

# **MILAMBER VENTURES PLC**

(formerly Ronaldsway Private Equity plc)

Annual Report and Financial Statements

For the year ended 31 March 2014

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## COMPANY INFORMATION

DIRECTORS:	Andy Hasoon (Chairman) Dapo Ladimeji
REGISTERED OFFICE:	30 Percy Street London W1T 2DB
COMPANY NUMBER:	Incorporated in England and Wales with registered number 05667178
SECRETARY:	M Nicholson
BROKER:	Peterhouse Corporate Finance Ltd 31 Lombard Street London EC3V 9BQ
REGISTRARS:	Share Registrars Limited First floor 9 Lion and Lamb Yard Farnham Surrey GU9 7LL
INDEPENDENT AUDITOR:	Welbeck Associates Chartered accountants and Statutory Auditors 30 Percy Street London W1T 2DB

## CHAIRMAN'S STATEMENT

FOR THE YEAR ENDED 31 March 2014

I am pleased to present the final results of Milamber Ventures Plc ("MLVP"), for the year ended 31 March 2014.

On 17 June 2014, the Company announced its intention to change its strategy and transform the Company from a generalist investment vehicle, to a company advising and investing in, early stage growth companies in the media, technology and education sectors. In July 2013, John Leece joined the Board as a Non-Executive Director to help to take the Company through this transitional phase and to oversee the structural changes that needed to be made within the Company. Having completed this oversight, Mr Leece stepped down from the Board on 3 July 2014. The Company has now successfully changed its focus and made various investments in the technology and media sector over the financial period reported. On 3rd July we welcomed Oladpo ("Dapo") Alani Ladimeji to the Board as a Non-Executive Director. Dapo has a wide range of contacts, which the Company can benefit from strategically.

Total revenue for the year was £59,774 mainly arising from the contract with Engage (see below). For the previous year revenue was £102,550 which arose almost entirely from the collaboration with Engage on the Flux event held in January 2013. The net loss for the year was £102,781, compared to the loss of £69,384 for 2013. The loss per share was 0.73p, compared to a 0.54p loss per share in 2013. On 29 May 2014, debt equal to £86,250 was converted into ordinary shares of the Company, substantially improving the Company's balance sheet position following the Company's financial year end.

As at the close of business on 10 April 2014, the mid-price of the Company's ordinary shares as quoted on the ISDX Growth Market was 0.825 pence per share, which represented a 17.5 per cent discount to the 1p nominal value of the Company's Ordinary Shares at the time. This restricted Company from issuing shares to raise cash or being used as consideration for acquisitions and placed a severe restriction on the Company's ability to implement its investment strategy. On 7 May 2014, MLVP completed a reorganisation of the share capital of the Company. This was effectively a 1 for 25 share consolidation, with every 25 of the Company's existing ordinary shares of 1p being consolidated into 1 new share of 1p and a deferred of 24p. The restricted rights of the deferred shares are such that they have no economic value. Immediately following this share capital reorganisation, MLVP completed its investment in Bull Roger Limited ("BRL") for £70,000, payable in MLVP shares.

### **Current Investments**

Since changing its investment focus, the Company has made investments in the following companies, which the Directors believe will enhance Shareholders value in the long-term:

MLVP now holds a 10% stake in Engage Production Limited ("Engage") a company which uses the latest innovation to improve business performance for its clients' products and services. Engage is progressing well, with revenues in 2013 of £1.84million and profit after tax of £64,000. In the first 6 months of 2014 Engage's revenues were circa £2.8million. We are expecting Engage Production Limited to show substantial growth in the twelve months to December 2014, compared to 2013. MLVP also provides advisory services to Engage, the fees of which have been providing revenues to the Company since June last year.

Engage and MLVP each own 49% of Flux Impact Limited. On the 28 March 2014, this company launched the Flux Innovation Lounge ("Flux"), a permanent event space used to showcase and demonstrate how the latest technical innovations can be used by companies to accelerate business performance. Over 350 specially invited executives from blue chip companies attended the launch event. Since launching, there has been some press coverage including various TV interviews including a 3 minute CNBC News clip, with Andy Hasoon, on "The Store of the Future", which can be viewed at: [www.MilamberVentures.com](http://www.MilamberVentures.com). Since opening its doors 1000+ senior executives from blue chip organisations have attended Flux and been taken round various exhibits including: a 4 x 3 metre multi touch, state of the art interactive media wall; Google glasses; an Oculus Rift exhibit; various Holographic displays including the HOLO designed by Conran; plus several augmented reality case studies, including the Fashion 3D pod. These exhibits help companies to understand the value of customer engagement and interactivity and how this can be used to accelerate business performance.

On 29 May 2014, the Company completed the acquisition of a 35% equity stake BRL, a company specialising in brand development and digital marketing services. We are currently working with the management of BRL to put a restructuring and growth plan in place for BRL. We expect that the growth plan will start to be implemented in September 2014 and envisage these changes to start impacting the business in early 2015.

At the same time as completing our investment in BRL Milamber increased its equity stake in Engage from 2.5% to 10% by acquiring an additional 7.5% of the equity from the controlling shareholder, Steve Blyth for £100,000, also by way of a share exchange. Engage is progressing well; last year revenues were £1.84 million with a profit of £64,000 and in the first 6 months of 2014 revenues have increased to around £2.8 million. We are expecting Engage to show growth in excess of 250% from 2013 to 2014. Engage has also won 2 awards in 2014 and is making significant progress securing new business.

## CHAIRMAN'S STATEMENT

FOR THE YEAR ENDED 31 March 2014

In May 2014, Milamber acquired a 20% equity stake in a start-up company, Miss Amelia Presents Limited ("MAP") and the Board is working closely with the founder to put in place a launch strategy for 2015. MAP was founded by Miss Amelia Kallman, the business aims to amuse and engage global audiences through provocative and compelling storytelling across a wide range of digital multimedia platforms.

Milamber is also working on a number of other ventures in the media, technology and education space. More recently we have been working with the European Innovation Network (EIN) to prepare our first EU Grant application which will, hopefully, be submitted in October 2014 for the new Framework 8 - Horizon 2020 funding programme ("Horizon 2020"). Horizon 2020 is a large EU research and innovation programme with nearly €80 billion of funding available over 7 years (2014 to 2020). It promises more breakthroughs, discoveries and world-firsts by taking great ideas from the lab to the market. Despite grant funding not being easy to access, the Board and the Company's experienced team have a great deal of experience in this area and through our partnership with EIN we hope to make these funds more accessible for UK companies.

The Company is being asked to evaluate several new business proposals each month. The Directors go through a rigorous selection process in taking on companies that we believe we can add strategic value to. We believe the best way to grow a company is to secure more sales and fund growth through the profits generated from paying customers. From this, we believe that significant results can be achieved.

Milamber now generates enough income from fees associated with the services it provides to various companies to cover the majority of its administrative costs and the Board looks forward to making investments we believe will create value for our shareholders moving forward.

*Andy Hasoon*

Andy Hasoon  
Executive Chairman

25 September 2014

## STRATEGIC REPORT

FOR THE YEAR ENDED 31 March 2014

The Directors present their Strategic Report for the year ended 31 March 2014

## BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The Company's loss for the year after taxation was £102,781 (2013: £69,384 loss) and the loss per share was 0.73p (2013: 0.54p loss). The net assets at the year end were £46,896 compared to £61,111 at 31 March 2013. The Directors do not recommend the payment of a dividend (2013: £nil).

In October 2013 the Company acquired 2.5% of the equity of Engage Productions Limited ("Engage") for a cash consideration of £2,500. On the basis that an additional 7.5% of Engage was acquired for £100,000 subsequent to the year end, the 2.5% stake was valued at £33,300 at the year end.

In February 2014 the company agreed to acquire 35% of the equity of Bull Rodger Limited ("BRL"), for a consideration of £70,000, by way of a share for share exchange, a transaction that was completed following the share reconstruction in May 2014.

On 6 December 2013 the Company changed its name from Ronaldsway Private Equity plc to Milamber Ventures plc.

Subsequent to the year end, on 6 May 2014, the shareholders approved a share reconstruction which was effectively a share consolidation on a 1 for 25 basis. This enabled the Company to complete a number of share transactions:

- The issue of 350,000 shares to complete the share exchange with BRL, referred to above
- The issue of 500,000 shares as consideration for acquiring an additional 7.5% of the equity of Engage.
- The issue of 431,250 shares in settlement of certain debts owed by the Company.

## KEY PERFORMANCE INDICATORS

The key performance indicators are set out below:

COMPANY STATISTICS	2014	2013	Change %
Net asset value per share	0.11p	0.50p	-65%
Share price at 31 March	0.75p	2.50p	-17%

## GOING CONCERN

The Directors have prepared cash flow forecasts through to 30 September 2015 which assume no significant investment activity is undertaken unless sufficient funding is in place to undertake the investment activity. The cash flow forecasts, demonstrate that the Company has sufficient financial resources, at the time of approving the financial statements, to enable the Company to continue in existence for at least the next twelve months.

However, the company is currently completing a transaction that will result in the company having sufficient cash to cover the operating costs of the business (minus any Directors fees) for the next 2 years.

On this basis, the Directors have a reasonable expectation that the Company has adequate resources to continue operating for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the Company's financial statements.

For and on behalf of the Board

Andy Hasoon  
Director  
25 September 2014

## DIRECTORS' REPORT

FOR THE YEAR ENDED 31 March 2014

The Directors present their annual report together with the audited financial statements for the year ended 31 March 2014

### PRINCIPAL ACTIVITY

The Company's main activity is as a private equity investment vehicle established to grow early stage small to medium sized companies by injecting seed capital, management support and access to further funds from capital markets.

### DIRECTORS

The Directors of the Company during the year and subsequently are set out below.

Andy Hasoon

John Leece (appointed 8 August 2013)

Adele Thackray (resigned 8 August 2013)

On 3 July 2014 Mr Dapo Ladimeji was appointed a director, and Mr John Leece resigned as a director.

### SUBSTANTIAL SHAREHOLDINGS

The only interests in excess of 3% of the issued share capital of the Company as at 22 September 2014 were as follows:

Shareholder	**Number of Shares	%
Steve Blyth	500,000	26.43%
Andy Hasoon	400,000	21.14%
Paul Rodger	350,000	18.50%
Webb Capital	124,387	6.58%
Mineral & Financial Investments Limited	89,876	4.75%
ANS Group	82,356	4.35%

\*\*These shareholdings reflect the share consolidation which took place in April 2014.

### DIRECTORS' REMUNERATION

Details of the directors' remuneration are set out in note 6 to the financial statements.

### FINANCIAL RISK MANAGEMENT

The company holds or issues financial instruments in order to achieve three main objectives, being:

- (a) to finance its operations;
- (b) to manage its exposure to interest and currency risks arising from its operations and from its sources of finance; and
- (c) for trading purposes.

In addition, some financial instruments such as trade debtors and trade creditors arise directly from the company's operations.

Transactions in financial instruments result in the company assuming or transferring to another party one or more of the financial risks described below.

## DIRECTORS' REPORT

FOR THE YEAR ENDED 31 March 2014 (continued)

### LIQUIDITY RISK

The company manages its cash and borrowing requirements in order to maximise interest income and minimise interest expense, whilst ensuring the company has sufficient liquid resources to meet the operating needs of the business.

### CREDIT RISK

Investment of cash surpluses, borrowings and derivative instruments are made through banks and companies which must fulfill credit rating criteria approved by the board.

All customers who wish to trade on credit terms are subject to credit verification procedures. Trade debtors are reviewed on a regular basis and provision is made for doubtful debts when necessary.

### POST BALANCE SHEET EVENTS

Material events since the balance sheet date are set out in note 19 to the financial statements.

### DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- make judgements and accounting estimates that are reasonable and prudent;
- select suitable accounting policies and then apply them consistently;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## DIRECTORS' REPORT

FOR THE YEAR ENDED 31 March 2014 (continued)

### PROVISION OF INFORMATION TO THE AUDITOR

In the case of each person who was a Director at the time this report was approved:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- that director has taken all the necessary steps that the director ought to have taken as a director in order to make himself aware of all relevant audit information and to establish that the company's auditor is aware of that information.

This information is given and should be interpreted in accordance with the provisions of s418 of the companies Act 2006.

The Directors are responsible for the maintenance and integrity of the corporate and financial information held on the Company's website.

### AUDITORS

The auditors Welbeck Associates have indicated their willingness to continue in office and a resolution that they be reappointed will be proposed at the Annual General Meeting.

For and on behalf of the Board

Andy Hasoon  
Director  
25 September 2014

REPORT OF THE INDEPENDENT AUDITOR  
TO THE MEMBERS OF MILAMBER VENTURES PLC  
FOR THE YEAR ENDED 31 March 2014

We have audited the financial statements of Milamber Ventures Plc for the year ended 31 March 2014 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Cash Flow, the Statement of Changes in Equity, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Generally Accepted Accounting Practice (UK GAAP) and as applied in accordance with the provisions of the Companies Act 2006.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement, as set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APBs) Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Chairman's Statement, Strategic Report and Report of the Directors to identify any information that is apparently materially incorrect based on, or materially inconsistent with the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implication for our report.

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

**Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2014 and of the company's loss for the year then ended;
- have been properly prepared in accordance with UK GAAP
- have been prepared in accordance with the requirements of the Companies Act 2006

**Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

REPORT OF THE INDEPENDENT AUDITOR  
TO THE MEMBERS OF MILAMBER VENTURES PLC  
FOR THE YEAR ENDED 31 March 2014

**Emphasis of Matter – Going Concern**

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 2 to the financial statements concerning the Company's ability to continue as a going concern. The conditions explained in note 2 to the financial statements indicate the existence of a material uncertainty that they may cast significant doubt about the Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Company was unable to continue as a going concern.

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

We have nothing to report in respect of the following:

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Jonathan Bradley-Hoare  
Senior Statutory Auditor  
for and on behalf of Welbeck Associates  
Chartered Accountants  
Statutory Auditor,

30 Percy Street  
London  
W1T 2DB

25 September 2014

## PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 March 2014

	Notes	2014 £	2013 £
Turnover	3	59,774	102,550
Cost of sales		(6,149)	(71,185)
Gross profit		53,625	31,365
Administrative expenses		(147,681)	(83,746)
Total operating loss		(94,056)	(52,381)
Loss on disposal of investments		(8,725)	(17,003)
LOSS ON ORDINARY ACTIVITIES BEFORE TAX		(102,781)	(69,384)
Tax on ordinary activities	7	-	-
LOSS ON ORDINARY ACTIVITIES AFTER TAX		(102,781)	(69,384)
Loss per share attributable to owners of the Company during the year:	8	pence	pence
Basic and fully diluted:			
Continuing and total operations		(0.73)	(0.54)

## STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

FOR THE YEAR ENDED 31 March 2014

	Notes	2014 £	2013 £
Loss on ordinary activities after tax		(102,781)	(69,384)
Adjustment to market value of investments	9 & 14	38,566	(52,711)
TOTAL GAINS AND LOSSES RECOGNISED IN THE PERIOD		(64,215)	(122,095)

## BALANCE SHEET

AS AT 31 March 2014

	Notes	2014 £	2013 £
<b>FIXED ASSETS</b>			
Investments	9	33,300	2,184
Loan to associate		131,160	-
		<b>164,460</b>	2,184
<b>CURRENT ASSETS</b>			
Debtors	10	4,800	132,501
Cash at bank		6,125	709
		<b>10,925</b>	133,210
<b>CREDITORS</b>			
Amounts falling due within one year	11	(59,664)	(74,283)
<b>NET CURRENT (LIABILITIES)/ASSETS</b>		<b>(48,739)</b>	58,927
<b>CREDITORS PAYABLE IN MORE THAN 1 YEAR</b>		<b>(68,825)</b>	-
<b>NET ASSETS</b>		<b>46,896</b>	61,111
<b>CAPITAL AND RESERVES</b>			
Share capital	12	152,631	127,631
Share premium	14	683,222	658,222
Equity reserve	14	27,753	27,753
Revaluation reserve		(67,004)	(105,570)
Profit and loss account	14	(749,706)	(646,925)
<b>TOTAL SHAREHOLDERS' FUNDS</b>	15	<b>46,896</b>	61,111

The financial statements were approved by the Board and authorised for issue on 25 September 2014

Andy Hasoon  
Director

Company registration number: 05667178 (England & Wales)

The accompanying notes form an integral part of these financial statements

## CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 March 2014

	Notes	2014 £	2013 £
NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES	16	<b>(14,934)</b>	12,920
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			
Interest received		-	-
Net cash inflow from returns on investments and servicing of finance		-	-
TAXATION		-	-
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT			
Purchases of investments		<b>(2,500)</b>	(35,000)
Proceeds from disposal of investments		<b>1,225</b>	13,047
Net cash outflow from capital expenditure and financial investment		<b>(1,275)</b>	(21,953)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from long term loans		<b>21,625</b>	-
Net cash inflow from financing activities		<b>21,625</b>	-
INCREASE/(DECREASE) IN NET CASH		<b>5,416</b>	(9,033)
RECONCILIATION TO NET CASH			
Net cash at beginning of year		<b>709</b>	9,742
Increase/(decrease) in net cash		<b>5,416</b>	(9,033)
NET CASH AT END OF YEAR		<b>6,125</b>	709

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 March 2014

### 1 GENERAL INFORMATION

These financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies are set out in note 2.

### 2 PRINCIPAL ACCOUNTING POLICIES

#### GOING CONCERN

The Company incurred a loss for the year of £102,781, had net assets of £46,896 and a cash balance of £6,125.

Since the year end the Company has settled amounts owed totaling £86,250 by the issue of shares and the directors are in negotiations for the disposal of one of the Company's investments which should realise sufficient funds to enable the Company to meet its commitments for the next two years.

For this reason the Directors have formed a judgement at the time of approving the financial statements that the Company will have adequate funds to continue in operational existence for the foreseeable future and have continued to adopt the going concern basis in preparing the financial statements.

If the Directors are unable to successfully conclude their negotiations for the disposal of the Company's investment the carrying value of the assets of the Company may be impaired. In addition, other costs may arise in the course of realising the assets of the Company.

#### TURNOVER

This represents the value of goods sold and services provided, net of value added tax and trade discounts.

#### TAXATION

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable result for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in the income statement.

Deferred income taxes are calculated using the liability method on temporary differences. This involves the comparison of the carrying amounts of assets and liabilities in the consolidated financial statements with their respective tax bases. However, deferred tax is not provided on the initial recognition of goodwill, nor on the initial recognition of an asset or liability, unless the related transaction is a business combination or affects tax or accounting profit. In addition, tax losses available to be carried forward as well as other income tax credits to the Company are assessed for recognition as deferred tax assets.

Deferred tax liabilities are always provided for in full. Deferred tax assets are recognised to the extent that it is probable that they will be able to be offset against future taxable income. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the balance sheet date.

Most changes in deferred tax assets or liabilities are recognised as a component of tax expense in the income statement. Only changes in deferred tax assets or liabilities that relate to a change in value of assets or liabilities that is charged directly to equity are charged or credited directly to equity.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 March 2014

### 2 PRINCIPAL ACCOUNTING POLICIES (continued)

#### SHARE BASED PAYMENTS

The company has applied the requirements of FRS 20 "Share-based Payments" in respect of all share options. These share options are measured at fair value (excluding the effect of non-market based vesting conditions) at the date of the grant. The fair value determined at the grant date of the share-based payments is expensed on a straight line basis over the vesting period, based on the estimate of the shares that will eventually vest and adjusted for the effect of non-market vesting conditions. Fair value is measured using the Black-Scholes model.

#### FINANCIAL INSTRUMENTS

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### INVESTMENTS

Quoted investments are stated at market value, which is deemed to be the bid price. Unquoted investments are valued by the directors using primary valuation techniques such as recent transactions, last price and net asset value.

Where the market value falls below cost the investment is written down accordingly with the decline in value (and any subsequent reversals) being recognised in reserves. Increases in value of investments are also recognised in reserves.

On disposal of investments the difference between the net disposal proceeds and the cost of the investment is included as a gain or loss in the profit and loss account, and any increase or decline in value, previously recognised in reserves, is reversed.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 March 2014

**3 TURNOVER**

The total turnover of the Company has been derived from its principal activity and arose entirely in the UK.

**4 OPERATING LOSS**

	2014 £	2013 £
The operating loss is stated after charging:		
Auditors' remuneration:		
- as auditor	6,500	6,500
- for other services	-	-

**5 STAFF COSTS**

Staff costs, including directors' remuneration, are as follows:

	2014 £	2013 £
Wages and salaries	84,750	42,500
Social security costs	-	-
	84,750	42,500

The average monthly number of employees, including the executive directors, during the year is as follows:

	2014 No.	2013 No.
Number of administrative staff	1	1

**6 DIRECTORS' REMUNERATION**

Remuneration for key management of the Company, including amounts paid to Directors of the Company, is as follows:

	2014 £	2013 £
Emoluments:		
Andy Hasoon	81,000	28,000
Adele Thackray	3,750	7,500
Grahame Rose	-	5,000
Marcus Yeoman	-	2,000
	84,750	42,500

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 March 2014

## 7 TAXATION

	2014 £	2013 £
Analysis of tax credit in the year:		
Current tax (see note below):		
UK corporation tax credit on loss for the year	-	-
Deferred tax :		
Origination and reversal of timing differences	-	-
Tax on loss on ordinary activities	-	-
Loss on ordinary activities before tax	(102,781)	(69,384)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2012: 20%)	(20,556)	(13,877)
Effects of:		
Expenses not deductible for tax purposes	550	1,000
Unutilised tax losses carried forward	20,006	12,877
Current tax credit for the year	-	-

## 8 EARNINGS PER SHARE

The basic earnings per share is calculated by dividing the loss attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the year. The diluted earnings per share is the same as the basic earnings per share as there are negative earnings in both 2013 and 2014 and consequently the effect of conversion of outstanding options would be anti-dilutive.

	2014 £	2013 £
Loss attributable to owners of the Company:		
- Continuing and total operations	(102,781)	(69,384)
	2014	2013
Weighted average number of shares for calculating basic and diluted earnings per share	14,002,884	12,763,158
	2014 pence	2013 pence
Basic and diluted loss per share:		
- Continuing and total operations	(0.73)	(0.54)

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 March 2014

## 9 INVESTMENTS

	2014 £	2013 £
Cost of investments at beginning of year	107,754	102,804
Investment purchase costs	2,500	35,000
Accrued interest on promissory note	-	-
Proceeds of investment disposals	(1,225)	(13,047)
Loss on disposal of investments	(8,725)	(17,003)
Cost of investments at end of year	100,304	107,754
Market value adjustment to investments brought forward	(105,570)	(52,859)
Market value adjustment to investments for current period	38,566	(52,711)
At end of year	33,300	2,184

## 10 DEBTORS

	2014 £	2013 £
Trade debtors	4,800	5,340
- Amount held on investment broker's account	-	517
Other debtors	-	23,644
Prepayments and accrued income	-	103,000
Total	4,800	132,501

## 11 CREDITORS

Amounts falling due within one year	2014 £	2013 £
Trade creditors	29,690	40,539
Tax and social security	15,641	-
Other creditors	5,093	25,144
Accrued charges	9,240	8,600
Total	59,664	74,283

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 March 2014

## 12 SHARE CAPITAL

	2014	2013
	£	£
Allotted, called up and fully paid		
15,263,158 Ordinary shares of 1p each (2012: 12,763,158)	152,631	127,631

On 1 October 2013, 2,500,000 shares were issued at 2p per share to a director in settlement of amounts due to Mintsage Limited a company of which he is the sole shareholder.

## 13 SHARE OPTIONS

Options have been granted to subscribe for ordinary shares of 1p in the Company as follows:

	2014	2013
Opening balance	870,000	870,000
Granted in the year	-	-
Lapsed in the year	(100,000)	-
Closing balance	770,000	870,000

Details in relation to options outstanding at the balance sheet date are as follows:

Date of grant	Exercise period	Number	Exercise price per share
21 April 2008	Between 26 July 2009 and 30 March 2019	770,000	5p

The fair values of options granted have been calculated using the Black-Scholes option pricing model.

There was no charge in the year in respect of share based payments, (2013: £Nil)

## 14 RESERVES

	Share premium £	Equity reserve £	Investment reserve £	Profit and loss account £
At 1 April 2013	658,222	27,753	(105,570)	(646,925)
Share issue	25,000	-	-	-
Loss for the year	-	-	-	(102,781)
Market value adjustment to investments	-	-	38,566	-
At 31 March 2014	683,222	27,753	(67,004)	(749,706)

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 March 2014

## 15 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2014	2013
	£	£
Opening shareholders' funds	61,111	183,206
Loss for the year	(102,781)	(69,384)
Market value adjustment to investments	38,566	(52,711)
Issue of shares	50,000	-
Closing shareholders' funds	46,896	61,111

## 16 NET CASH FLOW FROM OPERATING ACTIVITIES

	2014	2013
	£	£
CONTINUING OPERATIONS		
Operating loss	(94,056)	(52,381)
(Increase)/decrease in debtors	(3,459)	11,539
Increase in creditors	82,581	53,762
NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES	(14,934)	12,920

## 17 ANALYSIS OF CHANGES IN NET DEBT

	1 April 2013	Cash flow	Other non-cash changes	31 March 2014
	£	£	£	£
Cash at bank and in hand	709	5,416	-	6,125
Net funds	709	5,416	-	6,125

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 March 2014

## 18 RELATED PARTY TRANSACTIONS

Andy Hasoon is a director of Mintsage Limited and Milamber Limited, which companies were party to transactions with the Company as follows

	2014	2013
	£	£
Invoiced to the Company by Mintsage Limited:		
In respect of the services of Andy Hasoon	81,000	28,000
In respect of the services of Adele Thackray	-	2,000
In respect of management services	-	5,000
Invoiced to the Company by Milamber Limited for management services	-	4,000
Expenses paid by Milamber Limited on behalf of the Company	-	15,960
Invoiced by Maple Creek	-	5,000
Owed by the Company to Mintsage Limited at the balance sheet date	56,825	19,684
Owed by the Company to Milamber Limited at the balance sheet date	1,151	5,460
Owed by the Company to Maple Creek at the balance sheet date	-	-

The amounts invoiced by Mintsage Limited in respect of Andy Hasoon and Adele Thackray, have been included in directors' remuneration. The amount disclosed as owed to Mintsage is a long term liability repayable on a rolling one year plus one day basis.

In addition Andy Hasoon is a director of Engage Productions Limited ("Engage") and the Company acquired 2.5% of the equity of Engage during the year. Also during the year the Company invoiced Engage £23,800 in respect of services provided by Andy Hasoon.

In March 2014 Engage provided a cash advance of £12,000 to the Company, being the first part of a total loan of £15,000 to cover the legal expenses for sorting out the Flux Impact Limited transaction currently being worked on between the parties. The loan is a long term liability repayable on a rolling one year plus one day basis.

## 19 POST BALANCE SHEET EVENTS

On 7 May 2014 the Company announced that the shareholders had approved a reorganisation of the Company's share capital. Under the share reorganisation every 25 existing shares of 1p each were consolidated into one share of 25p which was then sub divided into one ordinary share of 1p and one deferred share of 24p

On 29 May 2014 the Company announced the following:

1. That the Company had completed the acquisition of a 35% interest in Bull Rodger Limited ("Bull Rodger"), an advertising, design and marketing consultancy. The consideration for the investment was £70,000 which was satisfied by the allotment of 350,000 Ordinary Shares, at a price of 20 pence per share, to Paul Rodger.
2. That Milamber had also acquired an additional 7.5% interest in Engage Production Limited ("Engage"), taking its total interest in Engage to 10%. The consideration for this investment was £100,000, which was satisfied by the allotment of 500,000 Ordinary Shares to Steve Blyth, the founder and owner of Engage. Andrew Hasoon, Executive Chairman of Milamber, is already a non-executive director of Engage.
3. That the Company had issued a total of 431,250 Ordinary Shares in satisfaction of certain debts owed by the Company totaling £86,250. Of these Ordinary Shares, 300,000 were issued to Andrew Hasoon in settlement of £60,000 previously loaned to Milamber by a company owned by Mr Hasoon.

## 20 CONTROLLING PARTY

There was no single ultimate controlling party at either the current or preceding balance sheet date.