Global Digital Corporation Limited

Directors' report and financial statements
Registered number SC398521
31 December 2013

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Company information

Directors:	Phil Gripton Niall Stirling
Registered office:	7 Castle Street Edinburgh EH2 3AH
Registered number:	SC398521

Directors' report

The directors present their directors' report and financial statements for the year to 31 December 2013.

Directors

The directors who held office during the period from 1 January 2013 to the date of this report are as follows:

W Dobbie (resigned 2 December 2013)
P Gripton (appointed 2 December 2013)
N Stirling

Both directors, being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.

By order of the board

Niall Stirling
Director

7 Castle Street
Edinburgh
EH2 3AH

17 September 2014

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 judgments and 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; and
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Profit and Loss Account

for the year to 31 December 2013

	Note	2013 £	2012 £
Turnover		-	-
Administrative expenses		(1,250)	-
Operating loss		(1,250)	-
Gain on disposal of investments		1,090,804	-
Profit on ordinary activities before taxation	2	1,089,554	-
Tax on profit on ordinary activities	3	-	-
Profit for the financial year		1,089,554	-

The company has no recognised gains or losses other than the results for the year as set out above.

Balance Sheet

At 31 December 2013

	Note	2013 £	2012 £
Non-current assets			
Investments	4	**8,075**	8,883
Debtors	5	**563,995**	-
		572,070	8,883
Current assets			
Debtors	6	**518,536**	2
Bank		**200**	-
		518,736	2
Total assets		**1,090,806**	8,885
Current liabilities			
Creditors	7	**1,250**	8,883
Net assets		**1,089,556**	2
Capital and reserves			
Called up share capital	8	**2**	2
Profit and loss reserves	9	**1,089,554**	-
Shareholders' funds		**1,089,556**	2

For the year ending 31 December 2013 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

These financial statements were approved by the board of directors on 17 September 2014 and were signed on its behalf by:

Niall Stirling
Director

Company registered number: SC398521

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Cash flow statement

The company is exempt under Financial Reporting Standard No 1: Cash flow statements from preparing a cash flow statement as its cash flows are included in the consolidated cash flow statement of the ultimate parent undertaking, Cupid plc, which are publicly available.

Investments

Investments in subsidiary undertakings are stated at cost.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred consideration on disposal of investment

Deferred consideration on disposal of investment is calculated based on expected future cash flows discounted at a risk-adjusted discount rate.

2 Profit on ordinary activities before taxation

Directors are remunerated by the ultimate parent undertaking.

Notes *(continued)*

3 Taxation

Analysis of tax charge in period

	2013	2012
	£	£
UK corporation tax		
Current corporation tax	**-**	-

Factors affecting the tax charge for the current period

	2013	2012
	£	£
Profit on ordinary activities before taxation	**1,089,554**	-
Non-taxable gain on sale	**(1,090,804)**	-
Taxable loss	**(1,250)**	-

A tax debtor in respect of this loss has not been created as it is not expected to be recoverable.

4 Fixed asset investments

	Shares in group undertakings
	£
At beginning of year	8,883
Disposal	(808)
At end of year	**8,075**

On 15th July 2013, an agreement was reached to dispose of 100% of the share capital of EZD Digital Ltd to Grendall Investments Ltd for a consideration of £1,231,997. Some of the consideration was deferred, with amounts due in instalments throughout the three year period following the balance sheet date. The pre-tax gain on disposal of £1,090,804 reflects this sale. At 31 December 2013, the value of the future consideration from the sale has been discounted by £140,386 in accordance with IFRS 13. This discount is expected to unwind over time as the terms of the deferred consideration payments are fulfilled.

Notes *(continued)*

5 Debtors: amounts falling due after one year

	2013 £	2012 £
Deferred consideration on disposal of investments	**563,995**	-

6 Debtors: amounts falling due within one year

	2013 £	2012 £
Amounts owed by group undertakings	**280,803**	-
Deferred consideration on disposal of investments	**237,733**	-
	518,536	-

7 Creditors: amounts falling due within one year

	2013 £	2012 £
Accrued expenses	**1,250**	-
Amounts owed to group undertakings	**-**	8,883
	1,250	8,883

8 Called up share capital

	2013 £	2012 £
Allotted, issued and fully paid		
2 Ordinary shares of £1 each	**2**	2

9 Profit and loss account

	2013 £	2012 £
At 1 January	**-**	-
Profit for financial period	**1,090,404**	-
At 31 December	**1,090,404**	-

10 Ultimate parent company

The company is wholly owned by Cupid plc.

The largest group in which the results of the company are consolidated is that headed by Cupid plc, incorporated in the United Kingdom. The consolidated financial statements of Cupid plc are available to the public and may be obtained from the Registrar of Companies, Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, EH3 9FF.

SC367538

11 Related party transactions

As Global Digital Corporation Limited is a wholly owned subsidiary undertaking of Cupid plc, the company has taken advantage of the exemption available within Financial Reporting Standard 8 to disclose balances but not transactions with other group companies.