Company Registration No 07918031 (England and Wales)

ROZAYA PLC

ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

ROZAYA PLC
CONTENTS

ROZAYA PLC
COMPANY INFORMATION

Directors	J Kaye Esq (appointed 21 June 2013) D Crisp Esq (appointed 22 August 2013) G Jackson Esq (resigned 30 June 2013, re-appointed 23 July 2013 and resigned 10 September 2013) N Gordon-Stewart Esq (appointed 22 August 2013 and resigned 28 January 2014) Westhouse Medical Services Plc (appointed 2 January 2013 and resigned 30 May 2013)
Company number	07918031 (England and Wales)
Registered office	Charles Lake House Claire Causeway Crossways Business Park Dartford Kent DA2 6QA
Auditors	Barnes Roffe LLP Chartered Accountants & Statutory Auditors Charles Lake House Claire Causeway Crossways Business Park Dartford Kent DA2 6QA

ROZAYA PLC
STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2013

The directors present their strategic report accompanying the financial statement for the year ended 31 December 2013

Principal activity
The company's principal activity is that of a holding company The principal activity of the company's subsidiary undertakings is that of developing high end luxury goods for the fashion, fragrance and accessories markets

Chairmen's report
Since Rozaya commenced operations in June 2013, the company has been developing and growing at an exponential rate In its initial six months of operation, it has been developing a fashion line and a fragrance range, and we are very pleased with our progress leading up to the launch of these products Further announcements regarding launch dates and global roll out plans will be made during the second half of 2014

The Profit and Loss Account for 2013 was in line with expectations and reflected the ongoing investment that has gone into developing and preparing for product launches during 2014 and beyond

During the second quarter of 2014, (subject to market conditions) the company plans to apply to GXG Markets to list its shares on the Main Listing of the GXG Exchange in the UK Rozaya has to this end, already registered its shares for electronic (Crest) trading – once listed

As part of its ongoing long term strategy, Rozaya will continue to develop its fashion and fragrance portfolio, adding complimentary product lines to its brand, including, but not exclusively, shoes, watches, jewellery, handbags, accessories and luggage Additionally, the company will seek to expand and consolidate targeted acquisitions in the luxury goods sector where appropriate

In summary, Rozaya aims to become a major global brand, offering exclusive clothes and accessories for the discerning women of the world, whilst building shareholder value through the realisation of our current and future Intellectual Property as well as potential equity interest in any future complimentary businesses

Results and dividends
The consolidated results for the year are shown on page 8 No dividend has been paid during the year ended 31 December 2013 and none is proposed

Principal risks and uncertainties
The principal risks and uncertainties facing the group relate to the competiveness of the industries we operate in and the general state of the economy

Financial key performance indicators
Given the straight forward nature of the business the company's directors' are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business

The report was approved by the board on 3/4/2014 and signed on its behalf

J Kaye Esq
Director

ROZAYA PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2013

The directors present their report and the group audited financial statements for the year ended 31 December 2013

Going concern

The directors believe that the group and parent company have adequate resources to continue in operational existence for the foreseeable future For this reason, they continue to adopt the going concern basis in preparing the financial statements A statement of the responsibilities of the directors in relation to the accounts appears on page 5

Directors and their interests

The directors who served during the year were
J Kaye Esq (appointed 21 June 2013)
D Crisp Esq (appointed 22 August 2013)
G Jackson Esq (resigned 30 June 2013, re-appointed 23 July 2013 and resigned 10 September 2013)
N Gordon-Steward Esq (appointed 22 August 2013 and resigned 28 January 2014)
Westhouse Medical Services Plc (appointed 2 January 2013 and resigned 30 May 2013)

Disclosure of information to auditors

Each of the directors who are in office at the date when this report is approved has confirmed that, as far as they are aware, there is no relevant audit information of which the auditors are unaware Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the auditors are aware of such information

On behalf of the board on 3/4/2014

J Kaye

J Kaye Esq
Director

ROZAYA PLC
STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable UK law and regulations

The directors are required to prepare the financial statements for each financial year, in accordance with those International Financial Reporting Standards (IFRS) as adopted by the European Union, which present fairly the financial position of the financial performance and cash flows of the group and parent company for that period

In preparing those consolidated financial statements, the directors are required to

- select suitable accounting policies in accordance with IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' and then apply them consistently,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information,
- provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the group's financial position and financial performance, and
- state that the company has complied with IFRS, subject to any material departures disclosed and explained in the financial statements

The directors are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the group and parent company and enable them to ensure that the financial statements comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the group and parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROZAYA PLC

We have audited the group's and parent company's financial statements (the "financial statements") of Rozaya Plc for the year ended 31 December 2013 which comprise Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows, Consolidated Statement of Changes in Equity, the related notes 1 to 13 and Company Statement of Financial Position, Company Statement of Cash Flows, Company Statement of Changes in Equity and the related notes 1 to 8 The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union

This report is made solely to the company's members, as a body, 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 auditor's 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 as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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

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 group's and parent 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 on financial statements

In our opinion

- the financial statements give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2013 and of the group's loss for the year then ended,
- the financial statements have been properly prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union,
- the parent company's financial statements have been properly prepared in accordance with IFRS as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006, and
- the financial statements have been 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROZAYA PLC (CONTINUED)

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 by the parent company, 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

Mario Cientanni (Senior Statutory Auditor)
for and on behalf of
BARNES ROFFE LLP
Chartered Accountants &
Statutory Auditors
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford
Kent
DA2 6QA

Date: 2·April·2014

ROZAYA PLC
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	2013 £	2012 £
Revenue			
Cost of sales		-	-
Gross profit		-	-
Other operating income		-	-
Administrative expenses	3	(158,779)	-
Operating profit / (loss)		(158,779)	-
Net finance income		-	-
Profit / (Loss) before income tax		(158,779)	-
Income tax (expense)		-	-
Profit / (Loss) for the year		(158,779)	-
Profit / (Loss) attributable to			
Owners of the parent		(158,779)	-
Non-controlling interests		-	-
		(158,779)	-

As permitted by Section 408 of the Companies Act 2006, no separate Statement of Comprehensive Income is presented in respect of Rozaya Plc as consolidated accounts of the group are presented Its loss for the year ended 31 December 2013 was £40,153 (2012 £Nil)

The notes on pages 12 to 20 form part of these financial statements

ROZAYA PLC
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	2013 £	2012 £
ASSETS			
Non-current assets			
Intangible assets	5	633,580	-
Investments	6	1,212,770	-
		1,846,350	-
Current assets			
Trade and other receivables	7	5,423	1,000
Cash and cash equivalents	8	25	-
		5,448	1,000
TOTAL ASSETS		1,851,798	1,000
EQUITY AND LIABILITIES			
Share capital and reserves			
Issued share capital	9	1,950,000	1,000
Retained earnings		(158,779)	-
Equity attributable to owners of the parent		1,791,221	1,000
Non-controlling interests		-	-
TOTAL EQUITY		1,791,221	1,000
Current liabilities			
Trade and other payables	10	60,577	-
TOTAL LIABILITIES		60,577	-
TOTAL EQUITY AND LIABILITIES		1,851,798	1,000

The financial statements were approved by the board on 3/4/2014

JKaye

J Kaye Esq
Director

Registered Number - 07918031

The notes on pages 12 to 20 form part of these financial statements

ROZAYA PLC
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	2013 £	2012 £
Cash flows from operating activities			
Loss before tax		(158,779)	-
Adjustment for impairment of investments		102,650	-
Increase in trade and other receivables		(4,423)	-
Increase in trade and other payables		60,577	-
Cash generated from operations		25	-
Interest paid		-	-
Net cash (used in) / from operating activities		25	-
Cash flows from investing activities			
Interest received		-	-
Dividends received		-	-
Additions to property, plant and equipment		-	-
Net cash from/(used in) investing activities		-	-
Cash flows from financing activities			
Dividends paid		-	-
Net cash from/(used in) financing activities		-	-
Net (decrease)/increase in cash and cash equivalents		25	-
Cash and cash equivalents at beginning of period		-	-
Cash and cash equivalents at end of period	8	25	-
Bank balances and cash		25	-

The notes on pages 12 to 20 form part of these financial statements

ROZAYA PLC
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2013

	Share capital £	Retained Earnings £	Available-for-sale reserve £	Total £	Non-controlling interest £	Total £
Balances at 1 January 2012	1,000	-	-	1,000	-	1,000
Changes in equity for 2012						
Profit / (Loss) for the year	-	-	-	-	-	-
Balance at 31 December 2012	1,000	-	-	1,000	-	1,000
Changes in equity for 2013						
Issue of ordinary shares	1,949,000	-	-	1,949,000	-	1,949,000
Profit / (Loss) for the year	-	(158,779)	-	(158,779)	-	(158,779)
Balance at 31 December 2013	1,950,000	(158,779)	-	1,791,221	-	1,791,221

The notes on pages 12 to 20 form part of these financial statements

1 Accounting policies

1.1 General information

Rozaya Plc is a company incorporated in England and Wales The registered number of the Company is 07918031 The address of its registered office is Charles Lake House, Claire Causeway, Crossways Business Park, Dartford, Kent, DA2 6QA

1.2 IFRS compliance and adoption and basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), as developed and published by the International Accounting Standards Board (IASB) and as adopted by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS

The consolidated financial statements have been prepared on a historical cost basis

2 Basis of consolidation

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the group obtains control, and continue to be consolidated until the date when such control ceases The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full

2.1 Summary of significant accounting policies

a) Foreign currency translation

The group's and parent company's financial statements are presented in pounds sterling Each entity in the group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency

Foreign currency transactions are translated at the rates of exchange in effect at the dates of the transaction Resulting foreign currency denominated monetary assets and liabilities are translated at the rates of exchange in effect at the balance sheet date Gains and losses on foreign exchange are recognised in the income statement

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined

2.1 Summary of significant accounting policies (continued)

b) Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income Current income tax relating to items recognised directly in equity is recognised in equity and not in the income statement Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate

c) Investments

Investments are measured at cost less impairment

Investments are derecognised when they have been disposed of and no future economic benefit is expected from their disposal

The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the income statement in the period of derecognition

d) Financial instruments – initial recognition and subsequent measurement

(i) Financial assets

Initial recognition and measurement

Financial assets within the scope of IAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives The group determines the classification of its financial assets at initial recognition

All financial assets are recognised initially at fair value

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i e , the date that the group commits to purchase or sell the asset

The group's financial assets include cash and short-term deposits, trade and other receivables, loans and other receivables, and unquoted financial instruments and derivative financial instruments

2.1 Summary of significant accounting policies (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term This category includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by IAS 39 Financial assets at fair value through profit and loss are carried in the statement of financial position at fair value with changes in fair value recognised in the income statement

The group has not designated any financial assets upon initial recognition as at fair value through profit or loss

Derecognition

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when

The rights to receive cash flows from the asset have expired ,

The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement, and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the group's continuing involvement in the asset

Impairment of financial assets

The group assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults

2.1 Summary of significant accounting policies (continued)

(ii) Available-for-sale financial investments

Available-for-sale financial investments include equity Equity investments classified as available-for-sale are those, which are neither classified as held for trading nor designated at fair value through profit and loss After initial measurement, available-for-sale financial investments are subsequently measured at fair value with unrealised gains or losses recognised as other comprehensive income in the available-for-sale reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in other operating income, or determined to be impaired, at which time the cumulative loss is reclassified to the income statement in finance costs and removed from the available-for-sale reserve

For available-for-sale financial investments, the group assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired

In the case of equity investments classified as available-for-sale, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost 'Significant' is evaluated against the original cost of the investment and 'prolonged' against the period in which the fair value has been below its original cost Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement Impairment losses on equity investments are not reversed through the income statement, increases in their fair value after impairment are recognised directly in other comprehensive income

(iii) Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate The group determines the classification of its financial liabilities at initial recognition

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs

The group's financial liabilities include trade and other payables and derivative financial instruments

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term This category includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by IAS 39

2.1 Summary of significant accounting policies (continued)

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method (EIR) amortisation process

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the income statement

(iv) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously

(v) Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to the official London Metal Exchange ask price quotations

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques Such techniques may include using recent arm's length market transactions, reference to the current fair value of another instrument that is substantially the same, a discounted cash flow analysis or other valuation models

e) Goodwill

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest and fair value of the acquirer's previously held equity interest in the acquiree over the net of the acquisition date amounts (generally fair value) of the identifiable assets acquired and the liabilities assumed Goodwill is recognised as an asset and is subsequently measured at cost less any accumulated impairment losses

For the purpose of annual impairment testing, goodwill is allocated to each of the group's cash-generating units expected to benefit from the combination Cash-generating units to which goodwill has been allocated are tested for impairment annually or when there is an indicator of impairment If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit Any impairment is recognised immediately in the income statement and is not subsequently reversed

2.1 Summary of significant accounting policies (continued)

Goodwill (continued)

On disposal of a subsidiary or associate, the attributable amount of goodwill is included in the determination of the profit or loss on disposal

f) Cash and short-term deposits

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above

g) Significant accounting judgements, estimates and assumptions

The preparation of financial statements under IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses The estimates and associated assumptions are based on historical experience and factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources Actual results may differ from these estimates Estimates and assumptions are reviewed on an ongoing basis and any revision to estimates or assumptions are recognised in the period in which they are revised and in future periods affected

h) Presentation and functional currency

The financial statements are presented in pounds sterling, which is the group's functional currency

3 Other operating income and expenses

	2013	2012
	£	£
Administrative expenses include:		
Auditors' remuneration	5,000	-

Auditors' remuneration

During the year the group obtained the following services from the company's auditor

	2013	2012
	£	£
Fees payable to the company's auditor for the preparation & audit of the parent company accounts, the consolidated accounts and the accounts of subsidiaries	5,000	-

3 Other operating income and expenses (continued)

Average number of employees	**2013**	2012
The average number of employees (including executive directors) was	4	2

During the year no director received any emoluments (2012 £Nil)

4 Income tax

Factors affecting the tax charge	**2013**	2012
	£	£
(Loss) before income tax	**(158,779)**	-
(Loss) before income tax multiplied by standard rate of UK Corporation Tax of 20% (2012 20%)	**(31,756)**	-
Effects of		
Expenses not tax deductible	**20,530**	-
Losses carried forward	**11,226**	-
Income tax charge	-	-

Factors affecting future tax charges

The group has corporation tax losses carried forward totalling £56,129

5 Intangible non-current assets

	Goodwill
	£
At 1 January 2013	
Additions (see note 13)	**633,580**
At 31 December 2013	**633,580**

6 Investments

	Held to maturity
	£
At 1 January 2013	**-**
Additions	**1,315,420**
Impairment	**(102,650)**
At 31 December 2013	**1,212,770**

ROZAYA PLC
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013

7 Trade and other receivables

	2013	2012
	£	£
Other receivables	1,000	-
VAT recoverable	4,423	-
	5,423	-

No interest is charged on overdue receivables There is no material difference between the fair value of receivables and their book value

8 Cash and cash equivalents

	2013	2012
	£	£
Cash at bank and in hand	25	-
	25	-

At 31 December 2013, the group had sufficient available undrawn committed facilities for its future operating activities

For the purpose of the cash flow statement, cash and cash equivalents comprise the above

9 Share capital

	2013	2012
	£	£
Issued & fully paid:		
19,500,000 Ordinary shares of £0 10	1,950,000	-
1,000 Ordinary shares of £1 each	-	1,000
	1,950,000	1,000

10 Trade and other payables (current)

	2013	2012
	£	£
Other payables	54,952	37,355
Accruals	5,625	87,867
	60,577	289,751

11 Transactions with related parties

Details of transactions with the group's key management personnel, who comprise the directors, are given in Note 3 Intra-group transactions and balances are eliminated on consolidation

At the 31 December 2013 a balance of £54,952 (2012 £Nil), shown within other payables, was due to Montroyal Management Services Ltd, a company in which J Kaye Esq is a director

12 Ultimate Controlling Party

There is no one ultimate controlling party

13 Acquisitions

During the period, the group made a material acquisition of Rozaya AG (a company incorporated in Germany) for a total consideration of £1,949,000 as shown below

	Rozaya AG
Percentage acquired	**100%**
Effective acquisition date	**June 2013**
Aggregate consideration	**£**
Paid by issue of shares in Rozaya Plc	**1,949,000**
Net asset value at acquisition	**1,315,420**
Goodwill arising	**633,580**

The identifiable net assets and liabilities acquired are as follows

	£
Investments	1,315,420
Net assets and liabilities acquired	**1,315,420**
Purchase consideration	**1,949,000**
Goodwill on acquisition	**633,580**

The goodwill arising from the acquisition consists largely of the intellectual property held within Rozaya AG

ROZAYA PLC
COMPANY STATEMENT OF FINANCIAL POSITION
FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	2013 £	2012 £
ASSETS			
Non-current assets			
Investments	2	2,480,002	-
		2,480,002	-
Current assets			
Trade and other receivables	3	5,423	1,000
Inter-company receivable		10,217	-
Cash and cash equivalents	4	25	-
		15,665	1,000
TOTAL ASSETS		2,495,667	1,000
EQUITY AND LIABILITIES			
Share capital and reserves			
Issued share capital	5	1,950,000	1,000
Available-for-sale reserve		-	-
Retained earnings		(40,153)	-
TOTAL EQUITY		1,909,847	1,000
Current liabilities			
Trade and other payables	6	60,577	-
Inter-company payable		525,243	-
Income tax payable		-	-
TOTAL LIABILITIES		585,820	-
TOTAL EQUITY AND LIABILITIES		2,495,667	1,000

The financial statements were approved by the board on 3/4/2014

J Kaye Esq
Director

Registered Number - 07918031

The notes on pages 24 to 25 form part of these financial statements

ROZAYA PLC
COMPANY STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	2013	2012
		£	£
Cash flows from operating activities			
Loss before tax		(40,153)	-
Increase in trade and other receivables		(14,642)	-
Increase in trade and other payables		54,840	
Cash generated from operations		25	-
Interest paid		-	-
Net cash from operating activities		25	-
Cash flows from investing activities			
Interest received		-	-
Dividends received		-	-
Net cash from investing activities		-	-
Cash flows from financing activities			
Dividends paid		-	-
Net cash from/(used in) financing activities		-	-
Net increase/ in cash and cash equivalents		25	-
Cash and cash equivalents at beginning of period		-	-
Cash and cash equivalents at end of period		25	-
Bank balances and cash		25	-

The notes on pages 24 to 25 form part of these financial statements

ROZAYA PLC
COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2013

	Share capital £	Retained earnings £	Available-for-sale reserve £	Total £
Balance at 1 January 2012	1,000	-	-	1,000
Changes in equity for 2012				
Profit/(Loss) for the year	-	-	-	-
Balance at 31 December 2012	1,000			1,000
Changes in equity for 2013				
Issue of ordinary shares	1,949,000	-	-	1,949,000
Profit/(Loss) for the year	-	(40,153)	-	(40,153)
Balance at 31 December 2013	1,950,000	(40,153)	-	1,908,847

The notes on pages 24 to 25 form part of these financial statements

ROZAYA PLC
NOTES TO THE COMPANY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013

1 Accounting policies

The accounting policies of the Company are shown in the Consolidated Financial Statements on pages 12 to 17

1.1 Investment in subsidiaries

Investments in subsidiaries are stated at cost less any provision for impairment

2 Investments

	Investments in subsidiary companies
	£
At 1 January 2013	-
Additions	2,480,002
At 31 December 2013	2,480,002

The details of the subsidiary undertakings at 31 December 2013 are as follows

	Country of registration	*Class of shares*	*Proportion held*	*Nature of business*
Rozaya Fashions Ltd	England	Ordinary	100%	Luxury goods
Rozaya Fragrances Ltd	England	Ordinary	100%	Luxury goods
Rozaya Accessories Ltd	England	Ordinary	100%	Luxury goods
Rozaya Ventures Ltd	England	Ordinary	100%	Investments
Rozaya AG	Germany	Ordinary	100%	Luxury goods

3 Trade and other receivables

	2013	2012
	£	£
Other receivables	**1,000**	1,000
VAT recoverable	**4,423**	-
	5,423	1,000

ROZAYA PLC
NOTES TO THE COMPANY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013

4 Cash and cash equivalents

	2013	2012
	£	£
Cash at bank and in hand	25	-
	25	-

For the purpose of the cash flow statement, cash and cash equivalents comprise the above

5 Share capital

	2013	2012
	£	£
Issued & fully paid:		
19,500,000 Ordinary shares of £0 10	1,950,000	-
1,000 Ordinary shares of £1 each	-	1,000
Share capital	1,950,000	1,000

6 Trade and other payables (current)

	2013	2012
	£	£
Accruals	5,625	-
Other payables	54,952	-
	60,577	-

7 Capital Commitments

There were no capital commitments at the period end

8 Related party disclosures

Related party disclosures are detailed at Note 11 to the Consolidated Financial Statements