

## MARKETING MATTERS LIMITED



### Directors' Report And Financial Statements

For the period ended 30 June 2013

# MARKETING MATTERS LIMITED

## COMPANY INFORMATION

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**Directors**

A Legg  
T Davis  
M Fleming  
P Jones  
G Watt

**Secretary**

A Legg

**Company number**

02386192

**Registered office**

Holland House  
St Paul's Place  
Bournemouth  
BH8 8GG

**Auditors**

Kingston Smith LLP  
141 Wardour Street  
London  
W1F 0UT

**Bankers**

HSBC Bank Plc  
PO Box 10  
59 Old Christchurch Road  
Bournemouth  
Dorset  
BH1 1EH

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# MARKETING MATTERS LIMITED

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# MARKETING MATTERS LIMITED

## DIRECTORS' REPORT FOR THE PERIOD ENDED 30 JUNE 2013

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The directors present their report and financial statements for the 16 month period ended 30 June 2013

### **Principal activities**

The principal activity of the company continued to be that of marketing consultancy, including design, implementation and management of marketing projects

### **Directors**

The following directors have held office since 1 March 2012

A Legg  
T Davis  
M Fleming  
P Jones  
G Watt

### **Auditors**

Kingston Smith LLP were appointed auditors to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting

### **Statement of directors' responsibilities**

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

- 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 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.

# MARKETING MATTERS LIMITED

## DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 30 JUNE 2013

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### **Statement of disclosure to auditors**

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board



M Fleming

Director

25/11/13

# MARKETING MATTERS LIMITED

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MARKETING MATTERS LIMITED

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We have audited the financial statements of Marketing Matters Limited for the period ended 30 June 2013 set out on pages 5 to 12. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 set out on pages 1 - 2, 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 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 Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **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 30 June 2013 and of its loss for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

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

# MARKETING MATTERS LIMITED

## INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF MARKETING MATTERS LIMITED

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

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report

*Kingston Smith LLP*

Ian Graham (Senior Statutory Auditor)  
for and on behalf of Kingston Smith LLP

*3/12/13*

Chartered Accountants  
Statutory Auditor

141 Wardour Street  
London  
W1F 0UT

# MARKETING MATTERS LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 30 JUNE 2013

		16m Period ended 30 June 2013 £	Year ended 29 February 2012 £
	Notes		
Turnover	2	1,161,423	1,310,246
Cost of sales		(401,087)	(549,069)
<b>Gross profit</b>		<b>760,336</b>	<b>761,177</b>
Administrative expenses		(845,506)	(949,769)
<b>Operating loss</b>	<b>3</b>	<b>(85,170)</b>	<b>(188,592)</b>
Profit loss on sale of tangible assets		(1,983)	15
<b>Loss on ordinary activities before interest</b>		<b>(87,153)</b>	<b>(188,577)</b>
Other interest receivable and similar income	4	-	3
Interest payable and similar charges		-	(1,782)
<b>Loss on ordinary activities before taxation</b>		<b>(87,153)</b>	<b>(190,356)</b>
Tax on loss on ordinary activities	5	-	(6,682)
<b>Loss for the period</b>	<b>11</b>	<b>(87,153)</b>	<b>(197,038)</b>



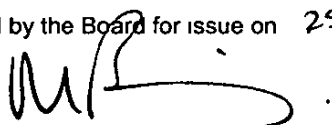
# MARKETING MATTERS LIMITED

## BALANCE SHEET AS AT 30 JUNE 2013

	Notes	2013 £	£	2012 £	£
<b>Fixed assets</b>					
Tangible assets	6		7,494		37,846
<b>Current assets</b>					
Debtors	7	178,591		334,763	
Cash at bank and in hand		9,308		12,851	
		187,899		347,614	
<b>Creditors: amounts falling due within one year</b>	8	(244,273)		(347,187)	
<b>Net current (liabilities)/assets</b>			(56,374)		427
<b>Total assets less current liabilities</b>			(48,880)		38,273
<b>Capital and reserves</b>					
Called up share capital	10		12,371		12,371
Other reserves	11		7,629		7,629
Profit and loss account	11		(68,880)		18,273
<b>Shareholders' funds</b>			(48,880)		38,273

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and the Financial Reporting Standard for Smaller Entities (effective April 2008)

Approved by the Board for issue on 25/11/13



M Fleming  
Director

Company Registration No 02386192

# MARKETING MATTERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013

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### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

##### Going concern

The company made a loss after taxation of £87,153 and at the balance sheet date had net liabilities of £48,880. The company has received written confirmation that its parent company, Emerge Limited, will provide sufficient financial support to allow the company to meet its obligations as they fall due for a period of at least 12 months from the date of signing these financial statements. On that basis the directors believe that it is appropriate to prepare the accounts on a going concern basis.

#### 1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

#### 1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

#### 1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Leasehold	4/5 years straight line
Computer equipment	2/3 years straight line
Fixtures, fittings & equipment	7 years straight line
Motor vehicles	3/5 years straight line

#### 1.5 Revenue recognition

Fee income represents revenue earned under a wide variety of contracts to provide professional services. Revenue is recognised as earned when, and to the extent that, the firm obtains the right to consideration in exchange for its performance under these contracts. It is measured at the fair value of the right to consideration, which represents amounts chargeable to clients, including expenses and disbursements but excluding value added tax.

Revenue is generally recognised as contract activity progresses so that for incomplete contracts it reflects the partial performance of the contractual obligations. For such contracts the amount of revenue reflects the accrual of the right to consideration by reference to the value of work performed. Revenue not billed to clients is included in debtors and payments on account in excess of the relevant amount of revenue are included in creditors.

Fee income that is contingent on events outside the control of the firm is recognised when the contingent event occurs.

#### 1.6 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

# MARKETING MATTERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 JUNE 2013

### 2 Turnover

In the period to 30 June 2013 8% (2012 - 0%) of the company's turnover was to markets outside the United Kingdom

3 Operating loss	2013 £	2012 £
Operating loss is stated after charging		
Depreciation of tangible assets	15,810	18,448
Auditors' remuneration	5,000	5,120
Directors' remuneration	177,958	124,891

4 Investment income	2013 £	2012 £
Bank interest	-	3

5 Taxation	2013 £	2012 £
Domestic current year tax		
U K corporation tax	-	6,682
Total current tax	-	6,682

The company has estimated losses of £ 5,689 (2012 - £ nil) available for carry forward against future trading profits

# MARKETING MATTERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 JUNE 2013

### 6 Tangible fixed assets

	Land and buildings	Plant and machinery etc	Total
	£	£	£
<b>Cost</b>			
At 1 March 2012	35,070	367,992	403,062
Additions	-	1,257	1,257
Disposals	(35,070)	(43,936)	(79,006)
At 30 June 2013	-	325,313	325,313
<b>Depreciation</b>			
At 1 March 2012	35,068	330,148	365,216
On disposals	(35,070)	(28,137)	(63,207)
Charge for the period	2	15,808	15,810
At 30 June 2013	-	317,819	317,819
<b>Net book value</b>			
At 30 June 2013	-	7,494	7,494
At 29 February 2012	2	37,844	37,846

### 7 Debtors

	2013 £	2012 £
Trade debtors	165,634	320,901
Amounts owed by group undertakings and undertakings in which the company has a participating interest	2,908	-
Other debtors	10,049	13,862
	<u>178,591</u>	<u>334,763</u>

## MARKETING MATTERS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 JUNE 2013

<b>8 Creditors: amounts falling due within one year</b>	<b>2013</b>	<b>2012</b>
	<b>£</b>	<b>£</b>
Bank loans and overdrafts	-	37,727
Trade creditors	16,008	144,499
Amounts owed to group undertakings and undertakings in which the company has a participating interest	170,607	-
Taxation and social security	32,177	58,904
Other creditors	25,481	106,057
	<u>244,273</u>	<u>347,187</u>

There is a fixed and floating charge over the undertaking and all property and assets in favour of HSBC Bank PLC

#### **9 Pension costs**

##### **Defined contribution**

	<b>2013</b>	<b>2012</b>
	<b>£</b>	<b>£</b>
Contributions payable by the company for the period	<u>27,539</u>	<u>21,434</u>

#### **10 Share capital**

	<b>2013</b>	<b>2012</b>
	<b>£</b>	<b>£</b>
<b>Allotted, called up and fully paid</b>		
12,371 Ordinary of £1 each	<u>12,371</u>	<u>12,371</u>

# MARKETING MATTERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 JUNE 2013

### 11 Statement of movements on reserves

	Other reserves (see below) £	Profit and loss account £
Balance at 1 March 2012	7,629	18,273
Loss for the period	-	(87,153)
Balance at 30 June 2013	7,629	(68,880)
<b>Other reserves</b>		
<b>Capital redemption reserve</b>		
Balance at 1 March 2012 & at 30 June 2013	7,629	

### 12 Contingent liabilities

An unlimited multilateral guarantee exists which was given by Emerge Limited, Adagenda Media Services Limited, Aylesworth Fleming Limited, Refreshed Wellbeing Limited, Space & Time Media Limited, Thinking Juice Limited, Marketing Matters Limited, Aylesworth Fleming East Midlands Limited, Go Wild Limited, Whistle PR Limited and EG Media Limited

### 13 Control

The ultimate parent company is Emerge Limited, a company incorporated in England and Wales

The ultimate controlling parties are M H Fleming and P Jones by virtue of their ownership of a majority of the issued share capital of Emerge Limited

# MARKETING MATTERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 JUNE 2013

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### 14 Related party relationships and transactions

During the year the company made sales totalling £14,026 (2012 £nil) to Emerge Limited, and made purchases totalling £121,563 (2012 £nil) from the same company. Emerge Limited is the parent company of Marketing Matters Limited. As at 30 June 2013, there were amounts outstanding of £18,139 (2012 £nil) due to Emerge Limited in respect of these transactions. As at 30 June 2013, there were also loan amounts outstanding of £150,000 (2012 £nil) due to Emerge Limited.

During the year the company made sales totalling £2,973 (2012 £nil) to Aylesworth Fleming Limited, and made purchases totalling £617 (2012 £nil) from the same company. Aylesworth Fleming Limited is a fellow subsidiary of Emerge Limited. As at 30 June 2013, there were amounts outstanding of £2,188 (2012 £nil) due from Aylesworth Fleming Limited.

During the year the company made sales totalling £216 (2012 £nil) to Thinking Juice Limited, and made purchases totalling £4,455 (2012 £nil) from the same company. Thinking Juice Limited is a fellow subsidiary of Emerge Limited. As at 30 June 2013, there were amounts outstanding of £1,252 (2012 £nil) due to Thinking Juice Limited.

During the year the company made purchases totalling £2,153 (2012 £nil) from Space & Time Media Limited, a fellow subsidiary of Emerge Limited. As at 30 June 2013, there were amounts outstanding of £1,216 (2012 £nil) due to Space & Time Media Limited.

During the year the company made sales totalling £2,298 (2012 £nil) to Whistle PR Limited, a fellow subsidiary of Emerge Limited. As at 30 June 2013, there were amounts outstanding of £720 (2012 £nil) due from Whistle PR Limited.

During the year the company made purchases totalling £2,000 (2012 £nil) from Emerge Boat Charter LLP, a company under common control. There were no amounts outstanding as at 30 June 2013 in respect of these transactions.

All above transactions were at arm's length, and no amounts were provided for or written off during the year.