

Company Registration No. 03924279 (England and Wales)

SIGNAGELIVE LIMITED
ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017

SIGNAGELIVE LIMITED

COMPANY INFORMATION

Directors	Mr Peter Baldock Mr Jason Cremins Mr Robert Jeens
Secretary	Mr Peter Baldock
Company number	03924279
Registered office	Rectory Farm Barns Walden Road Little Chesterford Saffron Walden CB10 1UD
Accountants	CKLG Limited 9 Quay Court Colliers Lane Stow-cum-Quay Cambridge CB25 9AU

SIGNAGELIVE LIMITED

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SIGNAGELIVE LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2017

The directors present their annual report and financial statements for the year ended 31 December 2017.

Principal activities

The principal activity of the company continued to be that of the development and licencing of its Signagelive (reg)software as a service (SAAS) through distributors and strategic partners to network end users. During the year the company has continued to invest heavily in the development of Signagelive (reg).

The company is a wholly owned subsidiary of Remote Media Group Limited. Further information on the operations of the group are contained in the annual report of that company and more up to date information is available on www.signagelive.com

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr Peter Baldock
Mr Jason Cremins
Mr Robert Jeens

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

Mr Jason Cremins
Director
14 March 2018

SIGNAGELIVE LIMITED

ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE PREPARATION OF THE UNAUDITED STATUTORY FINANCIAL STATEMENTS OF SIGNAGELIVE LIMITED FOR THE YEAR ENDED 31 DECEMBER 2017

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Signagelive Limited for the year ended 31 December 2017 which comprise the Statement of Income and Retained Earnings, the Balance Sheet and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at <http://www.icaew.com/en/members/regulations-standards-and-guidance>.

This report is made solely to the Board of Directors of Signagelive Limited, as a body, in accordance with the terms of our engagement letter dated 24 January 2017. Our work has been undertaken solely to prepare for your approval the financial statements of Signagelive Limited and state those matters that we have agreed to state to the Board of Directors of Signagelive Limited, as a body, in this report in accordance with ICAEW Technical Release 07/16 AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Signagelive Limited and its Board of Directors as a body, for our work or for this report.

It is your duty to ensure that Signagelive Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of Signagelive Limited. You consider that Signagelive Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Signagelive Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

CKLG Limited

14 March 2018

Chartered Accountants

9 Quay Court
Colliers Lane
Stow-cum-Quay
Cambridge
CB25 9AU

SIGNAGELIVE LIMITED

STATEMENT OF INCOME AND RETAINED EARNINGS

FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	2017 £	2016 £
Turnover		1,482,446	961,028
Administrative expenses		(1,695,406)	(1,434,204)
Operating loss		(212,960)	(473,176)
Interest receivable and similar income		26,385	24,909
Interest payable and similar expenses		(848)	(1,266)
Loss before taxation		(187,423)	(449,533)
Tax on loss		89,228	189,437
Loss for the financial year		(98,195)	(260,096)
Retained earnings brought forward		(4,658,527)	(4,398,431)
Retained earnings carried forward		(4,756,722)	(4,658,527)

SIGNAGELIVE LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2017

	Notes	2017 £	£	2016 £	£
Fixed assets					
Intangible assets	3		31,459		35,392
Tangible assets	4		2,269		3,823
Current assets					
Debtors	5	789,580		735,798	
Cash at bank and in hand		101,486		71,940	
		<u>891,066</u>		<u>807,738</u>	
Creditors: amounts falling due within one year	6	<u>(872,787)</u>		<u>(815,338)</u>	
Net current assets/(liabilities)			18,279		(7,600)
Total assets less current liabilities			<u>52,007</u>		<u>31,615</u>
Creditors: amounts falling due after more than one year	7		(1,808,729)		(1,690,142)
Net liabilities			<u>(1,756,722)</u>		<u>(1,658,527)</u>
Capital and reserves					
Called up share capital	9	3,000,000		3,000,000	
Profit and loss reserves		<u>(4,756,722)</u>		<u>(4,658,527)</u>	
Total equity			<u>(1,756,722)</u>		<u>(1,658,527)</u>

For the financial year ended 31 December 2017 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

The member has not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

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

SIGNAGELIVE LIMITED

BALANCE SHEET (CONTINUED)

AS AT 31 DECEMBER 2017

The financial statements were approved by the board of directors and authorised for issue on 14 March 2018 and are signed on its behalf by:

Mr Jason Cremins
Director

Company Registration No. 03924279

SIGNAGELIVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

Company information

Signagelive Limited is a private company limited by shares incorporated in England and Wales. The registered office is Rectory Farm Barns, Walden Road, Little Chesterford, Saffron Walden, CB10 1UD.

1.1 Accounting convention

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

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

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements. The shareholders of the holding company have indicated that they intend to continue to provide financial support to the group to allow the company to continue as a going concern.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for software licences and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from the sale of software licences is recognised over the period of the licence from the date of licence registration by customers. Licence income attributed to future periods is carried forward as deferred income at the balance sheet date.

1.4 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date if the fair value can be measured reliably.

SIGNAGELIVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

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

Trademark over 10 years

1.5 Tangible fixed assets

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

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

Office equipment 25% straight line basis

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 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 any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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

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

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

1.7 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

SIGNAGELIVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

1.8 Financial instruments

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

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

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

Basic financial assets

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

Classification of financial liabilities

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

Basic financial liabilities

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

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

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

1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.10 Derivatives

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability.

1.11 Taxation

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

SIGNAGELIVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

Current tax

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

Deferred tax

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

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.12 Employee benefits

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

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

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

1.13 Retirement benefits

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

1.14 Leases

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

1.15 Foreign exchange

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

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was 20 (2016 - 17).

SIGNAGELIVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

3 Intangible fixed assets

	Trademark £
Cost	
At 1 January 2017 and 31 December 2017	39,325
Amortisation and impairment	
At 1 January 2017	3,933
Amortisation charged for the year	3,933
At 31 December 2017	7,866
Carrying amount	
At 31 December 2017	31,459
At 31 December 2016	35,392

4 Tangible fixed assets

	Plant and machinery etc £
Cost	
At 1 January 2017 and 31 December 2017	110,562
Depreciation and impairment	
At 1 January 2017	106,739
Depreciation charged in the year	1,554
At 31 December 2017	108,293
Carrying amount	
At 31 December 2017	2,269
At 31 December 2016	3,823

5 Debtors

	2017 £	2016 £
Amounts falling due within one year:		
Trade debtors	129,456	65,365
Corporation tax recoverable	91,955	89,586
Amounts owed by group undertakings	525,619	536,235
Other debtors	42,550	44,612
	789,580	735,798

SIGNAGELIVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

6 Creditors: amounts falling due within one year

	2017	2016
	£	£
Trade creditors	23,557	21,246
Amounts due to group undertakings	26,258	13,837
Other taxation and social security	41,150	30,344
Other creditors	781,822	749,911
	<u>872,787</u>	<u>815,338</u>

7 Creditors: amounts falling due after more than one year

	2017	2016
	£	£
Amounts due to group undertakings	873,235	923,235
Other creditors	935,494	766,907
	<u>1,808,729</u>	<u>1,690,142</u>

8 Deferred income

	2017	2016
	£	£
Other deferred income	1,682,360	1,477,603
	<u>1,682,360</u>	<u>1,477,603</u>
Deferred income is included in the financial statements as follows:		
Current liabilities	746,866	710,696
Non-current liabilities	935,494	766,907
	<u>1,682,360</u>	<u>1,477,603</u>

9 Called up share capital

	2017	2016
	£	£
Ordinary share capital		
Issued and fully paid		
3,000,000 Ordinary shares of £1 each	3,000,000	3,000,000
	<u>3,000,000</u>	<u>3,000,000</u>

SIGNAGELIVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

10 Parent company

The company is a wholly owned subsidiary of Remote Media Group Limited. Consolidated financial statements of the group are available from the Registered Office: Rectory Farm Barns, Walden Road, Little Chesterford, CB10 1UD.

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.