Registered number: 08737130

## NODDINGTON TECHNOLOGIES LIMITED.

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019

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#### **COMPANY INFORMATION**

**Directors** 

O Loginova (resigned 1 November 2019)

E Morozova (appointed 1 November 2019)

Registered number

08737130

Registered office

41 Corsham Street

London N1 6DR

Independent auditors

Harris & Trotter LLP

Chartered Accountants & Registered Auditors

64 New Cavendish Street

London W1G 8TB

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#### STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

#### Introduction

The Director presents her Strategic Report for the year ended 31 December 2019.

#### Business review

The principal activity of the company is the provision of advertising services.

The results for the year and the financial position at the year end were considered satisfactory by the director.

A summary of the main financial highlights for the year are set out below:

	•	•	2019	2018	2017	2016
•			<b>\$</b>	\$	\$	\$
Revenue			94,401,863	81,997,387	36,764,803	17,204,365
Gross profit			1,156,410	2,983,596	579,620	147,930
Net assets			1,901,913	2,179,168	464,634	106,087

#### Principal risks and uncertainties

The company's principal financial instruments comprise bank balances, trade debtors and a loan.

The main purpose of these instruments is to raise funds for and to finance the company's operations.

Due to the nature of the financial instruments used by the group there is no exposure to price risk. The group's approach to managing other risks applicable to the financial instruments concerned is shown below.

In respect of bank balances the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of loans from connected companies.

In respect of loans, these comprise loans from connected companies. The directors are aware of the company's required finance and have determined that these will only be repaid, in whole or in part, when finance is available.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits.

Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

This report was approved by the board and signed on its behalf.

E Morozova Director

Date: 11 September 2020

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their report and the financial statements for the year ended 31 December 2019.

## Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- 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 to 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.

#### Results and dividends

The profit for the year, after taxation, amounted to \$682,745 (2018 - \$2,014,534).

Dividends were paid during the year amounting to \$960,000 (2018 : \$300,000). The directors do not recommend payment of a final dividend.

#### **Directors**

The directors who served during the year were:

O Loginova (resigned 1 November 2019) E Morozova (appointed 1 November 2019)

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

#### **Future developments**

The director believes that the company is in a satisfactory financial position.

The company is continuing to monitor developments of the COVID-19 virus and the associated near-term uncertainty on the global economy outlook. The company is assessing the potential future operational and financial impact of the coronavirus and is seeking to take mitigating actions, such as a reduction on all non essential operating expenditure, utilisation of government aid where required and negotiating terms with suppliers. Management continue to monitor the situation and has further plans that can be implemented as they assess the COVID-19 impact.

#### Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

#### Post balance sheet events

There have been no significant events affecting the Company since the year end.

#### **Auditors**

The auditors, Harris & Trotter LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

E Morozova Director

Date: 11 September 2020

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NODDINGTON TECHNOLOGIES LIMITED

#### Opinion

We have audited the financial statements of Noddington Technologies Limited (the 'Company') for the year ended 31 December 2019, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Cash Flows, the Statement of Changes in Equity and the related notes, including a summary of 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).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its profit 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.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may
   cast significant doubt about the Company's ability to continue to adopt the going concern basis of
   accounting for a period of at least twelve months from the date when the financial statements are
   authorised for issue.

#### Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' Report thereon. 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.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NODDINGTON TECHNOLOGIES LIMITED (CONTINUED)

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

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

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

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

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which 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.

#### Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 2, 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.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NODDINGTON TECHNOLOGIES LIMITED (CONTINUED)

#### Auditors' 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 Auditors' 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 for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

#### Other matters

## Impact of the outbreak of COVID-19 on the financial statements

In forming our opinion on the company financial statements, which is not modified, we draw your attention to the director's view on the impact of COVID-19 as disclosed on page 3 and non-adjusting post balance sheet events on page 19.

Since the balance sheet date there has been a global pandemic from the outbreak of COVID-19. The potential impact of COVID-19 became significant in March 2020 and is causing widespread disruption to normal patterns of business activity across the world, including the UK.

The full impact following the recent emergence of the COVID-19 is still unknown. It is therefore not currently possible to evaluate all the potential implications to the company's trade, customers, suppliers and the wider economy.

#### Use of our report

This report is made solely to the Company's members 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 for our audit work, for this report, or for the opinions we have formed.

Manish Kamdar (Senior Statutory Auditor)

for and on behalf of Harris & Trotter LLP

Chartered Accountants Registered Auditors

64 New Cavendish Street London W1G 8TB

11 September 2020

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2019

·	Note	2019	2018 \$
Turnover	3	94,401,863	81,997,387
Cost of sales		(93,245,453)	(78,948,824)
Gross profit		1,156,410	3,048,563
Administrative expenses		(343,523)	(584,651)
Operating profit	4	812,887	2,463,912
Interest receivable and similar income		30,955	-
Interest payable and expenses	•	(1,159)	. · -
Profit before tax		842,683	2,463,912
Tax on profit	9	(159,938)	. (449,378)
Profit for the financial year		682,745	2,014,534
Total comprehensive income for the year		682,745	2,014,534

# NODDINGTON TECHNOLOGIES LIMITED REGISTERED NUMBER: 08737130

#### BALANCE SHEET AS AT 31 DECEMBER 2019

	Note	· ·	2019 \$	·	2018 \$
Current assets					
Debtors: amounts falling due within one year	11	25,625,724		14,023,997	
Cash at bank and in hand	12	104,603		146,496	
		25,730,327		14,170,493	
Creditors: amounts falling due within one year	13	(23,828,414)	•	(11,876,325)	
Net current assets			1,901,913		2,294,168
Total assets less current liabilities			1,901,913	•	2,294,168
Creditors: amounts falling due after more than one year	14	•	-		(115,000)
Net assets			1,901,913		2,179,168
Capital and reserves					
Called up share capital	16		3		3
Profit and loss account	17		1,901,910		2,179,165
			1,901,913	•	2,179,168

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

E Morozova Director

Date: 11 September 2020

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019

	Ċ	alled up share capital \$	Profit and loss account	Total equity
At 1 November 2017		3	464,631	464,634
Comprehensive income for the period				•
Profit for the period	•	-	2,014,534	2,014,534
Total comprehensive income for the period		-	2,014,534	2,014,534
Dividends: Equity capital		• -	(300,000)	(300,000)
At 1 January 2019		3	2,179,165	2,179,168
Comprehensive income for the year				•
Profit for the year		-	682,745	682,745
Dividends: Equity capital		· -	(960,000)	(960,000)
At 31 December 2019		3	1,901,910	1,901,913

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2019

	2019 \$	2018 \$
Cash flows from operating activities	<b>.</b>	Ψ.
Profit for the financial year	682,745	2,014,534
Adjustments for:	•	
Interest paid	1,159	
Interest received	(30,956)	-
Taxation charge	159,938	449,378
(Increase) in debtors	(11,601,724)	(4, 189, 126)
Increase in creditors	11,896,114	2,029,716
Corporation tax (paid)	(446,679)	(89,553)
Net cash generated from operating activities	660,597	214,949
Cash flows from investing activities		
Interest received	30,955	-
Net cash from investing activities	30,955	
Cash flows from financing activities	· .	
Dividends paid	(732,286)	(300,000)
Interest paid	(1,159)	
Net cash used in financing activities	(733,445)	(300,000)
Net (decrease) in cash and cash equivalents	(41,893)	(85,051)
Cash and cash equivalents at beginning of year	146,496	231,547
Cash and cash equivalents at the end of year	104,603	146,496
Cash and cash equivalents at the end of year comprise:	<del></del>	
Cash at bank and in hand	104,603	146,496
	104,603	146,496.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 1. General information

The legal form of the entity is a private company limited by shares and is incorporated and domiciled in England and Wales. The address of the company's registered office is 41 Corsham Street, London, England, N1 6DR. The principal activity of the company was the provision of advertising services.

#### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

#### 2.2 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

#### Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

#### 2.3 Interest income

Interest income is recognised in profit or loss using the effective interest method.

#### 2.4 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 2. Accounting policies (continued)

#### 2.5 Pensions

#### Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

#### 2.6 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

#### 2.7 Debtors --

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### 2.8 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

#### 2.9 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### 2.10 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

## 2. Accounting policies (continued)

## 2.11 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

## 3. Turnover

The whole of the turnover is attributable to the provision of advertising services.

Analysis of turnover by country of destination:

		2019 \$	2018 \$
	United Kingdom	-	352,277
	Rest of Europe	200,196	1,103,080
	Rest of the world	94,201,667	80,542,030
		94,401,863	81,997,387
			· .
4.	Operating profit		
	The operating profit is stated after charging:		
•		2019 \$	2018 \$
	Exchange differences	(169,330)	(64,967)
	•		
5.	Auditors' remuneration		
		2019 \$	2018 \$
	Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	33,169	32,000

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

6.	Employees			,
	Staff costs were as follows:			
			2019 \$	2018 \$
	Wages and salaries		128,841	162,574
	Social security costs	•	14,820	11,479
	Cost of defined contribution scheme	•	3,510	3,145
		- ·	147,171	177,198
	The average monthly number of employees, inc	uding the directors, during the	year was as fo	ollows:
		•	2019	2018
			No.	· No.
	All staff	=	2	2
7.	Interest receivable	·		
	· .		2019	2018
			\$	
	Other interest receivable		\$ 30,955	
	Other interest receivable	- -	·	
	Other interest receivable	- -	30,955	
8.	Other interest receivable  Interest payable and similar expenses	- - -	30,955	
8.	· · · · · · · · · · · · · · · · · · ·	- -	30,955	2018
8.	· · · · · · · · · · · · · · · · · · ·	=	30,955 30,955	2018 3

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

9.	Taxation		•
		2019 \$	2018 \$
•	Corporation tax		
	Current tax on profits for the year	159,938	449,378
		159,938	449,378
	Total current tax	159,938	449,378

## Factors affecting tax charge for the year/period

The tax assessed for the year/period is the same as (2018 - the same as) the standard rate of corporation tax in the UK of 19% (2018 - 19%) as set out below:

	2019 \$	2018
Profit on ordinary activities before tax	842,683	2,463,912
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)  Effects of:	159,938	468,143
Other timing differences leading to an increase (decrease) in taxation	· -	(18,765)
Total tax charge for the year/period	159,938	449,378

## Factors that may affect future tax charges

There were no factors that may affect future tax charges.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

10.	Dividends		
		2019 \$	2018 . \$
	Interim dividends paid	960,000	300,000
		960,000	300,000
			•
11.	Debtors		
		2019 \$	2018 \$
	Trade debtors	13,379,806	3,141,954
	Amounts owed by group undertakings Other debtors	50,000	-
	Called up share capital not paid	1,664,200	1,683,335 3
	Prepayments and accrued income	10,531,715	9, 198, 705
		25,625,724	14,023,997
12.	Cash and cash equivalents		
		2019 \$	2018 \$
	Cash at bank and in hand	104,603	146,496
		104,603	146,496
•		<del>=====================================</del>	
13.	Creditors: Amounts falling due within one year		
		2019 \$	2018 \$
	Trade creditors	6,196,036	2,365,054
	Corporation tax	159,938	446,679
	Other taxation and social security	6,825,717	5,288
	Other creditors	227,716	-
	Accruals and deferred income	10,419,007	9,059,304
		23,828,414	11,876,325

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

14.	Creditors: Amounts falling due after more than one year		-
		2019 \$	2018 \$
	Other creditors	-	115,000
		<u> </u>	115,000
			<del></del>
15.	Financial instruments		
		2019 \$	2018 \$
	Financial assets		
	Financial assets measured at fair value through profit or loss	104,603	146,496
	Financial assets that are debt instruments measured at amortised cost	23,890,962	12,340,659
		23,995,565	12,487,155

Financial assets measured at fair value through profit or loss comprise cash at bank and in hand.

## 16. Share capital

	2019 \$	2018 \$
Allotted, called up and fully paid		
3 (2018 - 3) Ordinary shares of \$1.00 each	3	3

## 17. Reserves

#### Profit and loss account

The profit and loss account includes all current and prior period retained profits and losses.

#### 18. Pension commitments

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to \$3,056 (2018: \$3,145).

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

## 19. Post balance sheet events

Between the year end and the date of this report, Coronavirus and the COVID-19 pandemic emerged globally. For more detail regarding the directors' view of this event please refer to the Directors Report.

## 20. Controlling party

The ultimate controlling party is Aitarget Cyprus Limited.