



Scott-Moncrieff
business advisers and accountants

CULTIVATE SOFTWARE LTD

Company registration number SC357781

FILING FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 JULY 2019

CONTENTS

	Page
Company Information	1
Statement of Financial Position	2 - 3
Notes to the Financial Statements	4 - 10

CULTIVATE SOFTWARE LTD

COMPANY INFORMATION

Director	P A Wilson
Registered number	SC357781
Registered office	Codebase Argyle House 3 Lady Lawson Street Edinburgh EH3 9DR
Accountants	Scott-Moncrieff Exchange Place 3 Semple Street Edinburgh EH3 8BL

STATEMENT OF FINANCIAL POSITION
AS AT 31 JULY 2019

	Note	31 July 2019 £	30 April 2018 £
Fixed assets			
Tangible assets	4	9,147	16,610
		<u>9,147</u>	<u>16,610</u>
Current assets			
Debtors: amounts falling due within one year	5	108,203	128,688
Cash at bank and in hand		811,733	580,863
		<u>919,936</u>	<u>709,551</u>
Creditors: amounts falling due within one year	6	(150,200)	(171,000)
Net current assets		<u>769,736</u>	<u>538,551</u>
Total assets less current liabilities		<u>778,883</u>	<u>555,161</u>
Provisions for liabilities			
Deferred tax	7	-	(3,156)
		<u>-</u>	<u>(3,156)</u>
Net assets		<u><u>778,883</u></u>	<u><u>552,005</u></u>
Capital and reserves			
Called up share capital	8	110	99
Share premium account		23,203	-
Profit and loss account		755,570	551,906
		<u>778,883</u>	<u>552,005</u>

The director considers that the company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the company to obtain an audit for the period in question in accordance with section 476 of the Companies Act 2006.

The director acknowledges his responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of Section 1A 'Small Entities' of Financial Reporting Standard 102.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 JULY 2019

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

.....
P A Wilson

Director

Date: 4 October 2019

The notes on pages 4 to 10 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JULY 2019**

1. General information

These financial statements are presented in Pounds Sterling (GBP), as that is the currency in which (the majority of) the company's transactions are denominated. They comprise the financial statements of the company drawn up for the period ended 31 July 2019.

The continuing activities of Cultivate Software Ltd ('the company') is that of software development and consultancy.

The company is a private company limited by shares and is incorporated in United Kingdom and registered in Scotland. Details of the registered office can be found on the company information page of these financial statements. The company's registered number is SC357781.

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 applicable law and United Kingdom Accounting Standards including Section 1A 'Small Entities' of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice applicable to Small Entities).

The preparation of financial statements in compliance with Section 1A 'Small Entities' of FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company accounting policies.

The following principal accounting policies have been applied:

2.2 Going concern

The director has considered a period of at least twelve months from the date on which these financial statements have been signed and having considered all relevant information available to them, believe it appropriate to prepare the financial statements on a going concern basis.

2.3 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.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JULY 2019**

2. Accounting policies (continued)

2.4 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 the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the company in independently administered funds.

2.5 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.6 Operating leases: the company as lessee

Rentals paid under operating leases are charged to the Statement of Comprehensive Income on a straight line basis over the lease term.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JULY 2019**

2. Accounting policies (continued)

2.7 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, 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 reporting date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.8 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures and fittings	-	25%	on cost
Computer equipment	-	50%	on cost

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

2.9 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.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JULY 2019**

2. Accounting policies (continued)

2.10 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.

2.11 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.

2.12 Provisions for liabilities

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of Comprehensive Income in the year that the company becomes aware of the obligation, and are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

2.13 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 non-puttable ordinary shares.

2.14 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. Employees

The average monthly number of employees, including directors, during the period was 13 (2018 - 14).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JULY 2019

4. Tangible fixed assets

	Fixtures and fittings £	Computer equipment £	Total £
Cost or valuation			
At 1 May 2018	7,894	52,128	60,022
Additions	2,281	10,568	12,849
Disposals	-	(9,700)	(9,700)
At 31 July 2019	10,175	52,996	63,171
Depreciation			
At 1 May 2018	1,894	41,518	43,412
Charge for the period on owned assets	3,180	11,890	15,070
Disposals	-	(4,458)	(4,458)
At 31 July 2019	5,074	48,950	54,024
Net book value			
At 31 July 2019	5,101	4,046	9,147
<i>At 30 April 2018</i>	<i>6,000</i>	<i>10,610</i>	<i>16,610</i>

5. Debtors

	31 July 2019 £	30 April 2018 £
Trade debtors	97,164	122,716
Other debtors	1,686	1,224
Prepayments and accrued income	9,353	4,748
	<u>108,203</u>	<u>128,688</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JULY 2019**

6. Creditors: Amounts falling due within one year

	31 July 2019 £	30 April 2018 £
Trade creditors	9,954	4,982
Corporation tax	47,026	62,745
Other taxation and social security	74,105	97,955
Other creditors	15,064	4,057
Accruals and deferred income	4,051	1,261
	<u>150,200</u>	<u>171,000</u>

7. Deferred taxation

	2019 £	2018 £
At beginning of year	(3,156)	(3,156)
Charged to profit or loss	3,156	-
At end of year	<u>-</u>	<u>(3,156)</u>

The deferred taxation balance is made up as follows:

	31 July 2019 £	30 April 2018 £
Accelerated capital allowances	-	(3,156)
	<u>-</u>	<u>(3,156)</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JULY 2019**

8. Share capital

	31 July 2019 £	<i>30 April 2018 £</i>
Allotted, called up and fully paid		
Nil (2018 - 49) Ordinary A shares of £1.0000 each	-	49
Nil (2018 - 50) Ordinary B shares of £1.0000 each	-	50
1,100,000 (2018 - Nil) Ordinary shares of £0.0001 each	110	-
	<u>110</u>	<u>99</u>

On 26 September 2018, the company reclassified all of its Ordinary A and B shares as Ordinary shares, and then sub-divided these Ordinary shares from 99 shares of £1 nominal value, to 990,000 shares of £0.0001 nominal value.

The company then issued a further 110,542 Ordinary shares with a nominal value of £0.0001, for a consideration of £23,214.

9. 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 £94,605 (2018 - £35,364). Contributions totalling £15,063 (2018 - £3,683) were payable to the fund at the reporting date and are included in creditors.

10. Commitments under operating leases

At 31 July 2019 the company had future minimum lease payments under non-cancellable operating leases as follows:

	31 July 2019 £	<i>30 April 2018 £</i>
Not later than 1 year	12,825	<i>10,746</i>
	<u>12,825</u>	<u>10,746</u>

11. Related party transactions

During the year, dividends totalling £39,950 (2018: £31,601) were paid to the director.

12. Controlling party

On 31 July 2019, the company sold its entire share capital to Roofoods Ltd (registered office The River Building - Level 1 Cannon Bridge House, 1 Cousin Lane, London, United Kingdom, EC4R 3TE).

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.