

REGISTERED NUMBER: 08157548 (England and Wales)

**Group Strategic Report, Report of the Director and
Consolidated Financial Statements for the Year Ended 31 December 2023
for
Intelling Ltd.**

**Contents of the Consolidated Financial Statements
for the Year Ended 31 December 2023**

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Intelling Ltd.

**Company Information
for the Year Ended 31 December 2023**

DIRECTOR: P Morgan

REGISTERED OFFICE: Southmoor House
Southmoor Road
Wythenshawe
Manchester
M23 9XD

REGISTERED NUMBER: 08157548 (England and Wales)

AUDITORS: Xeinadin Audit Limited
116 Duke Street
Liverpool
Merseyside
L1 5JW

**Group Strategic Report
for the Year Ended 31 December 2023**

The directors present their strategic report of the company and the group for the year ended 31 December 2023.

Intelling Limited is the trading company for Intelling Limited Group which was created in July 2024 when the business was restructured. Intelling Limited is the ultimate holding company for Intelling India Private Limited and Intelling South Africa Proprietary Limited and is owned 68% by Startek Inc., an international BPO provider, and 32% by the Intelling management team.

The period to December 2023 has been a transitional period for the Group. In FY22 we consolidated our activities with long-standing key clients and retained them throughout FY23. However, the anticipated growth from new long-term contracts with our key clients did not materialise in FY23 and we are only now (in FY24) beginning to see the benefits of the long-term relationships developed in FY21 and FY22.

We continue to be a multi-channel data and customer management business and operate in three business areas:

- Business Process Outsourcing (BPO): complete customer management solutions for both inbound and outbound activities, combining our omni-channel platform technology with commitment to building in depth knowledge of our customers to provide highly effective and economic solutions.
- Data Generation and Analytics: ownership of data from reliable sources.
- Price Comparison: generating new customers for major brands in our core areas of mobile and telecoms, which blends our core BPO skills with the data assets we create.

REVIEW OF BUSINESS

The statement of financial position of the Group shows net liabilities of £1,690k (2022 - net assets £3,173k) due to the restructuring of the company as part of the acquisition by Startek Inc. This included writing off intercompany balances owed to Intelling Limited from other Intelling Group Holdings business in FY23.

We reduced our investment in intangible Customer Data assets in FY23 to reduce the higher risk associated with our Price Comparison business. We have continued to value our data as an intangible asset and have consistently applied our accounting policies throughout the period, including writing off data that was over three years old in line with GDPR policies. The remainder of our Intangible Assets are considered to be appropriately valued by the amortisation rates adopted.

We can report that the underlying company performance has steadied in the latter part of FY23 and is now growing in FY24. In FY23:

- Gross profit was impacted by slower growth in FY23 than anticipated and reduced from £17,491k in 2022 (17 months) to £9,962k (12 months). However, Gross Profit percentage was maintained at a healthy 36.2% (FY22 - 39.5%).
- Operating Profit reduced from £937k in 2022 to a loss of £5,618k due to:
 - the investment we have made in the business to support the planned growth from FY24 onwards
 - exceptional charges of £2,531k for restructuring charges related to the acquisition by Startek
 - increased data amortisation costs for FY23 compared to FY22 despite a shorter trading period
- EBITDA in FY23 was a positive £2,958k after removing exceptional, depreciation and amortisation costs from the Operating Loss
- Net Loss tax for FY23 was £4,864k (FY22 - £879k profit) due to exceptional restructuring costs and increased amortisation.

The Group saw 12% (2022 - 20% reduction) reduction in sales volume in FY23 based on comparable trading periods with turnover of £27.6m (12 months) (FY22 - £44.3mn (17 months)) due to the impact of ending the one-off Serco/NHS activity during FY22. However, sales volume increased by 29% compared to FY20 based on comparable trading periods which has been driven by growth in the core BPO activities in the period.

Intelling generates data that is GDPR compliant and has a key data asset in a Consumer file of c.3.3 million unique records that are less than 3 years old. The quality of our consumer file is a key factor in BPO and Switch Experts revenue.

Intelling trading as Switch Experts offers price comparison to customers in three sectors:

- B2c and B2B Telecoms (TV, Broadband and Landlines)
- B2c Mobile.

**Group Strategic Report
for the Year Ended 31 December 2023**

PRINCIPAL RISKS AND UNCERTAINTIES

Over-reliance on key BPO clients: we have increased our client base to mitigate this risk. We believe our new relationship with Startek will further reduce key client concentration in the coming 12 months.

The continuous requirement to ensure GDPR compliance: we have been generating qualifying GDPR data since inception and have a Director responsible for ensuring compliance with all GDPR legislation. We have had no GDPR issues to date.

Brexit: Brexit has not had any direct impact on the Intelling business, and we believe that Intelling has been Brexit-resilient. However, any impact of an overall downturn in the economy may have a secondary impact on business performance.

Current economic downturn: the downturn has had an impact on business performance in 2023, but with newly signed long-term contracts with three key customers, 2024 and beyond looks incredibly positive for the business.

DIRECTORS' INDEMNITIES

Directors' and officers' insurance cover is in place for all Directors to provide appropriate cover for their reasonable actions on behalf of the Group. The indemnities, which constitute a qualifying third-party indemnity provision as defined by section 234 of the Companies Act 2006, were in force during the 2023 financial period and remain in force for all current and past Directors of the Group.

The Directors are extremely positive about the future of the Group.

ON BEHALF OF THE BOARD:

P Morgan - Director

26 September 2024

**Report of the Director
for the Year Ended 31 December 2023**

The director presents his report with the financial statements of the company and the group for the year ended 31 December 2023.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2023.

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

P Morgan has held office during the whole of the period from 1 January 2023 to the date of this report.

Other changes in directors holding office are as follows:

S Rizvi and C A Winnard ceased to be directors after 31 December 2023 but prior to the date of this report.

DISCLOSURES INCLUDED IN THE STRATEGIC REPORT

The strategic report contains information on future developments, financial risk and exposure and research and development activities.

BRANCHES OUTSIDE OF THE UK

A subsidiary included in these Group financial statements, Intelling South Africa (PTY) Ltd, is a company registered in South Africa which carries out its trade and operations in South Africa.

ENGAGEMENT WITH EMPLOYEES

Disabled persons

During the period, the Group gave full and fair consideration to applications for employment made by disabled persons, having regard to their aptitudes and abilities.

Employee involvement

During the period, the Group provided employees systematically with information on matters of concern to them as employees using the following methods:

- Daily briefs
- Company updates during Site Awards
- Company newsletters
- Social Media

During the period the Group consulted employees on a regular basis so that the views of employees can be taken into account in making decisions which are likely to affect their interests, including:

- Monthly Employee Forums
- Quarterly Employee Surveys
- Encouraged the involvement of employees in the company's performance through commission schemes
- Achieved a common awareness on the part of all employees of the financial and economic factors affecting the performance of the company through education and training.

**Report of the Director
for the Year Ended 31 December 2023**

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Group Strategic Report, 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). 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 the group and of the profit or loss of the group 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;
- 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group 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 group'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 group's auditors are aware of that information.

AUDITORS

The auditors, Xeinadin Audit Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

P Morgan - Director

26 September 2024

Report of the Independent Auditors to the Members of Intelling Ltd.

Opinion

We have audited the financial statements of Intelling Ltd. (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2023 which comprise the Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Cash Flow Statement and Notes to the Consolidated Cash Flow Statement, 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 group's and of the parent company affairs as at 31 December 2023 and of the group's 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.

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 group 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

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the director with respect to going concern are described in the relevant sections of this report.

Other information

The director is responsible for the other information. The other information comprises the information in the Group Strategic Report and 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 this gives rise to a material misstatement in the financial statements themselves. 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 Group Strategic Report and the Report of the Director for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Report of the Director have been prepared in accordance with applicable legal requirements.

**Report of the Independent Auditors to the Members of
Intelling Ltd.**

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 five, 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 group's and the parent 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 group or the parent company or to cease operations, or has no realistic alternative but to do so.

Report of the Independent Auditors to the Members of Intelling Ltd.

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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing the risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

Obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the company operates in and how the company is complying with the legal and regulatory frameworks.
inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including and known actual, suspected or alleged instances of fraud.
discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures, we consider the most significant laws and regulations that have a direct impact on the financial statements and FRS 102 and the Companies Act 2006. We performed audit procedures to detect non-compliance which may have a material impact on the financial statements which included reviewing financial statement disclosures.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to General Data Protection Regulation (GDPR) and the Financial Conduct Authority (FCA). Enquiries and discussions with management were carried out to assess whether the company is in compliance with these laws and regulations.

The audit engagement team identified the risk of management override of controls, revenue recognition and the valuation of intangible fixed assets as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business, challenging judgements and estimates applied in revenue recognition and the valuation of intangible fixed assets.

A further description of our responsibilities for the audit of financial statements is located on the Financial Reporting Council's website and <http://www.frc.org.uk/auditorsresponsibilities>.

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
Intelling Ltd.**

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.

Rebecca Richards FCCA (Senior Statutory Auditor)
for and on behalf of Xeinadin Audit Limited
116 Duke Street
Liverpool
Merseyside
L1 5JW

26 September 2024

Intelling Ltd. (Registered number: 08157548)

**Consolidated
Statement of Comprehensive
Income
for the Year Ended 31 December 2023**

	Notes	Year Ended 31.12.23 £	£	Period 1.8.21 to 31.12.22 £	£
TURNOVER	3		27,641,719		44,284,829
Cost of sales			<u>17,680,126</u>		<u>26,794,136</u>
GROSS PROFIT			9,961,593		17,490,693
Distribution costs		-		40,024	
Administrative expenses		<u>15,579,591</u>		<u>16,513,643</u>	
			<u>15,579,591</u>		<u>16,553,667</u>
OPERATING (LOSS)/PROFIT			<u>(5,617,998)</u>		<u>937,026</u>
Interest receivable and similar income			<u>1,536</u>		<u>-</u>
			<u>(5,616,462)</u>		<u>937,026</u>
Interest payable and similar expenses	6		<u>102,770</u>		<u>26,962</u>
(LOSS)/PROFIT BEFORE TAXATION	7		<u>(5,719,232)</u>		<u>910,064</u>
Tax on (loss)/profit	8		<u>(855,600)</u>		<u>30,538</u>
(LOSS)/PROFIT FOR THE FINANCIAL YEAR			<u>(4,863,632)</u>		<u>879,526</u>
OTHER COMPREHENSIVE INCOME			<u>-</u>		<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR			<u>(4,863,632)</u>		<u>879,526</u>
(Loss)/profit attributable to:					
Owners of the parent			<u>(4,863,632)</u>		<u>879,526</u>
Total comprehensive income attributable to:					
Owners of the parent			<u>(4,863,632)</u>		<u>879,526</u>

The notes form part of these financial statements

Intelling Ltd. (Registered number: 08157548)

**Consolidated Balance Sheet
31 December 2023**

	Notes	31.12.23 £	£	31.12.22 £	£
FIXED ASSETS					
Intangible assets	11		5,916,116		6,578,931
Tangible assets	12		942,076		789,769
Investments	13		-		-
			<u>6,858,192</u>		<u>7,368,700</u>
CURRENT ASSETS					
Debtors	14	7,018,421		13,452,220	
Cash at bank		<u>119,887</u>		<u>234,342</u>	
		7,138,308		13,686,562	
CREDITORS					
Amounts falling due within one year	15	<u>15,463,661</u>		<u>17,562,666</u>	
NET CURRENT LIABILITIES			<u>(8,325,353)</u>		<u>(3,876,104)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			(1,467,161)		3,492,596
CREDITORS					
Amounts falling due after more than one year	16		(223,046)		(83,885)
PROVISIONS FOR LIABILITIES	19		-		(235,286)
NET (LIABILITIES)/ASSETS			<u>(1,690,207)</u>		<u>3,173,425</u>
CAPITAL AND RESERVES					
Called up share capital	20		1,002		1,002
Share premium	21		331,000		331,000
Retained earnings	21		<u>(2,022,209)</u>		<u>2,841,423</u>
SHAREHOLDERS' FUNDS			<u>(1,690,207)</u>		<u>3,173,425</u>

The financial statements were approved by the director and authorised for issue on 26 September 2024 and were signed by:

P Morgan - Director

The notes form part of these financial statements

Intelling Ltd. (Registered number: 08157548)

**Company Balance Sheet
31 December 2023**

	Notes	31.12.23 £	£	31.12.22 £	£
FIXED ASSETS					
Intangible assets	11		5,916,116		6,578,931
Tangible assets	12		932,785		789,769
Investments	13		804		800
			<u>6,849,705</u>		<u>7,369,500</u>
CURRENT ASSETS					
Debtors	14	7,017,711		13,451,420	
Cash at bank		<u>119,665</u>		<u>234,342</u>	
		7,137,376		13,685,762	
CREDITORS					
Amounts falling due within one year	15	<u>15,495,332</u>		<u>17,562,666</u>	
NET CURRENT LIABILITIES			<u>(8,357,956)</u>		<u>(3,876,904)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			(1,508,251)		3,492,596
CREDITORS					
Amounts falling due after more than one year	16		(223,046)		(83,885)
PROVISIONS FOR LIABILITIES	19		-		(235,286)
NET (LIABILITIES)/ASSETS			<u>(1,731,297)</u>		<u>3,173,425</u>
CAPITAL AND RESERVES					
Called up share capital	20		1,002		1,002
Share premium	21		331,000		331,000
Retained earnings	21		<u>(2,063,299)</u>		<u>2,841,423</u>
SHAREHOLDERS' FUNDS			<u>(1,731,297)</u>		<u>3,173,425</u>
Company's (loss)/profit for the financial year			<u>(4,904,722)</u>		<u>879,526</u>

The financial statements were approved by the director and authorised for issue on 26 September 2024 and were signed by:

P Morgan - Director

Intelling Ltd. (Registered number: 08157548)

**Consolidated Statement of Changes in Equity
for the Year Ended 31 December 2023**

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Balance at 1 August 2021	1,002	3,424,810	331,000	3,756,812
Changes in equity				
Dividends	-	(1,462,913)	-	(1,462,913)
Total comprehensive income	-	879,526	-	879,526
Balance at 31 December 2022	<u>1,002</u>	<u>2,841,423</u>	<u>331,000</u>	<u>3,173,425</u>
Changes in equity				
Total comprehensive income	-	(4,863,632)	-	(4,863,632)
Balance at 31 December 2023	<u>1,002</u>	<u>(2,022,209)</u>	<u>331,000</u>	<u>(1,690,207)</u>

The notes form part of these financial statements

Intelling Ltd. (Registered number: 08157548)

**Company Statement of Changes in Equity
for the Year Ended 31 December 2023**

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Balance at 1 August 2021	1,002	3,424,810	331,000	3,756,812
Changes in equity				
Dividends	-	(1,462,913)	-	(1,462,913)
Total comprehensive income	-	879,526	-	879,526
Balance at 31 December 2022	<u>1,002</u>	<u>2,841,423</u>	<u>331,000</u>	<u>3,173,425</u>
Changes in equity				
Total comprehensive income	-	(4,904,722)	-	(4,904,722)
Balance at 31 December 2023	<u>1,002</u>	<u>(2,063,299)</u>	<u>331,000</u>	<u>(1,731,297)</u>

The notes form part of these financial statements

**Consolidated Cash Flow Statement
for the Year Ended 31 December 2023**

	Notes	Year Ended 31.12.23 £	Period 1.8.21 to 31.12.22 £
Cash flows from operating activities			
Cash generated from operations	1	3,432,659	12,908,105
Interest paid		(84,614)	-
Interest element of hire purchase payments paid		(18,156)	(26,962)
Tax paid		(369,466)	(16)
Net cash from operating activities		<u>2,960,423</u>	<u>12,881,127</u>
Cash flows from investing activities			
Purchase of intangible fixed assets		(4,503,632)	(8,352,989)
Purchase of tangible fixed assets		(478,218)	(376,406)
Sale of tangible fixed assets		-	24,748
Interest received		1,536	-
Net cash from investing activities		<u>(4,980,314)</u>	<u>(8,704,647)</u>
Cash flows from financing activities			
Loan repayments in year		-	(10,135)
Capital repayments in year		218,831	40,270
Amount introduced by directors		571,300	-
Loan from parent company		2,400,000	-
Loans made to related parties		(1,284,695)	(5,288,997)
Equity dividends paid		-	(1,462,913)
Net cash from financing activities		<u>1,905,436</u>	<u>(6,721,775)</u>
Decrease in cash and cash equivalents		<u>(114,455)</u>	<u>(2,545,295)</u>
Cash and cash equivalents at beginning of year	2	<u>234,342</u>	<u>2,779,637</u>
Cash and cash equivalents at end of year	2	<u>119,887</u>	<u>234,342</u>

Notes to the Consolidated Cash Flow Statement
for the Year Ended 31 December 2023

1. **RECONCILIATION OF (LOSS)/PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS**

	Year Ended 31.12.23 £	Period 1.8.21 to 31.12.22 £
(Loss)/profit before taxation	(5,719,232)	910,064
Depreciation charges	5,492,359	5,419,976
Impairment	-	40,024
Intercompany loan write off	2,373,915	-
Finance costs	102,770	26,962
Finance income	(1,536)	-
	<u>2,248,276</u>	<u>6,397,026</u>
Decrease/(increase) in trade and other debtors	1,337,396	(1,485,740)
(Decrease)/increase in trade and other creditors	(153,013)	7,996,819
Cash generated from operations	<u><u>3,432,659</u></u>	<u><u>12,908,105</u></u>

2. **CASH AND CASH EQUIVALENTS**

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Year ended 31 December 2023

	31.12.23 £	1.1.23 £
Cash and cash equivalents	<u>119,887</u>	<u>234,342</u>

Period ended 31 December 2022

	31.12.22 £	1.8.21 £
Cash and cash equivalents	<u>234,342</u>	<u>2,779,637</u>

3. **ANALYSIS OF CHANGES IN NET FUNDS/(DEBT)**

	At 1.1.23 £	Cash flow £	At 31.12.23 £
Net cash			
Cash at bank	<u>234,342</u>	<u>(114,455)</u>	<u>119,887</u>
	<u>234,342</u>	<u>(114,455)</u>	<u>119,887</u>
Debt			
Finance leases	<u>(165,524)</u>	<u>(218,831)</u>	<u>(384,355)</u>
	<u>(165,524)</u>	<u>(218,831)</u>	<u>(384,355)</u>
Total	<u><u>68,818</u></u>	<u><u>(333,286)</u></u>	<u><u>(264,468)</u></u>

**Notes to the Consolidated Financial Statements
for the Year Ended 31 December 2023**

1. STATUTORY INFORMATION

Intelling Ltd. 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 General Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

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

The directors have prepared the financial statements on a going concern basis despite the net liability position. In 2022 and 2023 the Group has supported its immediate parent company in making loan repayments that were subject to a variable rate of interest. After 31 December 2023 the Group received additional support from its then ultimate parent company in order to meet its liabilities and to continue to give support to the immediate parent company. Following the restructure on 23 July 2024 the Group was able to transfer its short term borrowings to a term loan and has received further support from its new parent company. The directors have used forecasts and modelling for a period of 3 years to demonstrate that the Group will trade profitably and return to a net asset position.

The prior period is a period of 17 months and is therefore not entirely comparable.

Basis of consolidation

The consolidated accounts consist of the parent company and its three subsidiaries. All subsidiaries have a reporting date of 31 December 2023. Only one of the subsidiaries, Intelling South Africa Proprietary Limited, is a trading subsidiary. The subsidiary was acquired on the day of incorporation and therefore there are no fair value adjustments or goodwill arising on consolidation.

The consolidated accounts are prepared by combining the results of consolidating entities and eliminating any inter company transactions and balances.

The combining subsidiary's functional currency is the South African rand (ZAR). The balance sheet is converted to Pound Sterling (£) at 31 December 2023. Any foreign exchange differences occurring as a result of eliminating inter company transactions is recognised in the Consolidated Income Statement as either a profit or a loss.

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023**

2. ACCOUNTING POLICIES - continued

Critical accounting judgements and key sources of estimation uncertainty

Judgement and key sources of estimated uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates is revised where the revision affects only that period , or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgments (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Customer data.

Management judgment is used to determine the amount of customer data intangible to be capitalised, based upon the historic performance of data sources having considered both the expected economic benefit to be derived from the acquired data and the commercial considerations that derive useful economic life. These considerations include expected contract renewals and the period over which the veracity of the data deteriorates. See note 11 for the amount of customer data intangible capitalised during the year.

Key sources of estimated uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Useful economic lives of intangible and tangible assets.

The annual amortisation charge for intangible assets and the depreciation charge for tangible assets is sensitive to changes in the etiolated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended where necessary to reflect current liabilities, based on technological advancement, future investments, economic utilisation, and the physical condition of the assets.

The cost of customer data is amortised in 6 monthly increments for a period of 2 years down to a base value of 10% of its initial cost., which management have estimated to be the residual value of the customer data. Older amounts are reviewed annually for impairment and any impairment loss is recognised in profit and loss.

See note 11 for the carrying amount of the intangible assets, note 12 for the carrying amount of the tangible assets, and note 1 for the useful economic lives for each class of assets.

Impairment of debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtors, the ageing profile of debtors and historical experience. A the balance sheet date debtors totalling £1,254,943 have been impaired. See note 14 for the net carrying amount of the debtors.

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

2. ACCOUNTING POLICIES - continued

Turnover

Turnover represents the total amount receivable by the company for services provided, excluding value added tax and trade discounts. Revenue is recognised at the point when the company has met its contractual obligations and obtained its right to full consideration.

Intangible assets

Expenditure on development is capitalised as development costs in the year in which it is incurred. Research costs are written off in the year of expenditure through profit and loss. The company commences amortisation of the deferred costs once the development comes into use.

The company acquires customer data to use in its commercial activities which is initially recognised at cost.

Amortisation is recognised so as to write the cost of the asset less their residual values over their useful lives on the following basis:

Development costs	20% straight line
Customer data	see below

The cost of customer data is amortised in 6 monthly increments for a period of 2 years down to a base value of 10% of the original cost. After 3 years the the residual value is written down to nil. With the value of the additional write down being recognised as an impairment loss.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Short leasehold	- 15% on cost
Improvements to property	- 15% on cost
Fixtures and fittings	- 15% on reducing balance
Computer equipment	- 25% on cost

Fixed assets are recognised at cost less depreciation and impairment where applicable.

Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets 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 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 it's 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.

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023**

2. ACCOUNTING POLICIES - continued

Financial instruments

The Group has elected to apply the provisions of section 11 'Basic financial instrument's' and section 12' Other financial instrument's issues' of FRS 102 to all of its financial instrument's.

Financial instrument's are recognised 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 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.

Basic financial assets

Basic financial assets, which include trade and other debtors, amounts due from group undertakings 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 constitute a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that , as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimates cash flows discounted at the asset's original effective interest rate.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and subsequently all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated party.

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 trade and other creditors, bank and other loans and amounts due to group undertakings, 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.

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

Derecognition of financial liabilities

Financial liabilities are recognised when the company's contractual obligations are discharged, cancelled or they expire.

Equity Instruments

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023**

2. ACCOUNTING POLICIES - continued

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of direct issue costs. Dividend payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities are deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the assets and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised, or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

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 year 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.

Hire purchase and leasing commitments

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Pension costs and other post-retirement benefits

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

Employee benefits

The cost of short-term employee benefits are recognised as a liability and an expense.

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

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

2. ACCOUNTING POLICIES - continued

Investments in subsidiaries

Investments in subsidiaries in the parent company balance sheet are initially measured at cost and subsequently measured at cost less impairment. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in the profit and 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.

Exceptional items

When items included in the Consolidated Statement of Comprehensive Income are considered to be exceptional items due to their size or incidence, these items are disclosed separately as Exceptional Items and a description of the nature and amounts is given in the notes to the financial statements.

3. TURNOVER

The turnover and loss (2022 - profit) before taxation are attributable to the one principal activity of the group.

An analysis of turnover by class of business is given below:

	Year Ended 31.12.23 £	Period 1.8.21 to 31.12.22 £
Business process outsourcing	22,341,465	32,453,211
Price comparison and switching	5,300,254	8,565,093
Management charge	-	3,266,525
	<u>27,641,719</u>	<u>44,284,829</u>

4. EMPLOYEES AND DIRECTORS

	Year Ended 31.12.23 £	Period 1.8.21 to 31.12.22 £
Wages and salaries	16,598,442	23,459,127
Social security costs	1,105,075	1,686,062
Other pension costs	450,431	673,075
	<u>18,153,948</u>	<u>25,818,264</u>

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

4. EMPLOYEES AND DIRECTORS - continued

The average number of employees during the year was as follows:

	Year Ended 31.12.23	Period 1.8.21 to 31.12.22
Operations	608	719
Administration	62	29
Senior management	4	13
Non UK operations	<u>274</u>	<u>-</u>
	<u>948</u>	<u>761</u>

The average number of employees by undertakings that were proportionately consolidated during the year was 274 (2022 - NIL).

The Group operates a defined contribution pension scheme that all employees are entitled to join. The cost to the Group for the year amounted to £74,053 (2022 £673,076). Included in other creditors is £450,431 (2022 £34,975) relating to employer pension contributions unpaid at the year end.

	Year Ended 31.12.23 £	Period 1.8.21 to 31.12.22 £
Directors' remuneration	110,990	149,366
Directors' pension contributions to money purchase schemes	<u>5,136</u>	<u>6,613</u>

The number of directors to whom retirement benefits were accruing was as follows:

Money purchase schemes	<u>2</u>	<u>2</u>
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5. EXCEPTIONAL ITEMS

	Year Ended 31.12.23 £	Period 1.8.21 to 31.12.22 £
Exceptional items	<u>(2,531,625)</u>	<u>(892,595)</u>

Intelling Ltd. (Registered number: 08157548)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023**

During the year the group has incurred one off fees related to refinancing and restructuring their debt and the group, these costs amount to £309,346, due to their size and nature they have been disclosed as an exceptional item.

As disclosed in note 26 the Group was part of a reorganisation and the parent company, Intelling Acquisition Limited sold its shares in Intelling Limited. As a result of this sale loans due to Intelling Limited from group undertakings including Intelling Acquisition Limited have been written off after the balance sheet date. At 31 December 2023 the loans have been impaired to nil, resulting in a loss of £2,373,914 included in exceptional items.

Trade debtors have been impaired by £909,249 due to a change in the contractual terms with some customers over a two year period to 31 December 2023, this impairment has been classified as an exceptional item due to its nature and size.

In the prior year the group was part of a restructure and existing shareholders sold their interests in the parent undertaking, Intelling Group Limited. There was an agreement to pay the management team bonus of £892,595 including interest. Since 31 December 2022 management have waived their right to the bonus and thus it has been credited to exceptional items in 2023.

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	Year Ended 31.12.23 £	Period 1.8.21 to 31.12.22 £
HMRC interest	84,614	-
Hire purchase	<u>18,156</u>	<u>26,962</u>
	<u>102,770</u>	<u>26,962</u>

7. (LOSS)/PROFIT BEFORE TAXATION

The loss (2022 - profit) is stated after charging:

	Year Ended 31.12.23 £	Period 1.8.21 to 31.12.22 £
Hire of plant and machinery	32,597	68,489
Other operating leases	887,394	666,132
Depreciation - owned assets	269,789	267,040
Depreciation - assets on hire purchase contracts	56,122	83,076
Customer data amortisation	4,982,576	4,921,184
Development costs amortisation	183,871	148,677
Auditors' remuneration	37,000	-
Other non- audit services	-	4,954
Foreign exchange differences	1,795	-
Exceptional items	<u>2,531,625</u>	<u>892,595</u>

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

8. TAXATION

Analysis of the tax (credit)/charge

The tax (credit)/charge on the loss for the year was as follows:

	Year Ended 31.12.23 £	Period 1.8.21 to 31.12.22 £
Current tax:		
Foreign taxation	<u>10,751</u>	<u>-</u>
Deferred tax:		
Deferred tax on losses	(798,736)	-
Origination and reversal of timing differences	<u>(67,615)</u>	<u>30,538</u>
Total deferred tax	<u>(866,351)</u>	<u>30,538</u>
Tax on (loss)/profit	<u>(855,600)</u>	<u>30,538</u>

Reconciliation of total tax (credit)/charge included in profit and loss

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

	Year Ended 31.12.23 £	Period 1.8.21 to 31.12.22 £
(Loss)/profit before tax	<u>(5,719,232)</u>	<u>910,064</u>
(Loss)/profit multiplied by the standard rate of corporation tax in the UK of 25 % (2022 - 19 %)	(1,429,808)	172,912
Effects of:		
Expenses not deductible for tax purposes	583,077	9,083
Capital allowances in excess of depreciation	(6,211)	-
Depreciation in excess of capital allowances deduction	-	5,282
Group relief	-	(156,739)
Different tax rates outside of UK	<u>(2,658)</u>	<u>-</u>
Total tax (credit)/charge	<u>(855,600)</u>	<u>30,538</u>

At 31 December 2023 the parent company, Intelling Limited, had tax losses carried forward of £3,194,942. The directors believe that sufficient future profits will be generated to utilise the loss and a deferred tax asset has been recognised.

The UK corporation tax rate increased from 19% to 25% on 1 April 2023.

Deferred tax at the reporting date have been measured using the substantively enacted rates that will be in effect when the deferred tax assets and liabilities are expected to unwind. This results in a deferred tax rate of 25%.

A subsidiary, Intelling South Africa (Pty) Ltd is subject to tax in South Africa, the main rate of tax is 27%.

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

9. **INDIVIDUAL STATEMENT OF COMPREHENSIVE INCOME**

As permitted by Section 408 of the Companies Act 2006, the Statement of Comprehensive Income of the parent company is not presented as part of these financial statements.

10. **DIVIDENDS**

	Year Ended 31.12.23 £	Period 1.8.21 to 31.12.22 £
Ordinary shares shares of £1 each		
Interim	-	<u>1,462,913</u>

11. **INTANGIBLE FIXED ASSETS**

Group

	Customer data £	Development costs £	Totals £
COST			
At 1 January 2023	13,977,493	1,865,556	15,843,049
Additions	4,073,508	430,124	4,503,632
At 31 December 2023	<u>18,051,001</u>	<u>2,295,680</u>	<u>20,346,681</u>
AMORTISATION			
At 1 January 2023	8,241,067	1,023,051	9,264,118
Amortisation for year	4,982,576	183,871	5,166,447
At 31 December 2023	<u>13,223,643</u>	<u>1,206,922</u>	<u>14,430,565</u>
NET BOOK VALUE			
At 31 December 2023	<u>4,827,358</u>	<u>1,088,758</u>	<u>5,916,116</u>
At 31 December 2022	<u>5,736,426</u>	<u>842,505</u>	<u>6,578,931</u>

The Group acquires customer data to use in its commercial activities. Additions in the period total £4,073,508. Customer data has a useful life of 3 years. Amortisation charges are included in Administrative Expenses in the Consolidated Statement of Comprehensive Income.

As described in note 23 to the financial statements security is given in respect of liabilities of other group companies against the assets of the company.

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

11. INTANGIBLE FIXED ASSETS - continued

Company

	Customer data £	Development costs £	Totals £
COST			
At 1 January 2023	13,977,493	1,865,556	15,843,049
Additions	4,073,508	430,124	4,503,632
At 31 December 2023	<u>18,051,001</u>	<u>2,295,680</u>	<u>20,346,681</u>
AMORTISATION			
At 1 January 2023	8,241,067	1,023,051	9,264,118
Amortisation for year	4,982,576	183,871	5,166,447
At 31 December 2023	<u>13,223,643</u>	<u>1,206,922</u>	<u>14,430,565</u>
NET BOOK VALUE			
At 31 December 2023	<u>4,827,358</u>	<u>1,088,758</u>	<u>5,916,116</u>
At 31 December 2022	<u>5,736,426</u>	<u>842,505</u>	<u>6,578,931</u>

The company acquires customer data to use in its commercial activities. Additions in the period total £4,073,508. Customer data has a useful life of 3 years.

Amortisation charges are included in the Administrative Expenses in the Statement of Comprehensive Income.

As described in note 23 to the financial statements security is given in respect of liabilities of other group companies against the assets of the company.

12. TANGIBLE FIXED ASSETS

Group

	Short leasehold £	Improvements to property £	Fixtures and fittings £	Computer equipment £	Totals £
COST					
At 1 January 2023	16,110	333,689	342,594	1,117,534	1,809,927
Additions	-	50,858	1,640	425,720	478,218
At 31 December 2023	<u>16,110</u>	<u>384,547</u>	<u>344,234</u>	<u>1,543,254</u>	<u>2,288,145</u>
DEPRECIATION					
At 1 January 2023	15,240	63,479	164,155	777,284	1,020,158
Charge for year	870	54,181	27,012	243,848	325,911
At 31 December 2023	<u>16,110</u>	<u>117,660</u>	<u>191,167</u>	<u>1,021,132</u>	<u>1,346,069</u>
NET BOOK VALUE					
At 31 December 2023	<u>-</u>	<u>266,887</u>	<u>153,067</u>	<u>522,122</u>	<u>942,076</u>
At 31 December 2022	<u>870</u>	<u>270,210</u>	<u>178,439</u>	<u>340,250</u>	<u>789,769</u>

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

12. TANGIBLE FIXED ASSETS - continued

Group

As described in note 23 to the financial statements security is given in respect of liabilities of other group companies against the assets of the company.

Depreciation charges are included in the Administrative Expenses in the Consolidated Statement of Comprehensive Income.

Fixed assets, included in the above, which are held under hire purchase contracts are as follows:

	Fixtures and fittings £	Computer equipment £	Totals £
COST			
At 1 January 2023 and 31 December 2023	<u>34,218</u>	<u>210,772</u>	<u>244,990</u>
DEPRECIATION			
At 1 January 2023	11,350	135,610	146,960
Charge for year	<u>3,430</u>	<u>52,692</u>	<u>56,122</u>
At 31 December 2023	<u>14,780</u>	<u>188,302</u>	<u>203,082</u>
NET BOOK VALUE			
At 31 December 2023	<u>19,438</u>	<u>22,470</u>	<u>41,908</u>
At 31 December 2022	<u>22,868</u>	<u>75,162</u>	<u>98,030</u>

Company

	Short leasehold £	Improvements to property £	Fixtures and fittings £	Computer equipment £	Totals £
COST					
At 1 January 2023	16,110	333,689	342,594	1,117,534	1,809,927
Additions	<u>-</u>	<u>50,858</u>	<u>1,640</u>	<u>415,716</u>	<u>468,214</u>
At 31 December 2023	<u>16,110</u>	<u>384,547</u>	<u>344,234</u>	<u>1,533,250</u>	<u>2,278,141</u>
DEPRECIATION					
At 1 January 2023	15,240	63,479	164,155	777,284	1,020,158
Charge for year	<u>870</u>	<u>54,181</u>	<u>27,012</u>	<u>243,135</u>	<u>325,198</u>
At 31 December 2023	<u>16,110</u>	<u>117,660</u>	<u>191,167</u>	<u>1,020,419</u>	<u>1,345,356</u>
NET BOOK VALUE					
At 31 December 2023	<u>-</u>	<u>266,887</u>	<u>153,067</u>	<u>512,831</u>	<u>932,785</u>
At 31 December 2022	<u>870</u>	<u>270,210</u>	<u>178,439</u>	<u>340,250</u>	<u>789,769</u>

As described in note 23 to the financial statements security is given in respect of liabilities of other group companies against the assets of the company.

Depreciation charges are included in the Administrative Expenses in the Statement of Comprehensive Income.

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

12. TANGIBLE FIXED ASSETS - continued

Company

Fixed assets, included in the above, which are held under hire purchase contracts are as follows:

	Fixtures and fittings £	Computer equipment £	Totals £
COST			
At 1 January 2023 and 31 December 2023	<u>34,218</u>	<u>210,772</u>	<u>244,990</u>
DEPRECIATION			
At 1 January 2023	11,350	135,610	146,960
Charge for year	<u>3,430</u>	<u>52,692</u>	<u>56,122</u>
At 31 December 2023	<u>14,780</u>	<u>188,302</u>	<u>203,082</u>
NET BOOK VALUE			
At 31 December 2023	<u>19,438</u>	<u>22,470</u>	<u>41,908</u>
At 31 December 2022	<u>22,868</u>	<u>75,162</u>	<u>98,030</u>

13. FIXED ASSET INVESTMENTS

Company

	Shares in group undertakings £
COST	
At 1 January 2023	800
Additions	<u>4</u>
At 31 December 2023	<u>804</u>
NET BOOK VALUE	
At 31 December 2023	<u>804</u>
At 31 December 2022	<u>800</u>

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

13. **FIXED ASSET INVESTMENTS - continued**

All subsidiaries of Intelling Limited are as follows:

Name of undertaking	Country of incorporation	Share capital	Holding
Intelling South Africa Proprietary Limited	South Africa	Single	100%
Intelling India Private Limited *	India	Ordinary	99.9%
Intelling Ireland Limited *	England and Wales	Ordinary £1	100%

* Indicates dormant company.

Dormant subsidiaries registered in England and Wales have claimed audit exemption under S480 Companies Act 2006.

All of the above subsidiaries are included in the consolidation.

Intelling South Africa Proprietary Limited are a business process outsourcing company offering complete customer management solutions for both inbound and outbound activities.

The registered office of subsidiaries are as follows:

Intelling South Africa Proprietary Limited- 1 Holwood Park, 5 Canegate Road, Umhlanga, Kwa-Zulu Natal, 4319, South Africa.

Intelling India Private Limited- Unit 702, 7th Floor Plot 3, Martin Burn, Business Park, Sech Bhawan, Saltlake, North 24 Parganas-700091, West Bengal.

Intelling Ireland Limited- Southmoor House Southmoor Road, Wythenshawe, Manchester, Greater Manchester, M23 9XD.

14. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	Group		Company	
	31.12.23	31.12.22	31.12.23	31.12.22
	£	£	£	£
Trade debtors	2,610,704	7,016,862	2,610,704	7,016,862
Amounts owed by group undertakings	180,478	5,907,945	179,768	5,907,145
Other debtors	55,748	99,268	55,748	99,268
Deferred tax asset	631,064	-	631,064	-
Prepayments and accrued income	2,949,247	219,645	2,949,247	219,645
Prepayments	591,180	208,500	591,180	208,500
	<u>7,018,421</u>	<u>13,452,220</u>	<u>7,017,711</u>	<u>13,451,420</u>

Deferred tax asset

	Group		Company	
	31.12.23	31.12.22	31.12.23	31.12.22
	£	£	£	£
Deferred tax	<u>631,064</u>	<u>-</u>	<u>631,064</u>	<u>-</u>

As described in notes 18 and 23 to the financial statements security is given in respect of liabilities of other group companies against the assets of the company.

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	31.12.23	31.12.22	31.12.23	31.12.22
	£	£	£	£
Hire purchase contracts (see note 17)	161,309	81,639	161,309	81,639
Trade creditors	3,087,819	2,199,157	3,060,529	2,199,157
Amounts owed to group undertakings	-	2,238,247	80,637	2,238,247
Tax	10,751	369,466	-	369,466
Social security and other taxes	1,127,959	495,381	1,099,254	495,381
VAT	1,821,726	4,186,553	1,839,826	4,186,553
Other creditors	8,461,592	7,957,988	8,461,592	7,957,988
Directors' current accounts	571,300	-	571,300	-
Accruals and deferred income	221,205	34,235	220,885	34,235
	<u>15,463,661</u>	<u>17,562,666</u>	<u>15,495,332</u>	<u>17,562,666</u>

16. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group		Company	
	31.12.23	31.12.22	31.12.23	31.12.22
	£	£	£	£
Hire purchase contracts (see note 17)	<u>223,046</u>	<u>83,885</u>	<u>223,046</u>	<u>83,885</u>

17. LEASING AGREEMENTS

Minimum lease payments fall due as follows:

Group

	Hire purchase contracts	
	31.12.23	31.12.22
	£	£
Net obligations repayable:		
Within one year	161,309	81,639
Between one and five years	<u>223,046</u>	<u>83,885</u>
	<u>384,355</u>	<u>165,524</u>

Company

	Hire purchase contracts	
	31.12.23	31.12.22
	£	£
Net obligations repayable:		
Within one year	161,309	81,639
Between one and five years	<u>223,046</u>	<u>83,885</u>
	<u>384,355</u>	<u>165,524</u>

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

17. LEASING AGREEMENTS - continued

Group

	Non-cancellable 31.12.23 £	operating leases 31.12.22 £
Within one year	735,870	492,245
Between one and five years	2,258,053	2,576,323
In more than five years	-	838,311
	<u>2,993,923</u>	<u>3,906,879</u>

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating losses.

Assets held under finance leases are recognised as assets at the lower of the assets fair value at the date of inception and the present value of the minimum lease payments. The related liability is included in the statement of financial position as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to the income statement to produce a constant periodic rate of interest on the remaining balance of the liability.

Company

	Non-cancellable 31.12.23 £	operating leases 31.12.22 £
Within one year	737,870	492,245
Between one and five years	2,258,053	2,576,323
In more than five years	-	838,311
	<u>2,995,923</u>	<u>3,906,879</u>

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating losses.

Assets held under finance leases are recognised as assets at the lower of the assets fair value at the date of inception and the present value of the minimum lease payments. The related liability is included in the statement of financial position as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to the income statement to produce a constant periodic rate of interest on the remaining balance of the liability.

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

18. SECURED DEBTS

The following secured debts are included within creditors:

	Group		Company	
	31.12.23	31.12.22	31.12.23	31.12.22
	£	£	£	£
Other creditors	<u>5,901,051</u>	<u>5,386,165</u>	<u>5,901,051</u>	<u>5,386,165</u>

Investec Capital Solutions Limited provide short term finance in the form of invoice discounting. The debt is secured against specified trade debtors, including accrued income and cash held in the specified client account.

As described in Note 26 this debt is refinanced after the year end and replaced with a parent company loan and a term loan from Investec Bank plc.

19. PROVISIONS FOR LIABILITIES

	Group		Company	
	31.12.23	31.12.22	31.12.23	31.12.22
	£	£	£	£
Deferred tax	<u>-</u>	<u>235,286</u>	<u>-</u>	<u>235,286</u>

Group

	Deferred tax
	£
Balance at 1 January 2023	235,286
Credit to Statement of Comprehensive Income during year	<u>(866,350)</u>
Balance at 31 December 2023	<u>(631,064)</u>

Company

	Deferred tax
	£
Balance at 1 January 2023	235,286
Credit to Statement of Comprehensive Income during year	<u>(866,350)</u>
Balance at 31 December 2023	<u>(631,064)</u>

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

19. PROVISIONS FOR LIABILITIES - continued

The net deferred tax asset represents timing differences in respect of assets that are being depreciated at a rate lower than the tax writing down allowances, partially offset by a deferred tax asset arising on short term timing differences.

The major deferred tax liabilities and assets recognised are:

Group	Assets/ (Liabilities) 2023 £	Assets/ (Liabilities) 2022 £
Balances:		
Accelerated capital allowances	(214,105)	(254,060)
Losses and other deductions	798,736	
Short term timing differences	46,433	18,774
	<u>631,064</u>	<u>(235,286)</u>

Company	Assets/ (Liabilities) 2023 £	Assets/ (Liabilities) 2022 £
Balances:		
Accelerated capital allowances	(214,105)	(254,060)
Losses and other deductions	798,736	
Short term timing differences	46,433	18,774
	<u>631,064</u>	<u>(235,286)</u>

20. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:		Nominal	31.12.23	31.12.22
Number:	Class:	value:	£	£
1,002	Ordinary shares	£1	<u>1,002</u>	<u>1,002</u>

Ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the company.

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

21. RESERVES

Group

	Retained earnings £	Share premium £	Totals £
At 1 January 2023	2,841,423	331,000	3,172,423
Deficit for the year	<u>(4,863,632)</u>		<u>(4,863,632)</u>
At 31 December 2023	<u>(2,022,209)</u>	<u>331,000</u>	<u>(1,691,209)</u>

Company

	Retained earnings £	Share premium £	Totals £
At 1 January 2023	2,841,423	331,000	3,172,423
Deficit for the year	<u>(4,904,722)</u>		<u>(4,904,722)</u>
At 31 December 2023	<u>(2,063,299)</u>	<u>331,000</u>	<u>(1,732,299)</u>

22. ULTIMATE PARENT COMPANY

The company's immediate parent undertaking is Intelling Group Limited, a company registered in England and Wales, registered office Southmoor House, Southmoor Road, Manchester, England, M23 9XD.

The company's ultimate parent undertaking is IAHP Group Holdings Ltd (formerly RDCP Group Limited), a company registered in England and Wales, registered office Lynton House 7-12 Tavistock Square, London, WC1H 9LT.

After the year end the company was bought by CSP Alpha Holdings Pte Ltd, a company registered in Singapore. on 23 July 2024 CSP Alpha Holdings Pte Ltd became the immediate parent company and CSP EAF I GP Limited became the ultimate parent company.

23. CONTINGENT LIABILITIES

A director Philip Morgan, RDCP Group Limited (the ultimate controlling party), NVM Pe Limited and Investec Bank PLC Limited hold fixed and floating charges against all of the assets of this company in respect of liabilities in Intelling Finance Limited and Intelling Acquisition Limited, who are both fellow subsidiaries. The amounts of the liabilities at 31st December 2023 for which security has been given are as follows:

Charge holder	Liability of:	£
Philip Morgan	Intelling Finance Limited	493,328
RDCP Group Limited	Intelling Finance Limited	4,452,446
NVM Pe Limited	Intelling Acquisition Limited	1,395,333
Investec Bank PLC Limited	Intelling Acquisition Limited	9,771,888

As described in Note 26 Intelling Acquisition Limited sold all of its interests in Intelling Limited on 23 July 2024. As part of the transaction all creditors noted above entered into a deed of release with Intelling Acquisition Limited and Intelling Finance Limited at no cost to Intelling Limited.

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

24. **DIRECTORS' ADVANCES, CREDITS AND GUARANTEES**

The following advances and credits to directors subsisted during the year ended 31 December 2023 and the period ended 31 December 2022:

	31.12.23	31.12.22
	£	£
P Morgan		
Balance outstanding at start of year	-	-
Amounts advanced	37,545	-
Amounts repaid	(539,295)	-
Amounts written off	-	-
Amounts waived	-	-
Balance outstanding at end of year	<u>(501,750)</u>	<u>-</u>
C A Winnard		
Balance outstanding at start of year	-	-
Amounts advanced	4,550	-
Amounts repaid	(70,000)	-
Amounts written off	-	-
Amounts waived	-	-
Balance outstanding at end of year	<u>(65,450)</u>	<u>-</u>

Loans from directors are interest free and repayable on demand.

25. **RELATED PARTY DISCLOSURES**

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

As described in note 23 to the financial statements the company's assets have been given as security against the liabilities of group members. The details of the amounts and the parties involved are given in note 17.

Entities with control, joint control or significant influence over the entity

	31.12.23	31.12.22
	£	£
Loan write off	<u>2,400,000</u>	<u>-</u>

Key management personnel of the entity or its parent (in the aggregate)

	31.12.23	31.12.22
	£	£
Exceptional items	892,595	(892,595)
Amount due to related party	<u>-</u>	<u>(892,595)</u>

Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2023

25. **RELATED PARTY DISCLOSURES - continued**

Other related parties

	31.12.23	31.12.22
	£	£
Sales	-	3,266,525
Purchases	-	(2,300,000)
Loan write off	(4,773,915)	-
Amount due from related party	180,478	5,907,945
Amount due to related party	<u>-</u>	<u>(2,238,247)</u>

During the year, a total of key management personnel compensation of £ 197,313 was paid.

26. **POST BALANCE SHEET EVENTS**

On 23 July 2024, the parent company Intelling Acquisition Limited sold its shares in Intelling Limited. As part of this transaction bank loans in the parent company (Intelling Acquisition Limited) have been released resulting in cross company charges being released in Intelling Limited.

Intelling Limited's own debt has also been refinanced as part of the transaction with a loan from the acquiring company of £5m and a new facility from Investec Bank plc of £3.2m.

27. **ULTIMATE CONTROLLING PARTY**

In the opinion of the directors there is no ultimate controlling party.

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.