

REGISTERED NUMBER: 06686965 (England and Wales)

**AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018
FOR
CLEARLY SO LIMITED**

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FOR THE YEAR ENDED 31 DECEMBER 2018**

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DIRECTORS:

R Schwartz
C R Hulatt
J Krant
Mrs T Lewis

REGISTERED OFFICE:

35 Paul Street
London
EC2A 4JY

REGISTERED NUMBER:

06686965 (England and Wales)

AUDITORS:

Graham Paul Limited
(Statutory Auditor)
Court House
Court Road
Bridgend
CF31 1BE

BALANCE SHEET
31 DECEMBER 2018

	Notes	2018 £	£	2017 £	£
FIXED ASSETS					
Intangible assets	4		7,622		161,034
Tangible assets	5		66,695		77,028
Investments	6		25,130		25,130
			<u>99,447</u>		<u>263,192</u>
CURRENT ASSETS					
Debtors	7	356,182		315,239	
Cash at bank and in hand		<u>39,913</u>		<u>153,556</u>	
		396,095		468,795	
CREDITORS					
Amounts falling due within one year	8	<u>309,130</u>		<u>372,284</u>	
NET CURRENT ASSETS			<u>86,965</u>		<u>96,511</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			186,412		359,703
CREDITORS					
Amounts falling due after more than one year	9		<u>695,700</u>		<u>691,475</u>
NET LIABILITIES			<u>(509,288)</u>		<u>(331,772)</u>
CAPITAL AND RESERVES					
Called up share capital			256		230
Share premium			5,118,274		4,321,150
Retained earnings			<u>(5,627,818)</u>		<u>(4,653,152)</u>
SHAREHOLDERS' FUNDS			<u>(509,288)</u>		<u>(331,772)</u>

The financial statements have been prepared and delivered in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

In accordance with Section 444 of the Companies Act 2006, the Income Statement has not been delivered.

The financial statements were approved by the Board of Directors on 19 September 2019 and were signed on its behalf by:

R Schwartz - Director

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

1. STATUTORY INFORMATION

Clearly So Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

For the year ended 31st December 2018, the company made a loss of £974,666 (2017: £816,497). Since the period end the company has had sufficient working capital to enable the company to continue trading and to meet third party obligations as they fall due. The directors have reviewed cashflow forecasts for the next twelve months and in the Board's view the business will be able to meet its obligations as they fall due and they, or other third party investors, will be able to provide any necessary funds to ensure the company can continue trading. Accordingly the accounts have been prepared on a going concern basis.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Development costs are being amortised evenly over their estimated useful life of three years.

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, plus any costs directly attributable to bringing the asset to its working condition for intended use.

Depreciation is provided at the following annual rates in order to write off the cost less estimated residual value of each asset over its estimated useful life.

Short leasehold	- Over the life of the lease
Plant and machinery	- 33% on cost

Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2018

2. ACCOUNTING POLICIES - continued

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Research and development

Expenditure on research and development is written off in the year in which it is incurred.

Development costs are capitalised and amortised where they relate to an asset for which the company derives future economic benefit expected to last for a period greater than one year.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

Pension

The company pays contributions to the directors' and employees' personal pension schemes.

Grants income

Grants receivable are credited to the profit and loss account as the appropriate milestone achievements are satisfied and the grant becomes due for payment by the donor.

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was 17 (2017 - 20) .

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2018

4. INTANGIBLE FIXED ASSETS

	Other intangible assets £
COST	
At 1 January 2018	240,334
Additions	9,069
Disposals	(229,816)
At 31 December 2018	<u>19,587</u>
AMORTISATION	
At 1 January 2018	79,300
Charge for year	83,494
Eliminated on disposal	(150,829)
At 31 December 2018	<u>11,965</u>
NET BOOK VALUE	
At 31 December 2018	<u>7,622</u>
At 31 December 2017	<u>161,034</u>

5. TANGIBLE FIXED ASSETS

	Short leasehold £	Plant and machinery £	Totals £
COST			
At 1 January 2018	75,234	30,563	105,797
Additions	-	6,332	6,332
Disposals	-	(5,939)	(5,939)
At 31 December 2018	<u>75,234</u>	<u>30,956</u>	<u>106,190</u>
DEPRECIATION			
At 1 January 2018	10,661	18,108	28,769
Charge for year	7,580	8,644	16,224
Eliminated on disposal	-	(5,498)	(5,498)
At 31 December 2018	<u>18,241</u>	<u>21,254</u>	<u>39,495</u>
NET BOOK VALUE			
At 31 December 2018	<u>56,993</u>	<u>9,702</u>	<u>66,695</u>
At 31 December 2017	<u>64,573</u>	<u>12,455</u>	<u>77,028</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2018

6. **FIXED ASSET INVESTMENTS**

COST

At 1 January 2018
and 31 December 2018

NET BOOK VALUE

At 31 December 2018
At 31 December 2017

Shares in
group
undertakings
£

25,130

25,130

25,130

7. **DEBTORS**

2018
£

2017
£

Amounts falling due within one year:

Trade debtors

108,251

69,115

Other debtors

58,031

56,224

166,282

125,339

Amounts falling due after more than one year:

Other debtors

189,900

189,900

Aggregate amounts

356,182

315,239

8. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

2018
£

2017
£

Trade creditors

16,540

67,456

Taxation and social security

33,222

30,070

Other creditors

259,368

274,758

309,130

372,284

9. **CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

2018
£

2017
£

Amounts owed to group undertakings

45,700

41,475

Other creditors

650,000

650,000

695,700

691,475

Amounts falling due in more than five years:

Repayable otherwise than by instalments

Other loans more 5yrs non-inst

650,000

650,000

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2018

9. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR - continued

The balance included in creditors due after more than one year relates to a convertible loan.

Subject to various conditions the loan provider can elect to convert all or part of the loan into ordinary shares following the end of the fourth year of the agreement.

On the occurrence of various events prior to this point the loan provider can elect to convert the loan into preference shares.

Interest is charged at 3% per annum.

10. DISCLOSURE UNDER SECTION 444(5B) OF THE COMPANIES ACT 2006

The Report of the Auditors was unqualified.

Brian Scott FCA (Senior Statutory Auditor)
for and on behalf of Graham Paul Limited

11. CONTINGENT LIABILITIES

The company is currently in discussions with HMRC on the possible reassessment of its VAT status. It is thought likely that some, but by no means all, of the company's services will in future be treated as exempt supplies instead of as standard rated. It is also possible that HMRC would wish to backdate any ruling, the scope of which could be:

a) Four years, unlikely but possible.

b) Thirty months with effect from July 2016, possible.

At the date of approval of the financial statements, given the on-going nature of the discussions, it is impracticable to disclose an estimate of the financial effect on the company, when any cash outflow, if any, may occur and the possibility of any potential reimbursement.

12. RELATED PARTY DISCLOSURES

During the year to 31 December 2018, R Schwartz purchased an additional 67 shares at £300 per share totalling £20,100. R Schwartz purchased a further 143 shares at £350 per share totalling £50,049.

At the balance sheet date £10,177 was owed to the directors.

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.