

# **ORIDIAN UK LIMITED**

**Director:** Jacob Nizri

**Secretary:** Shahar Shaharabany

**Registered Office:** 37 Broadhurst Gardens  
London  
NW6 3QT

**Registered No:** 6087405 (England & Wales)

**Auditors:** Levy Cohen & Co  
37 Broadhurst Gardens  
London NW6 3T

## **Financial statements**

### **For the year ended 31st March 2010**

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## **ORIDIAN UK LIMITED**

### **Director's Report**

The Director presents the financial statements of the company for the year ended 31 March 2010

#### ***Principal Activity***

The principal activity of the company during the year continue to be the sales of online media solutions to advertisers

#### ***Fixed Assets***

Changes in tangible fixed assets during the year are detailed in note 6 of the financial statements

#### ***Dividend***

The director does not recommend a distribution of dividend

#### ***Director***

The director during the year was Jacob Nizri who does not have any beneficial interest in the company's issued ordinary share capital

#### ***Director's responsibilities***

Company law requires the director to prepare financial statements for each financial year which 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 those 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,
- follow applicable accounting standards, 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 director is responsible for keeping proper accounting records which 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 1985. 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

The above report has been prepared in accordance with special provision of Part 15 of the Companies Act 2006 relating to small companies, and with the Financial Reporting Standard for Smaller Entities (effective April 2008)

#### ***Directors' disclosure to the auditors***

The directors confirm that

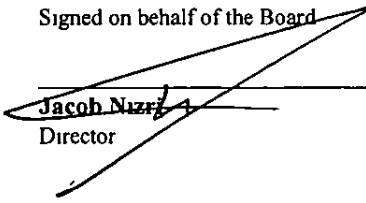
- So far as they are aware, there is no relevant audit information, information needed by the company's auditors in connection with preparing their report, of which the company's auditors are unaware, and
- They have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

#### ***Auditors***

The auditors Levy Cohen & Co, are deemed to be reappointed under Section 487 (2) of the Companies Act 2006

The financial statements have been prepared in accordance with special provision of Part 15 of the Companies Act 2006 relating to small companies, and with Financial Reporting Standard for Smaller entities (as revised April 2008)

Signed on behalf of the Board

  
Jacob Nizri  
Director

Approved by the Board  
August 11, 2010

## **Independent Auditors' Report to the Shareholders Of**

### **ORIDIAN UK LIMITED**

We have audited the financial statements of Oridian UK Limited for the year ended 31 March 2010 which comprise of the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (Effective April 2008)(United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities)

#### **RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

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. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors, (including "APB Ethical Standards - Provisions available for Small Entities (Revised)", in the circumstances set out in note 1 to the financial statements

#### **SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements

#### **OPINION**

In our opinion the financial statements

- give a true and fair view of the company's affairs as at 31 March 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, and
- have been properly prepared in accordance with the requirements of the Companies Act 2006,

#### **OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006**

In our opinion the information given in the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements

#### **MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION**

We have nothing to report in respect of the following matters where 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, or
- the directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies regime



**Joseph Cohen** (Senior Statutory Auditor)  
for and on behalf of LEVY COHEN & CO, Statutory Auditor  
37 Broadhurst Gardens, London, NW6 3QT

11 August 2010

# **ORIDIAN UK LIMITED**

## **Profit and Loss Account**

**For the year ended 31st March 2010**

	<i>Notes</i>	<i>31 03 2010</i> <b>£</b>	<i>Period of 15 months</i> <i>ended 31 3 2009</i> <b>£</b>
<b><i>Turnover</i></b>		1,465,498	1,404,326
Cost of Sales		<u>(1,218,015)</u>	<u>(1,043,234)</u>
<b><i>Gross Profit</i></b>		247,483	361,092
Operating Expenses	2	<u>(210,846)</u>	<u>(326,799)</u>
<b><i>Operating profit</i></b>	3	36,637	34,293
Net Financial (expense)/income	4	<u>(12,225)</u>	<u>79,388</u>
<b><i>Profit Before Taxation</i></b>		24,412	113,681
Taxation	5	<u>(8,737)</u>	<u>(32,499)</u>
<b><i>Profit for the year</i></b>		<b><u>£ 15,675</u></b>	<b><u>£ 81,182</u></b>

## **Statement of retained profit**

	<i>31 03 2010</i> <b>£</b>	<i>Period of 15 months</i> <i>ended 31 3 2009</i> <b>£</b>
Retained profit as at 1 April 2009	93,364	12,182
Profit for the year	<u>15,675</u>	<u>81,182</u>
Retained profit as at 31 March 2010	<b><u>£ 109,039</u></b>	<b><u>£ 93,364</u></b>

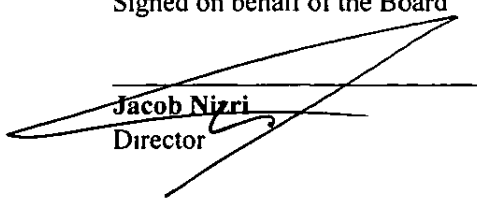
# **ORIDIAN UK LIMITED**

## **Balance Sheet As At 31 March 2010**

		<i>31 3 2010</i>		<i>31 3 2009</i>	
	<i>Notes</i>	<i>£</i>	<i>£</i>	<i>£</i>	<i>£</i>
<b><i>Fixed Assets</i></b>					
Tangible Assets	6		2,519		1,604
<b><i>Current Assets</i></b>					
Debtors	7	537,276		251,643	
Cash at bank and in hand		<u>148,662</u>		<u>48,904</u>	
		685,938		300,547	
<b><i>Creditors: Amounts falling due within one year</i></b>	8	<u>(579,417)</u>		<u>(208,786)</u>	
<b><i>Net Current Assets</i></b>			<u>106,521</u>		<u>91,761</u>
<b><i>Total assets less current liabilities</i></b>			<u><b>£ 109,040</b></u>		<u><b>£ 93,365</b></u>
<b><i>Capital and Deficit</i></b>					
			<i>£</i>		<i>£</i>
Called up share capital	9		1		1
Profit and loss account			<u>109,039</u>		<u>93,364</u>
<b><i>Shareholders' fund</i></b>			<u><b>£ 109,040</b></u>		<u><b>£ 93,365</b></u>

The financial statements have been prepared in accordance with special provision of Part 15 of the Companies Act 2006 relating to small companies, and with Financial Reporting Standard for Smaller Entities (as revised April 2008)

Signed on behalf of the Board

  
**Jacob Nizri**  
 Director

Approved by the Board  
 August 11, 2010

# **ORIDIAN UK LIMITED**

## **Notes to the Financial Statements - 31 March 2010**

### **1. Accounting Policies**

(a) ***Basis of Accounting***

The financial statements have been made under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (as revised April 2008)

(b) ***Turnover and Revenue***

Turnover represents net invoiced value of goods and services excluding VAT. Turnover attributed to the United Kingdom markets amount to 95.15%.

Revenue is only recognized to the extent that it is clear that collection is certain.

(c) ***Tangible Fixed Assets***

Depreciation is provided at the following annual rates in order to write off the assets over their estimated useful lives

Computer and software	25% straight line
Office Equipment	25% straight line
Furniture and fittings	25% straight line

(d) ***Deferred Taxation***

Deferred taxation is provided using the liability method to take into account timing differences arising from the inclusion of items of expenditure in taxation computations in periods that differ from those in which they are included in the financial statements to the extent that it is probable that a liability or assets will crystallize in the future

Provision for deferred taxation is set off against debit balance of deferred taxation

(e) ***Foreign Currencies***

Monetary assets and liabilities in foreign currencies are translated into Sterling at the rate of exchange ruling at the Balance Sheet date. Transaction in Foreign currencies are translated into Sterling at the rate of exchange ruling at the date of the transaction.

# **ORIDIAN UK LIMITED**

## **Notes to the Financial Statements - 31 March 2010**

### **2. Operating expenses**

	<i>31 03.2010</i>	<i>For the period of 15 months ended 31 3 2009</i>
	<i>£</i>	<i>£</i>
Marketing and selling costs	20,273	40,905
Administrative expenses	190,573	285,894
	<u>210,846</u>	<u>326,799</u>

### **3. Operating profit**

	<i>31 03 2010</i>	<i>For the period of 15 months ended 31 3 2009</i>
	<i>£</i>	<i>£</i>
The operating profit is stated after charging		
Depreciation on tangible fixed assets	407	544
Auditors' remuneration	4,200	-
	<u>4,607</u>	<u>-</u>

### **4. Net Financial (expense)/income**

	<i>31 03 2010</i>	<i>For the period of 15 months ended 31 3 2009</i>
	<i>£</i>	<i>£</i>
Bank interest receivable	-	3,651
Foreign currency (loss)/gain	(12,225)	75,737
	<u>(12,225)</u>	<u>79,388</u>

### **5. Taxation**

	<i>31 03 2010</i>	<i>For the period of 15 months ended 31 3 2009</i>
	<i>£</i>	<i>£</i>
Current year charge	8,737	32,490
Prior year tax	-	9
	<u>8,737</u>	<u>32,499</u>

The tax charge during the period is corporation tax at the rate of 24 17% (2009 - 27.77%)

Deferred tax liability for the sum of £355 (2009 - £11) is not included as it is immaterial.

# **ORIDIAN LIMITED**

## **Notes to the Financial Statements - 31 March 2010**

### **6. Tangible Fixed Assets**

	<i>Office Equipment £</i>	<i>Furniture &amp; fittings £</i>	<i>Computer &amp; Software £</i>	<i>Total £</i>
<b>Cost:</b>				
As at 1 April 2009	136	1,701	325	2,162
Additions	-	-	1,322	1,322
At 31 March 2010	<u>136</u>	<u>1,701</u>	<u>1,647</u>	<u>3,484</u>
<b>Depreciation:</b>				
As at 1 April 2009	7	436	115	558
Charge for the Year	60	286	61	407
At 31 March 2010	<u>67</u>	<u>722</u>	<u>176</u>	<u>965</u>
<b>Net Book Value:</b>				
At 31 March 2010	<u>69</u>	<u>979</u>	<u>1,471</u>	<u>2,519</u>
At 31 March 2009	<u>129</u>	<u>1,265</u>	<u>210</u>	<u>1,604</u>

### **7. Debtors**

	<i>31 03 2010 £</i>	<i>31 3 2009 £</i>
Trade debtors	516,029	221,759
Other debtors	17,258	11,660
Prepayments and accrued income	<u>3,989</u>	<u>18,224</u>
	<u>537,276</u>	<u>251,643</u>

### **8. Creditors: Amounts falling due within one year**

	<i>31 03 2010 £</i>	<i>31 3 2009 £</i>
Trade creditors	-	15,130
Parent company	470,500	139,315
VAT	36,995	14,278
Corporation tax	8,429	32,490
Accruals and deferred income	<u>63,493</u>	<u>7,573</u>
	<u>579,417</u>	<u>208,786</u>



## **ORIDIAN UK LIMITED**

### **Notes to the Financial Statements - 31 March 2010**

#### **9. *Share Capital***

	<i>31 3 2009</i>	<i>31 3 2009</i>
	<i>£</i>	<i>£</i>
<b>Authorized:</b>		
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<b>Allotted, called up and fully paid:</b>		
1 Ordinary share of £1 each	<u>1</u>	<u>1</u>

#### **10. *Related Party Transactions:***

##### **Control:**

The immediate parent company is Online Media Solutions Ltd, a foreign company registered in Israel.

The ultimate parent company is Ybrant Digital Limited, a foreign company registered at Hyderabad, India

##### **Transaction:**

During the year the company was charged the amount of £1,218,015 (2009 - £1,043,234) by the parent company for cost of sales