

Company Registration No. 02120001 (England and Wales)

EXCEEDRA SOFTWARE LIMITED
FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2019
PAGES FOR FILING WITH REGISTRAR

EXCEEDRA SOFTWARE LIMITED

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EXCEEDRA SOFTWARE LIMITED

BALANCE SHEET

AS AT 30 JUNE 2019

	Notes	2019 £	£	2018 £	£
Fixed assets					
Tangible assets	3		74,603		32,169
Investments	4		1		-
			<u>74,604</u>		<u>32,169</u>
Current assets					
Debtors	5	2,323,752		2,098,961	
Cash at bank and in hand		766,768		492,679	
		<u>3,090,520</u>		<u>2,591,640</u>	
Creditors: amounts falling due within one year	6	<u>(1,957,024)</u>		<u>(1,457,202)</u>	
Net current assets			<u>1,133,496</u>		<u>1,134,438</u>
Total assets less current liabilities			<u>1,208,100</u>		<u>1,166,607</u>
Creditors: amounts falling due after more than one year	7		-		(158,072)
Provisions for liabilities			(6,112)		(6,112)
Net assets			<u>1,201,988</u>		<u>1,002,423</u>
Capital and reserves					
Called up share capital	8		5,000		5,000
Profit and loss reserves			1,196,988		997,423
Total equity			<u>1,201,988</u>		<u>1,002,423</u>

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 2 June 2021 and are signed on its behalf by:

J Evans
Director

Company Registration No. 02120001

EXCEEDRA SOFTWARE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 30 JUNE 2019

	Share capital	Profit and loss reserves	Total
Notes	£	£	£
Balance at 1 April 2017	5,000	718,350	723,350
Year ended 31 March 2018:			
Profit and total comprehensive income for the period	-	279,073	279,073
		<hr/>	<hr/>
Balance at 31 March 2018	5,000	997,423	1,002,423
Period ended 30 June 2019:			
Profit and total comprehensive income for the period	-	224,565	224,565
Dividends	-	(25,000)	(25,000)
		<hr/>	<hr/>
Balance at 30 June 2019	5,000	1,196,988	1,201,988
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

EXCEEDRA SOFTWARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2019

1 Accounting policies

Company information

Exceedra Software Limited is a private company limited by shares incorporated in England and Wales. The registered office is Emstrey House (North), Shrewsbury Business Park, Shrewsbury, Shropshire, SY2 6LG, United Kingdom.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

As stated in note 12, the directors have considered the effect of the Covid-19 outbreak. The directors consider that the outbreak is unlikely to cause unmanageable disruption to the company's business, and are confident that the company can continue as a going concern for a period of at least twelve months from the date of approval of these financial statements. The directors have a reasonable expectation that the company has adequate resources to continue in operation for the foreseeable future.

1.3 Reporting period

The comparative figures relate to 1 April 2017 to 31 March 2018. The current period figures relate to the 15 month period ended 30 June 2019. Therefore the comparative amounts presented in the financial statements (including the related notes) are not entirely comparable.

1.4 Turnover

Turnover is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of discounts and Value Added Tax.

When the outcome of a transaction involving the rendering of services can be reliably estimated, revenue from the rendering of services is measured by reference to the stage of completion of the service transaction at the end of the reporting period.

When the outcome of a transaction involving the rendering of services cannot be reliably estimated, revenue is recognised only to the extent that expenses recognised are recoverable.

1.5 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

1.6 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

EXCEEDRA SOFTWARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 30 JUNE 2019

1 Accounting policies

(Continued)

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Plant and equipment	5 years straight line computer equipment, 10 years straight line office furniture.
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The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.7 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.8 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.9 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

EXCEEDRA SOFTWARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 30 JUNE 2019

1 Accounting policies

(Continued)

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. A amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.10 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.11 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

EXCEEDRA SOFTWARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 30 JUNE 2019

1 Accounting policies **(Continued)**

1.13 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.14 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

1.15 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

2 Employees

The average monthly number of persons (including directors) employed by the company during the period was 38 (2018 - 42).

3 Tangible fixed assets

	Plant and machinery etc £
Cost	
At 1 April 2018	76,806
Additions	57,673
	<hr/>
At 30 June 2019	134,479
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Depreciation and impairment	
At 1 April 2018	44,637
Depreciation charged in the period	15,239
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At 30 June 2019	59,876
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Carrying amount	
At 30 June 2019	74,603
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At 31 March 2018	32,169
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4 Fixed asset investments

	2019 £	2018 £
Investments	1	-
	<hr/> <hr/>	<hr/> <hr/>

EXCEEDRA SOFTWARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 30 JUNE 2019

8	Called up share capital		
		2019	2018
		£	£
	Ordinary share capital		
	Issued and fully paid		
	5,000 Ordinary shares of £1 each	5,000	5,000
		<u>5,000</u>	<u>5,000</u>
		<u><u>5,000</u></u>	<u><u>5,000</u></u>

9 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

2019	2018
£	£
367,393	415,636
<u><u>367,393</u></u>	<u><u>415,636</u></u>

10 Related party transactions

Balances brought forward of £47,813 that were owed by the directors were repaid during the period.

At the balance sheet date the company had the following balances with group companies which are interest free and repayable on demand:

- Amounts due from Exceedra Inc. of £465,973;
- Amounts due from Exceedra Pty Ltd of £20,334
- Amounts due to Exceedra Holdings Limited of £181,446;
- Amounts due to AFS Technologies of £87,291.

11 Parent company

The immediate parent company is Exceedra Holdings Limited, a company incorporated in England and Wales. Its registered office address is Emstrey House North, Shrewsbury Business Park, Shrewsbury, SY2 6LG.

In March 2019 the company and its parent, Exceedra Holdings Limited, were acquired by AFS Technologies, Inc., a company based in USA. In September 2020 AFS Technologies, Inc. was acquired by Telus Agriculture Solution, Inc., a subsidiary of Telus Corporation, a Canadian corporation. In February 2021, the ownership of Exceedra Software Limited and Exceedra Holdings Limited was transferred from AFS Technologies, Inc. to Telus Agriculture Solutions, Inc.

12 Events after the reporting date

The directors have considered the effect of the Covid-19 outbreak, that has been spreading throughout the world in early 2020, on the company's activities. The outbreak is unlikely to cause a significant disruption to the company's activities but at the date of approval of these financial statements, the extent and quantum of any disruption remains uncertain.

EXCEEDRA SOFTWARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 30 JUNE 2019

13 Audit report information

As the income statement has been omitted from the filing copy of the financial statements the following information in relation to the audit report on the statutory financial statements is provided in accordance with s44(5B) of the Companies Act 2006:

The auditor's report was qualified and the auditor reported as follows:

Disclaimer of opinion

We were engaged to audit the financial statements of Exceedra Software Limited (the 'company') for the period ended 30 June 2019 which comprise, the balance sheet, the 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 FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

We do not express an opinion on the accompanying financial statements. Because of the significance of the matter described in the 'Basis for Disclaimer of Opinion' section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for disclaimer of opinion

Owing to a change in management following the acquisition of the company by AFS Technologies, Inc. and the lockdown restrictions brought about by the Covid-19 outbreak, the directors were unable to provide certain supporting documentation, records and explanations in respect of the period ended 30 June 2019. We were unable to confirm or verify by alternative means the following amounts stated in the financial statements:-

- turnover of £6,882,908 and the completeness of trade debtors, accrued income and deferred income,
- expenses of £3,211,446 out of a total of £6,642,203 expenses,
- amounts owed by group undertakings of £486,307,
- amounts owed to group undertakings of £268,737,
- other creditors of £212,266,
- opening balances as at 1 April 2018.

The financial statements for the year ended 31 March 2018 were unaudited. Any adjustments to the opening balances could have a consequential effect on the profit and loss reserves brought forward. In addition, the amounts shown as corresponding amounts for the year ended 31 March 2018 may not be comparable with the figures for the current period.

As a result of these matters, we were unable to determine whether any adjustments might have been found necessary in respect of recorded or unrecorded revenue and costs, assets and liabilities, and elements making up the profit and loss account, statement of changes in equity and the balance sheet.

The auditor's report also contained the following reports of matters required to be reported by exception:

Arising from the limitation of our work referred to above:

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether adequate accounting records have been kept.

The senior statutory auditor was Gilles Siow.

The auditor was HW Fisher LLP.

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.