

Ilixium Limited

Director's report and financial statements

For the year ended 31 March 2017

Registered number: 06047219

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Company Information

Director	A MacAngus
Registered number	06047219
Registered office	130 Wood Street London EC2V 6DL
Independent auditor	Buzzacott LLP Statutory auditor 130 Wood Street London EC2V 6DL
Bankers	NatWest Bank plc 151 High Street Guildford GU1 3AH

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Director's report

For the year ended 31 March 2017

The director presents his report together with the financial statements of Ilixium Limited ('the company') for the year ended 31 March 2017.

Director

The director who served during the year was:

A MacAngus

Director's responsibilities statement

The director is responsible for preparing the Director's report and the financial statements of Ilixium Limited ('the company') in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements of Ilixium Limited ('the company') for each financial year. Under that law the director has elected to prepare the financial statements of Ilixium Limited ('the company') in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), 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 of Ilixium Limited ('the company') unless he is satisfied that he gives 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 of Ilixium Limited ('the company'), the director is required to:

- select suitable accounting policies for the company's financial statements 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 of Ilixium Limited ('the company') 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 to enable him to ensure that the financial statements of Ilixium Limited ('the company') 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.

Disclosure of information to auditor

The director at the time when this Director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware, and
- he 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 auditor is aware of that information.

Small companies exemptions

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

This report was approved and signed by the sole director on 27 July 2017.


A MacAngus
Director

Independent auditor's report to the members of Ilixium Limited

For the year ended 31 March 2017

We have audited the financial statements of Ilixium Limited for the year ended 31 March 2017, set out on pages 4 to 14. The relevant financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 Director's responsibilities statement on page 1, the director is 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 Financial Reporting Council's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 March 2017 and of its 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, based on the work undertaken in the course of the audit, the information given in the Director's report for the financial year for which the financial statements are prepared is consistent with those financial statements and this report has been prepared in accordance with applicable legal requirements.

Independent auditor's report to the members of Ilixium Limited (continued)

For the year ended 31 March 2017

Matters on which we are required to report by exception

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

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; or
- the director was not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the Director's report and the requirement to prepare a strategic report.



Peter Chapman (Senior statutory auditor)
for and on behalf of
Buzzacott LLP
Statutory auditor
130 Wood Street
London
EC2V 6DL

27 July 2017

Statement of income and retained earnings

For the year ended 31 March 2017

	Note	2017 £	2016 £
Turnover	4	4,020,522	1,928,712
Cost of sales		(2,032,835)	(500,707)
Gross profit		1,987,687	1,428,005
Administrative expenses		(2,027,706)	(1,410,017)
Operating (loss)/profit	5	(40,019)	17,988
Interest receivable and similar income	9	586	321
(Loss)/profit before tax		(39,433)	18,309
Tax on (loss)/profit	10	10,007	2,185
(Loss)/profit after tax		(29,426)	20,494
Retained earnings at the beginning of the year		33,121	12,627
(Loss)/profit for the year		(29,426)	20,494
Retained earnings at the end of the year		3,695	33,121

All amounts relate to continuing operations.

There was no other comprehensive income for 2017 or 2016.

The notes on pages 6 to 14 form part of these financial statements.

Statement of financial position

As at 31 March 2017

	Note	2017 £	2016 £
Current assets			
Debtors: amounts falling due within one year	11	2,818,870	983,502
Cash at bank and in hand	12	1,824,540	590,066
		<u>4,643,410</u>	<u>1,573,568</u>
Creditors: amounts falling due within one year	13	(4,638,715)	(1,539,447)
Net current assets		<u>4,695</u>	<u>34,121</u>
Total assets less current liabilities		<u>4,695</u>	<u>34,121</u>
Net assets		<u>4,695</u>	<u>34,121</u>
Capital and reserves			
Called up share capital	15	1,000	1,000
Profit and loss account	16	3,695	33,121
		<u>4,695</u>	<u>34,121</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 27 July 2017.


A MacAngus
Director

The notes on pages 6 to 14 form part of these financial statements.

Notes to the financial statements

For the year ended 31 March 2017

1. General information

Ilixium Limited is a private limited company limited by shares and was incorporated in England and Wales. Its company registration number is 06047219. The registered office of the company is 130 Wood Street, London, EC2V 6DL.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ('FRS 102') and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

2.2 FRS 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102:

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statements 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 to 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 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosure paragraph 37.

This information is included in the consolidated financial statements of Trustpay Global Limited as at 31 March 2017 and these financial statements may be obtained from the Registrar of Companies.

2.3 Going concern

The financial statements are prepared on a going concern basis as the company has received confirmation from its parent undertaking, Trustpay Global Limited, that it will provide financial support to the company for a period of not less than 12 months from the date of approval of these financial statements.

Notes to the financial statements

For the year ended 31 March 2017

2. Accounting policies (continued)

2.4 Turnover

Turnover from transactions processing services includes merchant and end user fees as well as FX spread income (fees from inter-currency transactions) which are generated from online activities.

Turnover from transaction processing services is recognised at the time the customer transactions are fulfilled. Processing fees are calculated as a percentage of funds processed and/or as a change per transaction.

Turnover from licensing software is recognised in full when the right to use the software is transferred to the customer.

Turnover from software support services is recognised over the term of the support contract on a straight line basis.

Rendering of services

Turnover from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of turnover can be measured reliably;
- it is probable that the company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.5 Debtors

Short term debtors are measured at transaction price, less any impairment.

2.6 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

2.7 Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit or loss.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference

Notes to the financial statements

For the year ended 31 March 2017

2. Accounting policies (continued)

2.7 Financial instruments (continued)

between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

2.8 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.9 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of income and retained earnings except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of income and retained earnings within 'finance income or costs'. All other foreign exchange gains and losses are presented in the statement of income and retained earnings within 'other operating income'.

2.10 Interest income

Interest income is recognised in the profit or loss using the effective interest method.

Notes to the financial statements

For the year ended 31 March 2017

2. Accounting policies (continued)

2.11 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the statement of income and retained earnings, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the reporting date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The director has decided to recognise a potential deferred tax asset due to the likelihood over the availability of future taxable profits. No other significant judgements, estimates or assumptions have been made in preparation of the financial statements.

4. Turnover

The whole of the turnover is attributable to the provision of payment processing services, the principal activity of the company.

All turnover arose within the United Kingdom.

5. Operating (loss)/profit

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

	2017 £	2016 £
Exchange differences	<u>(14,592)</u>	<u>(3,287)</u>

Notes to the financial statements

For the year ended 31 March 2017

6. Auditor's remuneration

	2017 £	2016 £
Fees payable to the company's auditor for the audit of the company's annual financial statements	5,000	5,000
Fees payable to the company's auditor and its associates in respect of:		
Taxation compliance services	1,500	1,500
All other assurance services	3,685	1,500
	5,185	3,000

7. Employees

Staff costs, including directors' remuneration during the year/period, were as follows:

	2017 £	2016 £
Wages and salaries	-	29,166
Social security costs	-	2,906
	-	32,072

The average monthly number of employees, including the director, during the year was as follows:

	2017 No.	2016 No.
Directors	1	1

There were no other members of key management personnel other than directors during the year.

8. Director's remuneration

	2017 £	2016 £
Director's emoluments	-	29,166
	-	29,166

9. Interest receivable

	2017 £	2016 £
Other interest receivable	586	321

Notes to the financial statements

For the year ended 31 March 2017

10. Taxation

	2017 £	2016 £
Corporation tax		
Current tax on profits for the year	(6,238)	3,833
Adjustments in respect of previous periods	(3,769)	-
Total current tax	(10,007)	3,833
Deferred tax		
Origination and reversal of timing differences	-	(6,018)
Total deferred tax	-	(6,018)
Taxation on loss on ordinary activities	(10,007)	(2,185)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2016 - lower than) the standard rate of corporation tax in the UK of 20% (2016 - 20%). The differences are explained below:

	2017 £	2016 £
(Loss)/profit on ordinary activities before tax	(39,433)	18,309
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2016 - 20%)	(7,887)	3,662
Effects of:		
Expenses not deductible for tax purposes	155	-
Adjustments to tax charge in respect of prior periods	(3,769)	-
Unrelieved tax losses and other deductions arising in the period	-	(6,515)
Adjust closing deferred tax to average rate	1,494	668
Total tax charge for the year	(10,007)	(2,185)

Factors that may affect future tax charges

During the accounting period, the UK corporation tax rate remained at 20%. The UK government has introduced legislation to reduce the corporation tax rate to 19% from 1 April 2017 and to 17% from 1 April 2020.

Notes to the financial statements

For the year ended 31 March 2017

11. Debtors

	2017 £	2016 £
Trade debtors	2,799,177	940,943
Amounts owed by joint ventures and associated undertakings	-	1,509
Other debtors	1,164	32
Prepayments and accrued income	2,568	35,000
Corporation tax recoverable	3,705	-
Deferred taxation	12,256	6,018
	<u>2,818,870</u>	<u>983,502</u>

12. Cash and cash equivalents

	2017 £	2016 £
Cash at bank and in hand	1,824,540	590,066
	<u>1,824,540</u>	<u>590,066</u>

13. Creditors: amounts falling due within one year

	2017 £	As restated 2016 £
Trade creditors	4,448,957	1,519,150
Amounts owed to group undertakings	121,017	-
Other taxation and social security	-	64
Other creditors	48,741	233
Accruals and deferred income	20,000	20,000
	<u>4,638,715</u>	<u>1,539,447</u>

The comparative figures have been restated to increase trade creditors and decrease other creditors by £1,512,547. This adjustment has no effect on the reported profit for the previous year.

Notes to the financial statements

For the year ended 31 March 2017

14. Deferred taxation

	2017 £
At beginning of year	6,018
Charged to profit or loss	6,238
At end of year	12,256

The deferred tax asset is made up as follows:

	2017 £
Losses and other deductions	12,256
	12,256

15. Share capital

	2017 £	2016 £
Shares classified as equity		
Allotted, called up and fully paid		
1,000 Ordinary shares shares of £1 each	1,000	1,000

16. Reserves

Profit and loss account

The profit and loss account includes all current and prior years retained earnings.

17. Contingent liabilities

There were no contingent liabilities at 31 March 2017 or 31 March 2016.

18. Capital commitments

The company had no capital commitments at 31 March 2017 or 31 March 2016.

19. Related party transactions

The company has taken advantage of the exemption in FRS 102 Section 33 and has not disclosed transactions with wholly owned members of the group headed by Trustpay Global Limited.

There were no other related party transactions disclosable under FRS 102 Section 33.

Notes to the financial statements

For the year ended 31 March 2017

20. Controlling party

The immediate parent undertaking of the company is Trustpay Global Limited, a company incorporated in England and Wales, by virtue of its control agreement with the company.

The largest and smallest group of undertakings for which consolidated financial statements have been prepared which include the company is headed by Trustpay Global Limited. The consolidated financial statements are available from: The Registrar of Companies, Companies House, 4 Abbey Orchard Street, London, SW1P 2HT.

The registered office of Trustpay Global Limited is 130 Wood Street, London, EC2V 6DL.

The director considers A MacAngus to be the ultimate controlling party by virtue of his majority shareholding in the immediate parent undertaking.