned 2 July 2019

#### STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Report of the Director and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable 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 director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

#### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and 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.

# Report of the Director for the Period 1 January 2019 to 31 October 2019

### **AUDITORS**

The auditors, Masons Statutory Auditors, will be proposed for re-appointment at the forthcoming Annual General Meeting.

#### ON BEHALF OF THE BOARD:

S J Sadler - Director

15 September 2020

## Report of the Independent Auditors to the Members of Espial Limited

#### **Opinion**

We have audited the financial statements of Espial Limited (the 'company') for the period ended 31 October 2019 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 October 2019 and of its profit for the period 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.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

#### Other information

The director is responsible for the other information. The other information comprises the information in the Report of the Director, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Report of the Director for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Director has been prepared in accordance with applicable legal requirements.

### Report of the Independent Auditors to the Members of Espial Limited

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

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Director.

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

#### Responsibilities of director

As explained more fully in the Statement of Director's Responsibilities set out on page two, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

#### Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

## Report of the Independent Auditors to the Members of Espial Limited

#### Use of our report

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 a Report of the Auditors 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.

Neil John Gadeke FCCA (Senior Statutory Auditor) for and on behalf of Masons Statutory Auditors 337 Bath Road Slough Berkshire SL1 5PR

15 September 2020

## Income Statement for the Period 1 January 2019 to 31 October 2019

		Period 1.1.19	
		to 31.10.19	Year Ended 31.12.18
	Notes	£	£
TURNOVER	4	591,763	584,458
Cost of sales GROSS PROFIT		591,763	1,334 583,124
Administrative expenses		416,523 175,240	738,243 (155,119)
Other operating income OPERATING PROFIT/(LOSS)	6	34,541 209,781	(155,119)
Interest receivable and similar income PROFIT/(LOSS) BEFORE TAXATION	ON	<u>42,168</u> 251,949	<u>533</u> (154,586)
Tax on profit/(loss) PROFIT/(LOSS) FOR THE	8	<u> </u>	
FINANCIAL PÉRIOD		251,949	(154,586)

# Other Comprehensive Income for the Period 1 January 2019 to 31 October 2019

Notes	Period 1.1.19 to 31.10.19 £	Year Ended 31.12.18 £
PROFIT/(LOSS) FOR THE PERIOD	251,949	(154,586)
OTHER COMPREHENSIVE INCOME TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	<del></del>	<del></del> (154,586)

## **Balance Sheet** 31 October 2019

	Notes	31.10.19 £	31.12.18 £
CURRENT ASSETS		~	•
Debtors	11	320,644	207,885
Cash at bank		254,484	151,735
		575,128	359,620
CREDITORS		- · · · · · · · · · · · · · · · · · · ·	223,023
Amounts falling due within one year	12	1,365,068	1,337,014
NET CURRENT LIABILITIES		(789,940)	(977,394)
TOTAL ASSETS LESS CURRENT			
LIABILITIES		(789,940)	(977,394)
		(, 5, 7, 1, 5)	(3.7,07.7)
CREDITORS			
Amounts falling due after more than one			
year	13	<del>-</del>	64,495
NET LIABILITIES	-	(789,940)	(1,041,889)
CAPITAL AND RESERVES			
Called up share capital	14	631,454	631,454
Share premium	15	9,787,208	9,787,208
Retained earnings	15	(11,208,602)	(11,460,551)
SHAREHOLDERS' FUNDS	-	(789,940)	(1,041,889)

The financial statements were approved by the director and authorised for issue on 15 September 2020 and were signed by:

S J Sadler - Director

# **Statement of Changes in Equity** for the Period 1 January 2019 to 31 October 2019

	Called up share capital £	Retained earnings	Share premium £	Total equity £
Balance at 1 January 2018	631,454	(11,305,965)	9,787,208	(887,303)
Changes in equity Total comprehensive income		(154,586)	<u>-</u>	(154,586)
Balance at 31 December 2018	631,454	(11,460,551)	9,787,208	(1,041,889)
Changes in equity Total comprehensive income	-	251,949	-	251,949
Balance at 31 October 2019	631,454	(11,208,602)	9,787,208	(789,940)

## Notes to the Financial Statements for the Period 1 January 2019 to 31 October 2019

#### 1. STATUTORY INFORMATION

Espial Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling  $(\mathfrak{t})$ .

#### 2. STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006.

#### 3. **ACCOUNTING POLICIES**

#### Basis of preparing the financial statements

The financial statements have been prepared under the historical cost convention.

#### Financial Reporting Standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

#### Significant judgements and estimates

Management make estimates and assumptions concerning the future. The resulting accounting estimates and judgements by definition, seldom equal the related actual results. There are no estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial period.

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## Notes to the Financial Statements - continued for the Period 1 January 2019 to 31 October 2019

#### 3. ACCOUNTING POLICIES - continued

#### Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Revenue represents net invoiced sales of goods, excluding value added tax. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, value added tax and other sales taxes. The company has four main streams of turnover. The streams along with the accounting policy associated with their recognition are as follows:

Software licence and hardware sales - Turnover is recognised in full upon shipment of the

- software. This is deemed to be at the point of delivery to the customer.
- Maintenance sales Maintenance sales are held on the balance sheet as "deferred revenue" and amortised over the period of maintenance to which it relates on a straight line basis.
- Service sales Turnover for services such as consultancy and training are recognised upon the performance of the service.
- Hosted revenue Software and services supplied over a centrally hosted platform are recognised by the number of ports used by the customers each month.

#### Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

#### Financial instruments

The company only enters into basic financial instruments that result in the recognition of financial assets and liabilities.

Short term debtors are measured at transaction price, less any impairment. Long term debtors and loan receivable are measured initially at transaction price, net of transaction costs and are subsequently measured at fair value using the effective interest method, less any impairment.

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of withdrawal. Cash equivalents are readily convertible to known amounts of cash with insignificant risk of change in value.

Short term creditors are measured at transaction price. Long term creditors and loans are measured initially at transaction price, net of transaction costs and are subsequently measured at fair value using the effective interest method.

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## Notes to the Financial Statements - continued for the Period 1 January 2019 to 31 October 2019

#### 3. ACCOUNTING POLICIES - continued

#### **Taxation**

Taxation for the period comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

#### Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### Research and development

Expenditure on research and development is written off in the year in which it is incurred.

#### Foreign currencies

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 transaction. Exchange differences are taken into account in arriving at the operating result.

#### Hire purchase and leasing commitments

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

#### Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

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## Notes to the Financial Statements - continued for the Period 1 January 2019 to 31 October 2019

#### 4. TURNOVER

The turnover and profit (2018 - loss) before taxation are attributable to the one principal activity of the company.

An analysis of turnover by geographical market is given below:

	United Kingdom	Period 1.1.19 to 31.10.19 £	Year Ended 31.12.18 £ 2,480
	Europe	319,941	441,986
	United States of America	51,079	119,021
	Asia	220,743	20,971
		<u>591,763</u>	<u>584,458</u>
5.	EMPLOYEES AND DIRECTORS		
٠,	E.M. EO LEES AND BINDE LONG	Period	
		1.1.19	
		to	Year Ended
		31,10.19	31,12,18
		£	£
	Wages and salaries	132,364	366,482
	Social security costs	22,565	60,059
	Other pension costs	11,149	43,650
		<u>166,078</u>	<u>470,191</u>
	The average number of employees during the period was as follows:		
	g · p·	Period	
		1.1.19	
		to	Year Ended
		31.10.19	31.12.18
	Sales, technical and administration	1	6
		Period	
		1.1.19	
		to	Year Ended
		31.10.19	31,12,18
		£	£
	Directors' remuneration		

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## Notes to the Financial Statements - continued for the Period 1 January 2019 to 31 October 2019

#### 6. **OPERATING PROFIT/(LOSS)**

The operating profit (2018 - operating loss) is stated after charging/(crediting):

	Period	
	1.1.19	
	to	Year Ended
	31.10.19	31.12.18
	£	£
Other operating leases	94,431	39,128
Depreciation - owned assets	-	62,613
Goodwill amortisation	-	26,127
Foreign exchange differences	(34,541)	
AUDITORS' REMUNERATION		
	Period	
	1.1.19	
	to	Year Ended
	31.10.19	31.12.18
	£	£
Fees payable to the company's auditors and their associates for the		
audit of the company's financial statements	9,800	<u>31,065</u>

#### 8. TAXATION

7.

#### Analysis of the tax charge

No liability to UK corporation tax arose for the period ended 31 October 2019 nor for the year ended 31 December 2018.

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#### Notes to the Financial Statements - continued for the Period 1 January 2019 to 31 October 2019

#### 8. **TAXATION - continued**

#### Reconciliation of total tax charge included in profit and loss

The tax assessed for the period is lower than the standard rate of corporation tax in the UK. The difference is explained below:

Profit/(loss) before tax Profit/(loss) multiplied by the standard rate of corporation tax in the	Period 1.1.19 to 31.10.19 £ 251,949	Year Ended 31.12.18 £ (154,586)
UK of 19% (2018 - 19%)	47,870	(29,371)
Effects of: Expenses not deductible for tax purposes Income not taxable for tax purposes Capital allowances in excess of depreciation Depreciation in excess of capital allowances Utilisation of tax losses Adjustments to tax charge in respect of previous periods Deferred tax write back Double taxation relief Research and development Total tax charge	(6,270) (33,588) (33,588) (63,349 (4,163) (67,198)	1,627 (11) - 1,181 - 26,574

#### 9.

INTANGIBLE FIXED ASSETS	Goodwill £
COST	
At 1 January 2019	95,425
Disposals	(95,425)
At 31 October 2019	
AMORTISATION	
At 1 January 2019	95,425
Eliminated on disposal	(95,425)
At 31 October 2019	<del>_</del>
NET BOOK VALUE	
At 31 October 2019	
At 31 December 2018	

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## Notes to the Financial Statements - continued for the Period 1 January 2019 to 31 October 2019

### 10. TANGIBLE FIXED ASSETS

			Computer equipment
	COST		L
	At 1 January 2019		190,464
	Disposals		(190,464)
	At 31 October 2019		
	DEPRECIATION		
	At 1 January 2019		190,464
	Eliminated on disposal		(190,464)
	At 31 October 2019		
	NET BOOK VALUE		
	At 31 October 2019		
	At 31 December 2018		
11.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31.10.19	31.12.18
		£	£
	Trade debtors	280,825	70,632
	Other debtors	12,976	137,253
	Tax	4,163	-
	VAT	20,025	-
	Prepayments and accrued income	<u>2,655</u>	<u></u>
		<u>320,644</u>	207,885
12.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31.10.19	31.12.18
		£	£
	Trade creditors	102,040	18,460
	Amounts owed to group undertakings	1,117,377	-
	Other creditors	-	899,421
	Accruals and deferred income	145,651	332,834
	Accrued expenses	1 265 069	86,299 1,337,014
		1,365,068	1,337,014
13.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN		
	ONE YEAR		
		31.10.19	31.12.18
		£	£
	Other creditors		<u>64,495</u>

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## Notes to the Financial Statements - continued for the Period 1 January 2019 to 31 October 2019

#### 14. CALLED UP SHARE CAPITAL

	Allotted, issue	ed and fully paid:			
	Number:	Class:	Nominal	31.10.19	31.12.18
			value:	£	£
	12,629,099	Ordinary	5p	631,454	<u>631,454</u>
15.	RESERVES				
			Retained	Share	
			earnings	premium	Totals
			£	£	£
	At 1 January	2019	(11,460,551)	9,787,208	(1,673,343)
	Profit for the		251,949	•	251,949
	At 31 Octobe	r 2019	(11,208,602)	9,787,208	(1,421,394)

#### 16. ULTIMATE PARENT COMPANY

The company's immediate parent undertaking is Espial Group Limited, a company incorporated in England and Wales. Copies of the financial statements for the company may be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff CF14 3UZ.

The only group in which the results of the company for the year ended 31 October 2019 are consolidated was that headed by Enghouse Systems Limited. The consolidated accounts of this group for that year are available to the public and may be obtained from https://www.enghouse.com/investors/financials.php.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.