

# **Gameplay Limited**

Report and Financial Statements

Year Ended

31 May 2015

Company No: 3734233

MONDAY



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# **Gameplay Limited**

## **Annual report and financial statements for the year ended 31 May 2015**

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### **Directors**

Moshe J Anahory  
Ian Felice  
Eli Beniso

### **Secretary and registered office**

Line Secretaries Limited, 55 Baker Street, London, W1U 7EU.

### **Company number**

3734233

### **Auditors**

BDO LLP, 55 Baker Street, London, W1U 7EU.

# Gameplay Limited

## Report of the directors for the year ended 31 May 2015

The directors present their report together with the audited financial statements for the year ended 31 May 2015.

### Results

The profit and loss account is set out on page 4.

### Principal activities

The company's principal activity is that of an investment company.

### Directors

The directors of the company during the year were Moshe J Anahory, Ian Felice and Eli Beniso.

### 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. 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;
- state whether applicable UK Accounting Standards have been followed;
- 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.

### Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

In preparing this directors' report advantage has been taken of the small companies' exemption.

On behalf of the board

  
Ian Calderon  
On behalf of Line Secretaries Limited

Date 17 February 2016

# **Gameplay Limited**

## **Report of the independent auditors**

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### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GAMEPLAY LIMITED**

We have audited the financial statements of Gameplay Limited for the year ended 31 May 2015 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

#### **Respective responsibilities of directors and auditors**

As explained more fully in the statement of directors' responsibilities, 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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

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

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

#### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

#### **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:

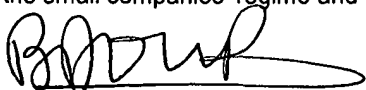
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law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

## Gameplay Limited

### Report of the independent auditors (*continued*)

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- the directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies' regime and from the requirements to prepare a strategic report.



Solomon Benaim (senior statutory auditor)

For and on behalf of BDO LLP, statutory auditor

London

Date

22/2/16

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

# Gameplay Limited

## Profit and loss account for the year ended 31 May 2015

	Note	2015 £	2014 £
Administrative expenses		(51,836)	(8,772)
<b>Operating loss</b>	2	<b>(51,836)</b>	<b>(8,772)</b>
Other interest receivable and similar income		17,597	17,642
<b>Profit / (loss) on ordinary activities before and after taxation</b>	10	<b>(34,239)</b>	<b>8,870</b>

All amounts relate to continuing activities.

All recognised gains and losses are included in the profit and loss account.

There were no movements in shareholder's funds in the current or previous year other than the profit for the year.

The notes on pages 6 to 9 form part of these financial statements.

# Gameplay Limited

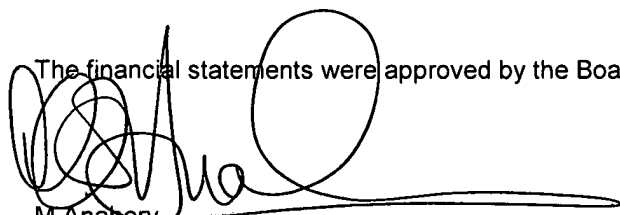
Balance sheet  
at 31 May 2015

Company No: 3734233

	Note	2015 £	2015 £	2014 £	2014 £
<b>Fixed assets</b>					
Investments	6		-		-
<b>Current assets</b>					
Debtors	7	637,570		620,070	
Cash at bank and in hand		11,844		12,983	
		<u>649,414</u>		<u>633,053</u>	
<b>Creditors: amounts falling due within one year</b>	8	58,972		8,372	
		<u>590,442</u>		<u>624,681</u>	
<b>Net current assets</b>			<u>590,442</u>		<u>624,681</u>
			<u>590,442</u>		<u>624,681</u>
<b>Capital and reserves</b>					
Called up share capital	9		445,817		445,817
Share premium account	10		195,753,986		195,753,986
Profit and loss account - deficit	10		(195,609,361)		(195,575,122)
<b>Shareholder's funds</b>			<u>590,442</u>		<u>624,681</u>

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

The financial statements were approved by the Board of Directors and authorised for issue on 18 February 2016

  
M Anahery  
Director

The notes on pages 6 to 9 form part of these financial statements.

# Gameplay Limited

## Notes forming part of the financial statements for the year ended 31 May 2015

### 1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards.

The following principal accounting policies have been applied:

#### *Group financial statements*

The financial statements contain information about Gameplay Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company has taken advantage of the exemption conferred by S.400 of the Companies Act 2006 not to produce consolidated financial statements as the group it heads qualifies as a small group.

#### *Investments*

Investments held as fixed assets are stated at cost less any provision for impairment in value.

#### *Deferred taxation*

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the company anticipates to make sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

### 2 Operating loss

	2015 £	2014 £
This is arrived at after charging:		
Audit services	2,350	2,350

### 3 Employees

Other than the directors there were no persons employed by the company during the year (2014 - Nil).

### 4 Directors' remuneration

The directors received no emoluments during the year (2014 - £Nil).



# Gameplay Limited

Notes forming part of the financial statements  
for the year ended 31 May 2015 (Continued)

## 5 Taxation on loss from ordinary activities

There was no tax payable on the profit for the year (2014 - £Nil).

	2015 £	2014 £
<i>Tax reconciliation:</i>		
(Loss) / profit on ordinary activities before tax	(34,239)	8,870
Taxation on (loss) / profit on ordinary activities at the standard rate of corporation tax in the UK of 20% (2014 – 22.67%)	(6,848)	2,010
Effects of:		
Tax losses utilised	-	(2,010)
Tax losses carried forward	6,848	-
Current tax credit for year	-	-

Subject to agreement with HM Revenue & Customs, the company has tax losses of approximately £60 million (2014 - £60 million) potentially available for offset against future taxable capital gains.

No provision has been made for deferred tax asset on the grounds that it is not sufficiently certain whether or not any future economic benefit will arise.

## 6 Fixed asset investments

The following were the principal group undertakings at the end of the year:

Name	Country of incorporation or registration	Proportion of voting rights held	Nature of business
Internet Digital Media Limited	UK	100%	Dormant
Gameplay Retail Limited	UK	100%	Dormant

At 31 May 2015 the net liabilities of Internet Digital Media Limited were £4,112 (2014 - £4,112).  
The net assets of Gameplay Retail Limited at 31 May 2015 were £101 (2014 - £101).

## 7 Debtors

	2015 £	2014 £
Amounts due from group undertakings	637,570	620,070
	637,570	620,070

# Gameplay Limited

## Notes forming part of the financial statements for the year ended 31 May 2015 (Continued)

### 8 Creditors: amounts falling due within one year

	2015 £	2014 £
Amounts due to group undertakings	50,672	672
Accruals and deferred income	8,300	7,700
	<u>58,972</u>	<u>8,372</u>

### 9 Share capital

	2015 £	2014 £
<i>Allotted, called up and fully paid</i>		
89,163,456 ordinary shares of 1/4p each	<u>445,817</u>	<u>445,817</u>

### 10 Reserves

	Share premium account £	Profit and loss account £
At 1 June 2014	195,753,986	(195,575,122)
Loss for the year	-	(34,239)
	<u>195,753,986</u>	<u>(195,609,361)</u>
At 31 May 2015		

# Gameplay Limited

Notes forming part of the financial statements  
for the year ended 31 May 2015 (*Continued*)

## 11 Related party disclosures

The following balances existed with the group undertakings (see notes 7 and 8):

	2015 Debtor £	2015 Creditor £	2014 Debtor £	2014 Creditor £
Topland Group Holdings Ltd	633,458	-	615,958	-
Topland Group Holdings International Ltd	-	50,672	-	672
Internet Digital Media Ltd	4,112	-	4,112	-
	<u>637,570</u>	<u>50,672</u>	<u>620,070</u>	<u>672</u>

## 12 Parent company

At 31 May 2015 the immediate and ultimate parent company and controlling party was Topland Group Holdings International Limited which is registered in the British Virgin Islands.