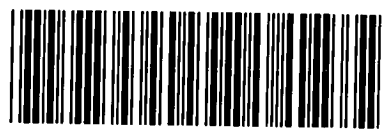


Company registration number 06485053 (England and Wales)

**MAGNA CAPITAL LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2022**

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# MAGNA CAPITAL LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	W Hussain O Ginzburg
<b>Company number</b>	06485053
<b>Registered office</b>	5 Brayford Square London E1 0SG
<b>Auditor</b>	Riches & Company 34 Anyards Road Cobham Surrey KT11 2LA

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# MAGNA CAPITAL LIMITED

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# MAGNA CAPITAL LIMITED

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 31 MARCH 2022

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The directors present their annual report and financial statements for the year ended 31 March 2022.

#### Principal activities

The principal activity of the company continued to be that of brokers in securities and bonds.

#### Directors

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

W Hussain

D Goncharenko

(Appointed 11 February 2022 and resigned 1 February 2023)

O Ginzburg

A Munoz

(Appointed 15 December 2022 and resigned 1 February 2023)

#### Statement of directors' responsibilities

The directors are responsible for preparing the annual 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:

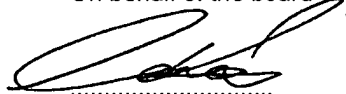
- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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.

#### Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually 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 auditor is aware of that information.

On behalf of the board



W Hussain

Director

Date: 19/04/2023

# MAGNA CAPITAL LIMITED

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF MAGNA CAPITAL LIMITED

---

#### Disclaimer of opinion

We were engaged to audit the financial statements of Magna Capital Limited (the 'company') for the year ended 31 March 2022 which comprise the profit and loss account, the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

We do not express an opinion on the accompanying financial statements of the company. Because of the significance of the matter described in the basis for disclaimer of opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

#### Basis for qualified opinion

Two of the directors that held office at 31 March 2022 were residents in Ukraine when the war broke out. Due to the devastating effects, the directors had to abandon the office, and therefore do not have access to the accounting records.

We were not appointed as auditors of the company until after 31 March 2022, and therefore do not have access to the accounting records for the current or prior year.

We were unable to confirm or verify by alternative means the balances held in the accounts, and therefore cannot provide an opinion.

#### Conclusions relating to going concern

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

Although there are uncertainties surrounding the war in Ukraine, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue. This is due to the support provided by the parent entity as detailed in the accounting policies.

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

#### Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### Opinions on other matters prescribed by the Companies Act 2006

Notwithstanding our disclaimer of an opinion on the financial statements, in our opinion, based on the work undertaken in the course of our audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

# MAGNA CAPITAL LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF MAGNA CAPITAL LIMITED

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

In respect of the limitation on our work, described above:

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether adequate accounting records had been maintained.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have been unable to determine if there are any material misstatements in the directors' report. We cannot report in respect of the matters in relation to which the Companies Act 2006 requires us to report to you as we have not been able to access adequate records and we have not received all the information and explanations we require for our audit as they are not available due to the directors having to leave all records in Ukraine when the war broke out.

### Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in 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.



**Richard Bolton**  
**Senior Statutory Auditor**  
**For and on behalf of Riches & Company**

**Chartered Accountants**  
**Statutory Auditor**

Date: 19/4/23

34 Anyards Road  
Cobham  
Surrey  
KT11 2LA

**MAGNA CAPITAL LIMITED**

**INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

**TO THE MEMBERS OF MAGNA CAPITAL LIMITED**

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# MAGNA CAPITAL LIMITED

## PROFIT AND LOSS ACCOUNT

*FOR THE YEAR ENDED 31 MARCH 2022*

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	Notes	2022 £	2021 £
Cost of sales		-	(15,043)
Administrative expenses		(9,829)	(13,911)
<b>Loss before taxation</b>		(9,829)	(28,954)
Tax on loss	5	-	-
<b>Loss for the financial year</b>		(9,829)	(28,954)

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The profit and loss account has been prepared on the basis that all operations are continuing operations.



# MAGNA CAPITAL LIMITED

## STATEMENT OF COMPREHENSIVE INCOME

*FOR THE YEAR ENDED 31 MARCH 2022*

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	2022 £	2021 £
Loss for the year	(9,829)	(28,954)
Other comprehensive income	-	-
Total comprehensive income for the year	<u>(9,829)</u>	<u>(28,954)</u>

# MAGNA CAPITAL LIMITED

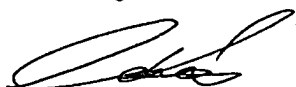
## BALANCE SHEET

AS AT 31 MARCH 2022

	Notes	2022 £	£	2021 £	£
<b>Fixed assets</b>					
Intangible assets	6		1,904		4,228
<b>Current assets</b>					
Debtors	8	37,007		37,008	
Cash at bank and in hand		2,120		3,124	
		<u>39,127</u>		<u>40,132</u>	
<b>Creditors: amounts falling due within one year</b>	9	<u>(47,088)</u>		<u>(40,588)</u>	
<b>Net current liabilities</b>			(7,961)		(456)
<b>Net (liabilities)/assets</b>			<u>(6,057)</u>		<u>3,772</u>
<b>Capital and reserves</b>					
Called up share capital	11	100,100		100,100	
Profit and loss reserves		<u>(106,157)</u>		<u>(96,328)</u>	
<b>Total equity</b>			<u>(6,057)</u>		<u>3,772</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 19/04/2023 and are signed on its behalf by:



W Hussain  
Director

Company Registration No. 06485053

# MAGNA CAPITAL LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

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	Share capital £	Profit and loss reserves £	Total £
Balance at 1 April 2020	100,100	(67,374)	32,726
Year ended 31 March 2021:			
Loss and total comprehensive income for the year	-	(28,954)	(28,954)
	<hr/>	<hr/>	<hr/>
Balance at 31 March 2021	100,100	(96,328)	3,772
Year ended 31 March 2022:			
Loss and total comprehensive income for the year	-	(9,829)	(9,829)
	<hr/>	<hr/>	<hr/>
Balance at 31 March 2022	<u>100,100</u>	<u>(106,157)</u>	<u>(6,057)</u>

# MAGNA CAPITAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

---

### 1 Accounting policies

#### Company information

Magna Capital Limited is a private company limited by shares incorporated in England and Wales. The registered office is 5 Brayford Square, London, E1 0SG.

#### 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.

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.

As of 1st April 2021 an agreement was put in place for a subordinated loan facility amounting to £100,000 to be available from the parent entity. This will allow the company to remain a going concern for the foreseeable future.

At 31 March 2022, none of this loan had been received, and so is not recognised in the accounts.

In addition to the loan, the shareholders have indicated their willingness to continue supporting the entity further if necessary.

#### 1.3 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 where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

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:

Software	20% on cost
----------	-------------

#### 1.4 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:

Fixtures and fittings	33% on cost
Computers	33% on cost

# MAGNA CAPITAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2022

---

#### 1 Accounting policies

(Continued)

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.

##### 1.5 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.

##### 1.6 Cash and cash equivalents

Cash and cash equivalents 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.

##### 1.7 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.

# MAGNA CAPITAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

---

### 1 Accounting policies

(Continued)

#### **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.

#### **1.8 Equity instruments**

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### **1.9 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.

#### **1.10 Retirement benefits**

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

### 2 Judgements and key sources of estimation uncertainty

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

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

# MAGNA CAPITAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

### 3 Operating loss

	2022 £	2021 £
Operating loss for the year is stated after charging:		
Exchange (gains)/losses	-	15
Amortisation of intangible assets	2,324	2,324

### 4 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

2022 Number	2021 Number
2	2

Their aggregate remuneration comprised:

	2022 £	2021 £
Wages and salaries	-	12,000
Pension costs	-	173
	-	12,173

### 5 Taxation

The actual charge for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2022 £	2021 £
Loss before taxation	(9,829)	(28,954)
Expected tax charge based on the standard rate of corporation tax in the UK of 0% (2021: 0%)	-	-
Taxation charge in the financial statements	-	-

# MAGNA CAPITAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

### 6 Intangible fixed assets

	Software £
<b>Cost</b>	
At 1 April 2021 and 31 March 2022	11,620
<b>Amortisation and impairment</b>	
At 1 April 2021	7,392
Amortisation charged for the year	2,324
At 31 March 2022	9,716
<b>Carrying amount</b>	
At 31 March 2022	1,904
At 31 March 2021	4,228

### 7 Tangible fixed assets

	Fixtures and fittings £	Computers £	Total £
<b>Cost</b>			
At 1 April 2021 and 31 March 2022	15,736	8,551	24,287
<b>Depreciation and impairment</b>			
At 1 April 2021 and 31 March 2022	15,736	8,551	24,287
<b>Carrying amount</b>			
At 31 March 2022	-	-	-
At 31 March 2021	-	-	-

### 8 Debtors

	2022 £	2021 £
<b>Amounts falling due within one year:</b>		
Amounts owed by group undertakings	37,007	37,007
Other debtors	-	1
	37,007	37,008



# MAGNA CAPITAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

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

	2022 £	2021 £
Corporation tax	1,000	-
Other creditors	2,122	2,122
Accruals and deferred income	43,966	38,466
	<u>47,088</u>	<u>40,588</u>

### 10 Retirement benefit schemes

	2022 £	2021 £
<b>Defined contribution schemes</b>		
Charge to profit or loss in respect of defined contribution schemes	-	173

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

### 11 Share capital

	2022 Number	2021 Number	2022 £	2021 £
<b>Ordinary share capital Issued and fully paid</b>				
Ordinary shares of £1 each	<u>100,100</u>	<u>100,100</u>	<u>100,100</u>	<u>100,100</u>

### 12 Events after the reporting date

On 30 September 2022, there was an allotment of shares as follows:

6,220,000 shares issued for a non cash consideration of technology software. The total share capital held by FTN Monitor Limited was transferred to Oleksandr Ginzburg following this allotment.

On 12 January 2023, there was a subsequent allotment of shares as follows: 1,580,000 shares issued for a non cash consideration of technology software.

On 13 January 2023 a further allotment of shares of 25 shares issued for a non cash consideration of technology software.

### 13 Ultimate controlling party

At the year ended 31st March 2022, the parent company and ultimate controlling party was FTN Monitor Limited, a company incorporated in England and Wales.

On 22 September 2022, the shares were transferred to Oleksandr Ginzburg.



# MAGNA CAPITAL LIMITED

## DETAILED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2022

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	£	2022 £	£	2021 £
<b>Cost of sales</b>				
Direct costs	-		2,870	
Wages and salaries	-		12,000	
Staff pension costs defined contribution	-		173	
	<hr/>	-	<hr/>	(15,043)
<b>Administrative expenses</b>				
Professional subscriptions	-		720	
Accountancy	5,500		10,002	
Bank charges	1,005		850	
Spare expenses - administration	1,000		-	
Amortisation	2,324		2,324	
Profit or loss on foreign exchange	-		15	
	<hr/>	(9,829)	<hr/>	(13,911)
<b>Operating loss</b>		<hr/> <hr/> (9,829)		<hr/> <hr/> (28,954)

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