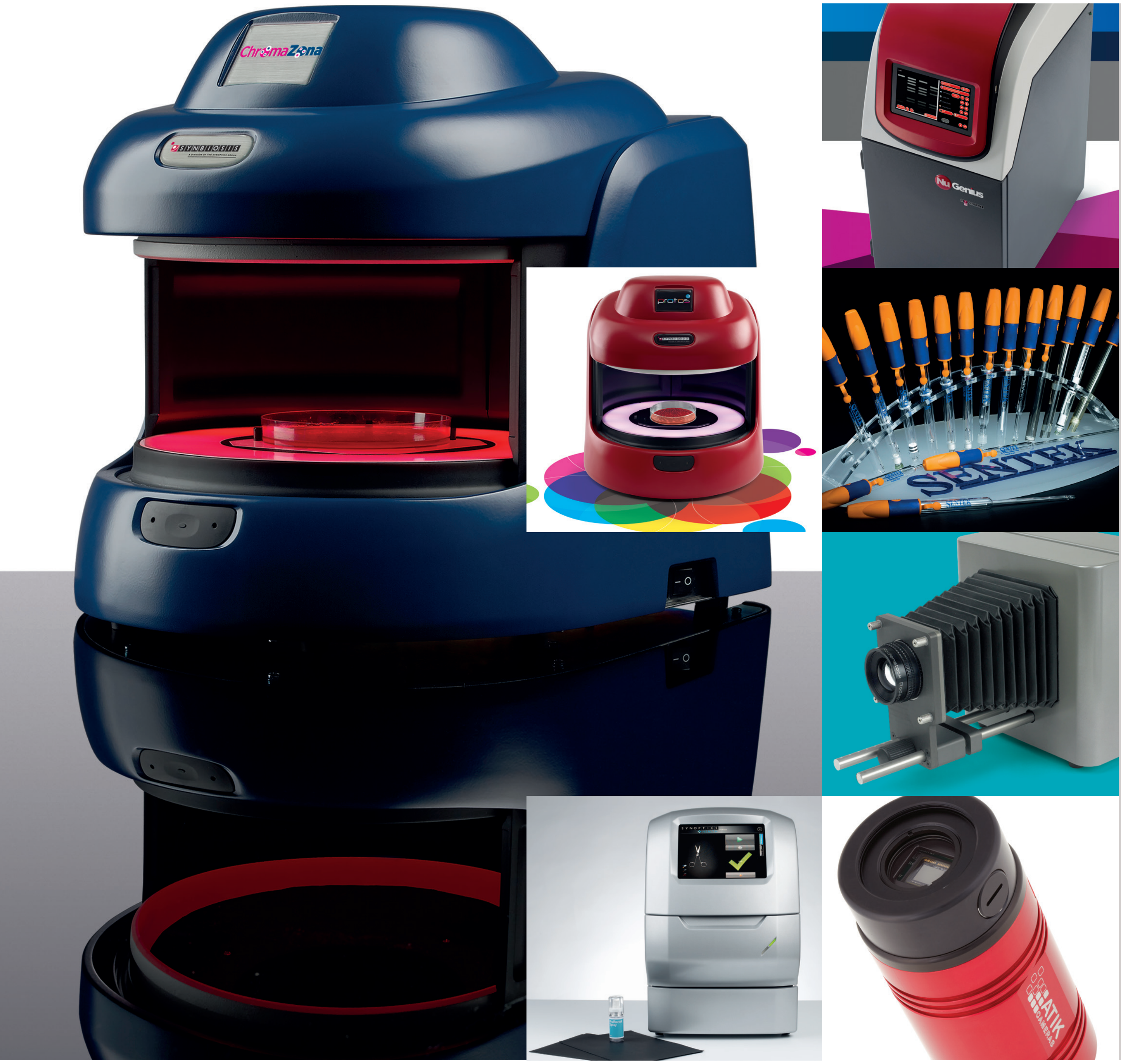
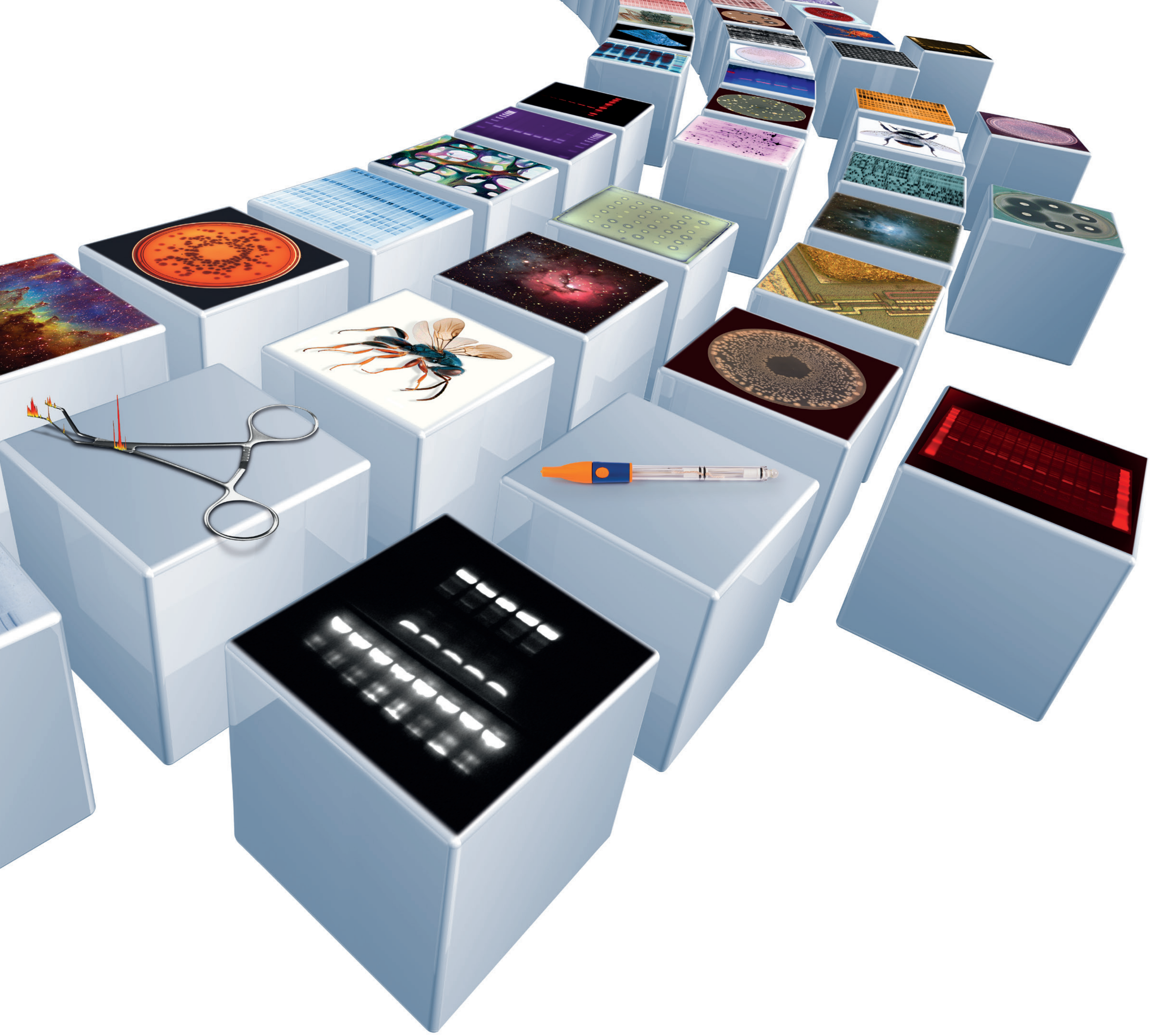


Scientific Digital Imaging plc

Annual Report & Accounts 2016



Scientific Digital Imaging plc ("SDI") designs and manufactures scientific and technology products for use in applications including life sciences, healthcare, astronomy, consumer manufacturing and art conservation.

SDI plans to continue to grow through its own technology advancements as well as strategic, complementary acquisitions.

Highlights for the year

Financial Highlights

- Revenue £8.5m (2015: £7.0m)
- Increased gross margin 61.1% (2015: 59.2%)
- Operating profit £536,000 (2015: £59,000)
- Adjusted operating profit £792,000 before costs of reorganisation, acquisition costs, amortisation of acquired intangibles and share based payments (2015: £420,000)
- Basic earnings per share 1.17p (2015: 0.15p)

Operational Highlights

- Successful £2.5m equity fundraising enabled us to make the earnings enhancing acquisition of Sentek Limited
- Atik sales and profitability exceeded budget

Post balance sheet

- The Department of Health's new guidance confirms that protein levels on a surgical instrument should be measured directly on the surface rather than by swabbing or other commonly used methods. ProReveal, our highly sensitive fluorescence-based patented protein detection test, is the only marketed product of which we are aware that can adhere to these stringent guidelines. It allows the testing of the whole instrument for protein, rather than just a small, swabbed area, and will be invaluable to the Sterile Services Departments in hospitals throughout the UK and overseas

Contents

For more information, visit:
www.scientificdigitalimaging.com

Chairman’s statement

“During the year SDI has seen continued growth in its Synbiosis and Synoptics Health brands alongside high levels of growth in Artemis CCD. Together with the acquisition of Sentek, these have been the major contributors to the Group’s improved profitability. As well as investing in its current operations, SDI will continue to assess new businesses with complementary products and plans to add further new companies to the Group.”

Ken Ford
Chairman

Overview

The year to 30 April 2016 was a turning point for Scientific Digital Imaging Plc (“SDI”), A successful fundraising enabled us to acquire the earnings enhancing company, Sentek Limited (“Sentek”) and we are continuing to grow a diversified Group with increasing revenue streams.

Having raised £2.5 million in the year, we will continue to pursue our buy and build strategy and have identified a number of potential acquisitions that have complementary technologies.

The Board is confident that SDI is now in an excellent position for continued growth through increased revenue and the potential for further acquisitions in 2016/17.

Financial Results

Revenue for the year ended 30 April 2016 was £8.5m (2015: £7.0m). This has resulted in an operating profit for the year of £738k before acquisition, fund raising costs and share based payments. This result is inclusive of currency losses. Basic earnings per share were 1.17p (2015: 0.15p) and diluted earnings per share were 1.15p (2015: 0.15p).

Strategy

During the year SDI has seen continued growth in its Synbiosis and Synoptics Health brands alongside high levels of growth in Artemis CCD. Together with the acquisition of Sentek, these have been the major contributors to the Group’s improved profitability. SDI continues to assess new businesses with complementary products and plans to add further new companies to the Group by the end of 2016/17. SDI will also continue to invest in its current operations.

Current Trading and Outlook

In the financial year to the end of April 2016, SDI successfully added Sentek to the SDI Group and has continued to make process improvements to maintain the Company's skill base and output capability.

Artemis CCD significantly exceeded its budget. It introduced a new astronomy camera, Infinity, which has opened up a new and lucrative market segment for the division. Synbiosis has invested in and has achieved an in-vitro diagnostics (IVD) medical devices CE mark for its new antimicrobial resistance testing system, ChromaZona. These successful new product launches demonstrate the Group's commitment to investing in product development.

The Board expects SDI to make good progress over the coming financial year as we will continue to pursue our strategy of organic and acquisitive growth. As well as the positive contribution of Sentek, Opus Instruments and Atik, the new Synoptics products released in 2016, together with a focused sales strategy, are expected to drive continued growth.

With growing interest in our products from North America, particularly in the rapid microbiology and antibiotic resistance testing sectors, the Board views the next financial year with confidence.

Dividend policy

The Board proposes that dividends will be paid to shareholders when SDI has generated distributable profits and has surplus cash flow.

Our team

On behalf of the Board, I would like to thank all our staff for their creativity in ensuring that our new products meet our customers' current and future needs. The Board looks forward to the coming financial year with confidence.

Ken Ford
Chairman
21 July 2016

Chief executive's operating report

"**SDI continued its buy and build strategy with the successful £2.5m equity fundraising which enabled SDI to make the earnings enhancing acquisition of Sentek.**"

Mike Creedon
Chief Executive Officer

SDI designs and manufactures scientific and technology products for use in applications including life sciences, healthcare, astronomy, consumer manufacturing and art conservation, through its Synoptics brands (Syngene, Synbiosis and Synoptics Health), its Artemis CCD brands (Atik and Artemis CCD) and its Opus Instruments brand (Osiris). Through its recent acquisition of Sentek, SDI has broadened its offering into the development and manufacture of electrochemical sensors.

Synoptics

Synoptics designs and manufactures scientific instruments based on digital imaging, for the life science research, microbiology and healthcare markets. Synoptics is the largest of the SDI companies and the division offers its products under brands including G:BOX, PXi, ProtoCOL 3, Protos 3 and ProReveal, each targeting a different sector of these markets.

Syngene

Syngene develops, manufactures and markets systems and software for visualising, analysing and recording gels and blots used by life scientists. Almost all research in biological sciences requires an understanding of molecular processes involving DNA, RNA and proteins, so gel electrophoresis and Western blotting are widely used by laboratories in this sector.

The market for image analysers is mature and Syngene continues to experience aggressive pricing competition in the DNA imaging sector. This has become more apparent this year in Europe and the Asia Pacific region. Syngene is addressing this issue with the introduction of NuGenius, a new, competitively priced imager. The new imager, the only one in the world using a Raspberry Pi processor, received positive feedback at the trade show Analytica. It is also beginning to attract interest in China, Syngene's largest Asia Pacific territory.

Syngene's G:BOX Chemi XRQ mid-range system continues to sell well in all territories. The upgraded GeneGnome XRQ, a budget system, also sold well during the year; a new competitor system in North America could not match its technical capabilities. We intend to improve revenue and margins by cutting costs and in particular by introducing new systems such as NuGenius.

Competitive pricing is not enough: Syngene must also differentiate itself by providing excellent service. To this end, Syngene continuously assesses its worldwide network of distributors. We have recruited eight new, life-science focused distributors in the Asia Pacific region and we now have four non-exclusive distributors in Germany, our largest European market, including two recruited in the period. Syngene has also developed an inexpensive OEM imager for one of its largest European distributors, which will contribute to European sales.

With new Asia Pacific and European distributors in place alongside competitively-priced own-brand and OEM imaging systems, Syngene expects to maintain its market share in the coming year.

Synbiosis

Synbiosis provides image analysis systems for microbiological testing in food, water and pharmaceutical applications. Its products reduce labour costs, provide more reproducible results, and record data for audit purposes, an increasingly important area as testing becomes more regulated.

During the year, Synbiosis had a more focused commercial strategy, with increased commitment to training and support for its largest target markets, and the appointment of new distributors in Europe. These efforts were rewarded by significant sales growth, driven by its high-end ProtoCOL 3 automated colony counter and zone measurement system.

Protos 3 is a new, mid-range automated colony counter that can also identify colonies on chromogenic plates automatically. It is selling well into the food microbiology sector across Europe and North America, where objective, fully traceable results are required. To capitalise on the increased interest from the food microbiology sector, the division has launched a new, low-cost colony counter, aCOLyte HD. To the same end, a complementary range of systems to help scientists prepare food samples for microbial testing is about to be launched, ProBlend and ProDilute.

In September 2015, Synbiosis launched the new eAST software to measure zones around antibiotic sensitivity discs and automatically predict antibiotic resistance from the results. The software, which can be used as a standalone product or with the ProtoCOL 3, was upgraded in 2016 to measure zones around Minimum Inhibitory Concentration (MIC) strips from major suppliers. The enhancement makes eAST attractive to a wider market. During 2016, this software will be further upgraded to include the Clinical and Laboratory Standards Institute (CLSI) database of MIC breakpoint values, making it easier for analysts to adhere to quality standards in North America and the Asia Pacific region.

After the period, Synbiosis introduced ChromaZona for antibiotic resistance testing in clinical laboratories, using the new eAST software. This is a timely product as there is a drive globally to fund the discovery of new antibiotics, as well as to rapidly test bacteria for antibiotic resistance. The system was registered with the MHRA (Medicines and Healthcare Products Regulatory Agency) and in 2016 it successfully achieved an in-vitro diagnostics (IVD) medical devices CE mark. This registration and the upgrade of the eAST software to include the CLSI database enables Synbiosis to promote ChromaZona for clinical diagnostic use in hospital laboratories, especially in North America. This is a large market segment that Synbiosis has not previously been able to address.

The newly widened range of products for food microbiologists will help to drive sales in this market. Additionally, new software and automation for antimicrobial resistance testing can command higher prices. We expect Synbiosis to deliver further growth in the coming year.

Synoptics Health

The Synoptics Health Division manufactures and supplies ProReveal, an automated imaging system and spray test to detect microgram amounts of protein left on surgical instruments after the hospital decontamination processes. ProReveal is the only commercial test on the market that complies with new recommendations for preventing iatrogenic variant Creutzfeldt-Jakob disease (vCJD) infection. ProReveal has achieved the BS EN ISO 15883-1 standard, a test for measuring washer-disinfector efficacy.

ProReveal is unlike any other test for detecting proteins on surgical instruments because it utilises fluorescence, which is far more sensitive than colorimetric detection. It offers a highly sensitive alternative to past techniques. Moreover, it tests the whole instrument for protein, not just a small, swabbed area. Taking less than five minutes to complete, ProReveal offers a visual display of the presence (or absence) of any protein and these results can be documented and archived as proof of process cleanliness.

ProReveal is gaining acceptance as the benchmark test of the performance of washer-disinfectors in the USA, potentially the largest market for this product. Systems have been sold to prestigious hospitals such as the Piedmont Hospital in Atlanta and others that are part of large healthcare groups. Synoptics Health believes that sales of ProReveal will continue to increase steadily in North America as more hospitals in each healthcare group become aware of the technology.

To drive sales of ProReveal internationally, Synoptics Health is building a commercial team and new distributors have been appointed in Europe and the Asia Pacific region.

New guidelines from the UK Department of Health (DOH), issued on 8 July 2016, that protein levels on a surgical instrument should be measured directly on the surface rather than by swabbing or other commonly used methods*. Detecting protein levels on surgical instruments is an important means of minimising transmission risk of Creutzfeldt-Jakob Disease (CJD) and variant Creutzfeldt-Jakob Disease (vCJD) in healthcare settings, and the DOH continues to recommend that the upper limit of acceptable protein contamination after processing is 5mg BSA equivalent per instrument side, with a lower level necessary for neurosurgical instruments.

It is a goal that all healthcare providers engaged in the management and decontamination of surgical instruments used in acute care will be expected to have implemented this guidance by 1 July 2018.

Chief executive's operating report continued

However, providers whose instruments are likely to come into contact with higher risk tissues, for example neurological tissue, are expected to give this guidance higher priority and move to in situ protein detection methodologies by 1 July 2017.

The Department of Health's new guidance confirms that protein levels on a surgical instrument should be measured directly on the surface rather than by swabbing or other commonly used methods. ProReveal, our highly sensitive fluorescence-based patented protein detection test, is the only marketed product of which we are aware that can adhere to these stringent guidelines. It allows the testing of the whole instrument for protein, rather than just a small, swabbed area, and will be invaluable to the Sterile Services Departments in hospitals throughout the UK and overseas.

https://www.gov.uk/government/publications/management-and-decontamination-of-surgical-instruments-used-in-acute-care

Synoptics Health believes that its commercial strategy will generate steady growth of product sales in the coming year.

Artemis CCD

Artemis CCD designs and manufactures high-sensitivity cameras. These are sold for life science and industrial applications under its Artemis Cameras brand and for deep-sky astronomy imaging as Atik Cameras.

Artemis CCD Cameras

Artemis CCD had its best year for sales and profitability of CCD cameras in the life science industry and continues to sell cameras to its established OEM customers. In addition it is expanding into new product sectors and territories. Over the year Artemis has been able to offer a highly bespoke approach to potential OEM customers resulting in optimised versions of our core products for specific applications. This has helped sales in this area and is expected to provide further growth as additional projects move towards the production phase during 2016.

Sales to amateur astronomers have also grown, led by the introduction of the Atik Infinity camera. This new product introduced during the year is aimed at bridging the gap between the complex astrophotography hobby and visual star gazing. The camera and its associated software automates in real time much of the complex image processing that has been a required part of imaging deep sky objects such as galaxies and distant nebulae.

The division is investing in new staff in software engineering and digital marketing to ensure that creative product development continues and is driven by customer needs.

During the year, Artemis CCD entered into an agreement with one of the world's leading life science companies, to supply cameras for a new life science product. It introduced a new cooled CCD camera in the period and this, together with the success of its existing products, is helping Artemis CCD to make an increasing contribution to the SDI Group via intra-group revenues from Synoptics and growth in OEM sales.

Opus Instruments

Opus Instruments designs and manufactures cameras for art conservation and restoration.

The Opus OSIRIS camera was developed as a collaboration with the National Gallery and has become a world leader in the field of Infrared Reflectography. There were further sales of the camera throughout the year to prestigious institutions including the Metropolitan Museum of Art in New York.

The Opus range currently comprises of a single camera and its associated accessories. During 2016, we will invest in the development to broaden the range of products we can offer customers within this market.

Sentek

Sentek manufactures and sells electrodes primarily for the measurement of pH and conductivity of aqueous solutions. Applications range from the laboratory to manufacture of foods, beverages and personal care products, through to leisure. Sentek's electrodes have a working life of only 6-12 months, and therefore need to be replaced regularly.

Sentek represents a transformational deal for SDI. It is earnings enhancing, creates a scientific instrument company with a strongly growing top and bottom line and diversifies the group into a new area of instrumentation. We believe the integration risk is low: Sentek management will remain with the business and SDI and Sentek share many distributors in common.

Mike Creedon
Chief Executive Officer
21 July 2016

Strategic report

Principal Activity and Business Review
Scientific Digital Imaging Plc (SDI) designs and manufactures scientific and technology products for use in applications including life sciences, healthcare, astronomy, consumer manufacturing and art conservation.

The Board intends to pursue a strategy of acquiring related companies, as well as seeking to generate organic growth. The Board believes there are many businesses operating within the market, a number of which have not achieved critical mass, and that this presents an ideal opportunity for consolidation. This strategy will be primarily focused within Europe but, where opportunities exist, acquisitions in the United States and elsewhere will also be considered. The acquisition of Artemis and Perseu represented the first step in the implementation of this strategy in 2008 followed by the acquisition of Opus Instruments in 2014 and recently the acquisition of Sentek in October 2015.

The Chairman's Statement and Chief Executive's Operating Report, which appear on pages 2 to 6, give an overview of the performance of the Group during the year and likely future developments.

Key Performance Indicators
The key financial performance indicators (KPIs) used to monitor the business include the order pipeline, revenue, gross profit, operating profit, cash and earnings per share. The KPIs are reviewed on a monthly basis against budget by the Directors and management in respect of changes within periods and changes between reporting periods.

The non-financial key performance indicators are monitoring cost and timelines for research and development projects compared to project management targets.

Group Summary

- Group revenue for the year is stable at £8.5m (2015: £7.0m).
- Gross profit increased to £5.2m (2015: £4.1m) with increased gross margin at 61.1% (2015: 59.2%).
- Operating profit for the year was £536k (2015: £59k) and £738k (2015: £393k) before reorganisation costs, acquisition costs and share based payments.

Investment in R&D
Total research and development in the current year were £596k, representing 7% of Group sales (2015: £618k representing 8.9% of Group sales). Under IFRS we are required to capitalise certain development expenditure and in the year ended 30 April 2016 £478k (2015: £280k) of cost was capitalised and added to the balance sheet. This expenditure represents the Group's investment in new product development. The amortisation charge for 2016 was £366k (2015: £312k). The carrying value of the capitalised development at 30 April 2016 was £882k (2015: £770k) to be amortised over three years.

Reorganisation Costs
The Board constantly carries out a thorough review of the operations and structures of the Group which gave rise to £17k (2015: £200k) of costs from the review and reorganisation begun in 2015.

Acquisition and Fundraising Costs
£179k of costs relating to the acquisition of Sentek. In 2015 the group incurred £126k of costs relating to work on potential acquisitions and fundraising in the year.

Earnings per Share
Basic profit per share for the Group was 1.17p (2015: 0.15p) and diluted profit per share for the Group was 1.15p (2015: 0.15p).

Finance Costs and Income
Net financing expense was £40k (2015: £36k).

Taxation
The tax credit of £75k (2015: £21k) was largely due to prior year corporation tax adjustments and tax credit.

Cash Flow
During the year the Group improved cash flow, reporting a cash balance of £1.7m (2015: £876k) at the year end.

In October 2015 the Group raised £2.5m through an issue of 31.25m new shares at 8p. The funds raised were used to acquire Sentek Limited.

Funding and Deposits
The Group utilises short-term facilities to finance its operations. The Group has one principal banker with an invoice discounting facility and bank loan. Surplus funds are placed on short-term deposit.

The Group utilises long-term borrowings from bank loans, other loans and finance leases.

Strategic report continued

Principal risks and uncertainties

The following represent, in the opinion of the Board, the principal risks of the business. It is not a complete list of all the risks and the priority, impact and likelihood of the risks may change over time.

Dependence on key distributors

Failure to effectively manage our distributors of products could damage customer confidence and adversely affect our revenues and profits.

In order to mitigate this risk the Group has a team dedicated to maintaining close relationships with our distributors.

Competition

Competition from direct competitors or third party technologies could impact upon our market share and pricing.

In order to mitigate this risk the Group continues to invest in researching its markets and continues to offer new products in response to changing customer preferences. In addition the Group invests in research and development to maintain its competitive advantage.

Currency Translation

The results for the Group's overseas businesses are translated into Pounds Sterling at the average exchange rates for the relevant year. The balance sheets of overseas businesses are translated into Pounds Sterling at the relevant exchange rate at the year end. Exchange gains or losses from translating these items from one year to the next are recorded in other comprehensive income.

As with the majority of international companies, the Group's UK and overseas businesses purchase goods and services, and sell some of their products, in non-functional currencies. Where possible, the Group nets such exposures or keeps this exposure to a minimum. The Group's principal exposure is to US Dollar and Euro currency fluctuations.

A review of the company's exposure to credit risk, liquidity and currency risk is provided in Note 25.

Going concern

The company's business activities, together with the factors likely to affect its future development, performance and position are set out within this Strategic report. The financial position of the company, its cash flows, liquidity position and borrowing facilities are described on pages 7 - 8. In addition, notes to the financial statements include the company's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposures to credit risk and liquidity risk. The Board has prepared forecasts for the period to 31 August 2017. These reflect the sales projections for new products coming on stream as a result of the Group's research and development activity and continued cost management. The Group meets its cash flow and borrowing requirements through an invoice discounting facility which is a 12 month rolling contract and a bank loan as detailed in note 19. The Board's forecasts indicate that the Group will continue to trade within its existing facilities with scope to further manage its cost base if necessary. The Board is confident that continued focus on research and development, new product development and sales & marketing will deliver growth. The Board considers that the Group will have adequate cash resources within its existing facilities to continue to trade for the foreseeable future and therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Acquisition strategy

The Board plans to make acquisitions of businesses if the targets fit appropriately into the Group by strengthening our product range and existing technologies, offering new and attractive routes to market, high performance and motivated management and a proven track record.

The successful implementation of our acquisition strategy depends on our ability to identify targets, in completing the transactions, to achieve an acceptable rate of return, and to successfully integrate the business in a timely manner post acquisition.

An example of the acquisition strategy is the acquisition of Sentek Limited this year. The deal is earnings enhancing, creates a scientific instrument company with a strong top and bottom line and diversifies the company into a new area of instrumentation.

Summary

The Strategic Report, which incorporates the Chairman's Statement, Chief Executive's Operating Report and Strategic review was approved by the Board of Directors, and signed on its behalf by

Mike Creedon
Chief Executive Officer
21 July 2016

Report of the directors

Group Results
The Group profit for the year after taxation amounted to £571k (2015: £44k) and has been transferred to reserves.

The Board does not recommend the payment of a dividend.

Directors
The Directors who served during the period are set out below.

M Creedon
E K Ford
J Gibbs
Dr A Simon

The interests of the Directors and their families in the share capital of the Company are shown in the Remuneration report on page 13.

The appointment and replacement of Directors of the Company is governed by its Articles of Association and the Companies Acts. The Articles of Association may be amended by special resolution of the shareholders.

The Company must have a minimum of two Directors holding office at all times. There is no maximum number of Directors. The Company may by ordinary resolution appoint any person to be a Director. The Board may appoint a person who is willing to act as Director, either to fill a vacancy or as an addition to the Board. A Director appointed in this way may hold office only until the dissolution of the next Annual General Meeting unless he or she is reappointed during the meeting.

Power of Directors
The Directors are responsible for the management of the business of the Company and may exercise all powers of the Company subject to applicable legislation and regulation and the Memorandum and Articles of Association.

At the Annual General Meeting held on 23 September 2015, the Directors were given the power to:

- Arrange for the Company to purchase its own shares in the market up to a limit of 15% of its issued share capital;
- Allot ordinary shares up to an aggregate nominal value of £110,000.
- Issue equity securities for cash, otherwise than to existing shareholders in proportion to their existing shareholdings, up to an aggregate nominal value of £32,000.

Structure of Share Capital
As at 30 April 2016 the Company's authorised share capital of £10,000,000 comprised 1,000,000,000 ordinary shares of 1p each.

As at 30 April 2016 the Company had 64,224,808 (2015: 32,912,308) ordinary shares in issue with a nominal value of 1p each.

Financial risk management objectives and policies
Financial risk management objectives and policies are discussed in Note 25 'Financial risk management objectives and policies'.

Employee involvement
During the year, the policy of providing employees with information about the Group has been continued through regular meetings which are held between local management and employees to allow a free flow of information and ideas.

The Group gives full and fair consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person. Employees who become disabled are provided, where practicable, with continuing employment under normal terms and conditions and are provided with training and career development where appropriate.

Health and safety policies
The Group is committed to conducting its business in a manner which ensures high standards of health and safety for its employees, visitors and general public. It complies with all applicable and regulatory requirements.

Report of the directors continued

Substantial shareholdings

As at 30 April 2016 the following shareholders had each notified the Company that they held an interest of 3% or more, in the Company's ordinary share capital.

	Number of ordinary shares	Percentage of share capital
Octopus Investments	7,706,430	12.01%
Herald Investments	5,436,667	8.47%
Miton Asset Management	4,991,286	7.78%
Harwood Capital	4,991,286	7.78%
Hargreave Hale	3,971,438	6.19%
Dana Investments BV	3,496,494	5.45%
Charles Stanley	2,696,542	4.20%
Walker Crips	2,146,462	3.35%
P Evershed	1,988,580	3.10%

Auditor

A resolution to re-appoint Grant Thornton UK LLP as auditors for the ensuing year will be proposed at the Annual General Meeting in accordance with section 489 of the Companies Act 2006.

On behalf of the Board.

Mike Creedon
Chief Executive Officer
21 July 2016

Corporate governance statement

The Board remains committed to maintaining high standards of corporate governance throughout the Group. The Board is accountable to the Company's shareholders for good corporate governance. This statement describes how the principles of corporate governance are applied to the Company.

The workings of the Board and its committees

SDI does not comply with the UK Corporate Governance Code but has reported on the Company's Corporate Governance arrangements drawing upon best practice available, including those aspects of the UK Corporate Governance Code which the Board considers to be relevant to the Company.

The Board

The Board comprises the Chairman, one Executive Director and two Non-Executive Directors. Mr Gibbs, a Non-Executive Director is an advisor to a major shareholder and is not considered to be independent. The remaining Non-Executive Directors are considered to be independent, provide a solid foundation for good corporate governance for the Group, and ensure that no individual or group dominates the Board's decision making process. The Non-Executive Directors are independent of management. Each Non-Executive Director continues to demonstrate that they have sufficient time to devote to the Company's business.

The Non-Executive Directors constructively challenge and assist in developing the strategy of the Group using their experience and knowledge of acquisition targets and fundraising. They scrutinise the performance of management against the Group's objectives and also monitor the reporting of performance. The Board is provided with regular and timely information on the financial performance of the Group as a whole, together with reports on trading matters, markets and other relevant matters.

There are clearly defined roles for the Chairman and Chief Executive. The Chairman is responsible for leadership of the Board, ensuring effectiveness of the Board in all aspects, conducting Board meetings and the effective and timely communication of information to shareholders. The Chairman is able to provide advice, counsel and support to the Chief Executive. The Chief Executive has direct charge of the Group's day-to-day activities and sets the operating plans and budgets required to deliver the agreed strategy. The Chief Executive is also responsible for ensuring that the Group has in place appropriate risk management and control mechanisms.

The Board is collectively responsible for the performance of the Group and is responsible to shareholders for proper management of the Group. A statement of Directors' responsibilities is given on page 14 and a statement on going concern is given on page 8.

The Board has a formal schedule of matters specifically reserved to it for decisions including the approval of annual and interim results and recommendation of dividends, approval of annual budgets, approval of larger capital expenditure and investment proposals, review of the overall system of internal control and risk management and review of corporate governance arrangements. Other responsibilities are delegated to the Board Committees, being the Audit and Remuneration committees, which operate within clearly defined terms of reference, and which report back to the Board.

Relevant papers are distributed to members in advance of Board and Committee meetings. Directors' knowledge and understanding of the Group is enhanced by visits to the operations and by receiving presentations by senior management on the results and strategies of the business units. Directors may take independent professional advice on any matter at the Company's expense if they deem it necessary in order to carry out their responsibilities. The Company has secured appropriate insurance cover for Directors and Officers.

Board Committees

The following committees deal with specific aspects of the Group's affairs.

Remuneration Committee

Details of the Remuneration Committee can be found in the Directors' remuneration report on page 13.

Audit Committee
The Audit Committee, which is chaired by A Simon and has J Gibbs and K Ford as members, meets not less than twice annually and more frequently if required.

The Board considers that each member of the Audit Committee has recent and relevant financial experience and an understanding of accounting and financial issues relevant to the industries in which Scientific Digital Imaging operates. The Committee provides a forum for reporting by the Group's external auditors. Meetings are also attended by executives at the invitation of the Committee.

The Audit Committee is responsible for reviewing a wide range of matters including the half year and annual accounts before their submission to the Board, and monitoring the controls which are in force to ensure integrity of the information reported to shareholders. The Audit Committee makes recommendations to the Board on the appointment and responsibilities of external auditors and on their remuneration both for audit and non-audit work, and discusses the nature, scope and results of the audit with external auditors.

The Committee is also responsible for monitoring the cost effectiveness, independence and objectivity of Grant Thornton UK LLP, the external auditor, and agreeing the level of remuneration and extent of non-audit services.

Audit independence
The Board and Audit Committee place great emphasis on the objectivity of the Group's auditors, Grant Thornton UK LLP. Audit Committee meetings are attended by the auditors to ensure full communication of matters relating to the audit and the Audit Committee meets with the auditors without the executives present to discuss, amongst other matters, the adequacy of controls and any material judgement areas.

Internal control
The Board has overall responsibility for establishing and maintaining the Group's system of internal control and for reviewing its effectiveness. The Directors have reviewed the effectiveness of the system of internal controls in operation. The role of the Group's management is to implement the Board policies on risk and control. Internal control systems are designed to meet the particular needs of the business concerned and the risks to which it is exposed and by their nature can provide reasonable but not absolute assurance against material misstatement or loss.

The key procedures, which the Directors have established to review and confirm the effectiveness of the system of internal control, include the following:

- **Management Structure.** The Board has overall responsibility for the Group and there is a formal schedule of matters specifically reserved for decision by the Board. The Chief Executive has been given responsibility for specific aspects of the Group's affairs. The Chief Executive also meets regularly with the Managing Directors and management teams of the subsidiary businesses.
- **Quality and integrity of personnel.** The integrity and competence of personnel is ensured through high recruitment standards and subsequent training courses. High quality personnel are seen as an essential part of the control environment.
- **Financial information.** There is a comprehensive budgeting and forecasting system. Each year the Board approves the annual budget. Key risk areas are identified and reported to the Board. Performance is monitored on a monthly basis against budget and the prior year and relevant actions identified.

  The Board receives and reviews monthly management accounts together with full year forecasts which are updated quarterly. Performance against forecast and budget is closely monitored.

  The Chief Executive prepares a monthly report for the Board on key developments, performance and issues in the businesses.
- **Audit Committee.** The Audit Committee monitors, through reports to it by the external auditors, the controls which are in force and any perceived gaps in the control environment. The Audit Committee also considers and determines relevant action in respect of any control issues raised by these reports.

Directors' remuneration report

Remuneration Committee

The Remuneration Committee is chaired by J Gibbs. A Simon and K Ford are also members of the Committee. In determining the remuneration packages, the Remuneration Committee may seek the view of other Board members. The Committee consults with the Chief Executive on matters relating to the performance and remuneration of other senior executives within the Group. The Chief Executive was present for part of the Remuneration Committee meetings, but not when his own remuneration was discussed.

Statement about basis of preparation

SDI has produced this report to comply with AIM rule 19.

Remuneration policy

The objective of the remuneration policy is to provide packages for executives that are designed to attract, retain and motivate people of high quality and experience.

The remuneration package for the Chief Executive and senior executives consists of an annual salary, short-term incentive scheme, pension arrangements, and health benefits.

The Committee believes that the base salary and benefits for executives should represent a fair return for employment but that the maximum total potential remuneration may only be achieved in circumstances where the executive has met challenging objectives that contribute to the Group's overall profitability and performance. Performance-related elements, being the quarterly performance related pay, form a significant proportion of the remuneration of the executives aligning their interests with those of the shareholders and providing incentives for performance. A significant proportion of the executive's total package is therefore required to be at risk.

Basic salary and benefits

The basic salaries of the Chief Executive and senior executives are reviewed annually and take effect from 1 July each year. The basic salary is determined by reference to relevant market data and the individual's experience, responsibilities and performance. Benefits principally comprise pension arrangements, life insurance, permanent health insurance, private healthcare and in some cases a company car.

Directors' remuneration and pension entitlements

The remuneration of the Directors is set out below:

	Salary/ fees £000	Bonus £000	Pension £000	**2016 Total £000**	2015 Total £000
J Gibbs	19	-	-	**19**	18
A Simon	19	-	-	**19**	18
K Ford	27	-	-	**27**	25
M Creedon	108	20	5	**133**	109
	173	20	5	**198**	170

Directors' beneficial interests

Directors' beneficial interests in shares in the Company are set out below:

	2016 Number	2015 Number
A Simon	**8,348**	8,348
K Ford	**1,000,000**	1,000,0000
M Creedon	**70,000**	7,500

None of the Directors had or has an interest in any material contract relating to the business of the Company or any of its subsidiary undertakings.

Directors' beneficial interests in share options in the Company are set out below:

	2016 Number	2015 Number
M Creedon	**385,000**	285,000

Service contracts

The service contract with M Creedon dated 25 April 2010 includes a notice period of six months if given by either party.

The Non-Executive Directors' service contracts include a notice period of three months if given by either party.

Remuneration policy for Non-Executive Directors

Fees for the Non-Executive Directors are determined by the Board as a whole. The Non-Executive Directors do not participate in the Company's performance related pay scheme, and are not eligible for pension scheme membership.

Directors' responsibilities

Directors' responsibilities

The Directors are responsible for preparing the Strategic Report and Annual 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 the Directors have to prepare financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and have elected to prepare separate parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws, including FRS101 Reduced Disclosure Framework). 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 and the profit or loss of the company and the Group 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 accounting estimates that are reasonable and prudent
- state whether applicable IFRSs and UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Group and parent company financial statements respectively
- 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 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 Directors confirm that:

- so far as each Director is aware there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all 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 auditors are aware of that information.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

By order of the Board

Ken Ford
Chairman
21 July 2016

Mike Creedon
Chief Executive Officer
21 July 2016

Report of the independent auditor

Independent Auditor's Report to the members of Scientific Digital Imaging PLC

We have audited the group financial statements of Scientific Digital Imaging Plc for the year ended 30 April 2016 which comprise the consolidated income statement, the consolidated statement of comprehensive income, the consolidated balance sheet, the consolidated statement of cash flows, the consolidated statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation of the Group Financial statements is applicable law and International Financial Reporting Standards (IFRSs) 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 14, the directors are responsible for the preparation of the group financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the group 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the group financial statements:

- give a true and fair view of the state of the group's affairs as at 30 April 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- 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 Strategic Report and Report of the Directors for the financial year for which the group financial statements are prepared is consistent with the group 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:

- 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.

Other matter

We have reported separately on the parent company financial statements of Scientific Digital Imaging Plc for the year ended 30 April 2016.

David Newstead
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Cambridge
21 July 2016

Consolidated income statement
for the year ended 30 April 2016

	Note	£000	2016 £000	£000	2015 £000
Revenue	5		**8,473**		6,955
Cost of sales			**(3,298)**		(2,837)
Gross profit			**5,175**		4,118
Administrative expenses			**(4,639)**		(4,059)
Operating profit			**536**		59
Analysed as:					
Gross profit		**5,175**		4,118	
Other administrative expenses		**(4,437)**		(3,725)	
		738		393	
Reorganisation costs		**(17)**		(200)	
Share based payments		**(7)**		(8)	
Acquisition and fundraising costs		**(178)**		(126)	
Operating profit			**536**		59
Finance payable and similar charges	8	**(40)**		(36)	
Net financing expenses			**40**		36
Profit before tax	6		**496**		23
Income tax	9		**75**		21
Profit for the year			**571**		44
Earnings per share					
Basic earnings/(loss) per share	21		**1.17p**		(0.15)p
Diluted earnings/(loss) per share	21		**1.15p**		(0.15)p

All activities of the Group are classed as continuing.
The accompanying accounting policies and notes form an integral part of these financial statements.

Consolidated statement of comprehensive income
for the year ended 30 April 2016

	2016 £000	2015 £000
Profit for the period	**571**	44
Other comprehensive income		
Exchange differences on translating foreign operations	**82**	40
Total comprehensive income for the period	**653**	84

The accompanying accounting policies and notes form an integral part of these financial statements.

Consolidated balance sheet
for the year ended 30 April 2016

	Note	**2016 £000**	2015 £000
Assets			
Intangible assets	10	**4,309**	2,012
Property, plant and equipment	11	**382**	417
Deferred tax asset	12	**67**	105
		4,758	2,534
Current assets			
Inventories	13	**1,378**	982
Trade and other receivables	14	**1,496**	1,584
Current tax assets		**132**	5
Cash and cash equivalents	15	**1,708**	876
		4,714	3,447
Total assets		**9,472**	5,981
Liabilities			
Non-current liabilities			
Borrowings	19	**314**	156
Trade and other payables	16	**-**	101
Deferred tax liability	12	**377**	174
		691	431
Current liabilities			
Trade and other payables	16	**1,447**	1,452
Provisions for warranties	18	**18**	18
Borrowings	19	**401**	269
Current tax payable		**151**	-
		2,017	1,739
Total liabilities		**2,708**	2,170
Net assets		**6,764**	3,811
Equity			
Share capital	20	**642**	329
Merger reserve		**3,030**	3,030
Share premium account		**3,457**	1,478
Own shares held by Employee Benefit Trust	22	**(85)**	(85)
Other reserves		**81**	73
Foreign exchange reserve		**13**	(69)
Retained earnings		**(374)**	(945)
Total equity		**6,764**	3,811

The financial statements were approved by the Board of Directors on 21 July 2016.

Ken Ford
Chairman

Mike Creedon
Chief Executive Officer

The accompanying accounting policies and notes form an integral part of these financial statements.
Company registration number: 6385396

Consolidated statement of cash flows
for the year ended 30 April 2016

	2016 £000	2015 £000
Operating activities		
Profit for the year	**571**	44
Depreciation	**216**	199
Amortisation	**447**	372
Finance costs and income	**40**	36
Increase in provision	**-**	1
Taxation in the income statement	**(75)**	(21)
Employee share based payments	**8**	8
Operating cash flows before movement in working capital	**1,207**	639
Increase in inventories	**(166)**	135
Changes in trade and other receivables	**421**	(298)
Changes in trade and other payables	**(164)**	(37)
Cash generated from operations	**1,298**	439
Interest paid	**(40)**	(26)
Income taxes received/(paid)	**5**	(4)
Cash generated from operating activities	**1,263**	409
Investing activities		
Capital expenditure on fixed assets	**(209)**	(255)
Expenditure on development and other intangibles	**(511)**	(299)
Acquisition of subsidiaries, net of cash	**(2,360)**	-
Sale of property, plant and equipment	**65**	65
Net cash used in investing activities	**(3,015)**	(489)
Financing activities		
Finance leases repayments	**(21)**	(33)
Loan stock repayment	**-**	-
Proceeds from bank borrowing	**500**	-
Repayment of borrowings	**(189)**	(30)
Issues of shares	**2,292**	466
Net cash from financing	**2,582**	403
Net changes in cash and cash equivalents	**830**	323
Cash and cash equivalents, beginning of year	**876**	539
Foreign currency movements on cash balances	**2**	14
Cash and cash equivalents, end of year	**1,708**	876

The accompanying accounting policies and notes form an integral part of these financial statements.

Consolidated statement of changes in equity

for the year ended 30 April 2016

	Share capital £000	**Merger reserve £000**	**Foreign exchange £000**	**Share premium £000**	**Own shares held by EBT £000**	**Other reserves £000**	**Retained earnings £000**	**Total £000**
Balance at 30 April 2015	**329**	**3,030**	**(69)**	**1,478**	**(85)**	**73**	**(945)**	**3,811**
Shares issued	**313**	**-**	**-**	**1,979**	**-**	**-**	**-**	**2,292**
Share based payments	**-**	**-**	**-**	**-**	**-**	**8**	**-**	**8**
Transactions with owners	**313**	**-**	**-**	**1,979**	**-**	**8**	**-**	**2,300**
Profit for the year	**-**	**-**	**-**	**-**	**-**	**-**	**571**	**571**
Foreign exchange on consolidation of subsidiaries	**-**	**-**	**82**	**-**	**-**	**-**	**-**	**82**
Total comprehensive income for the period	**-**	**-**	**82**	**-**	**-**	**-**	**571**	**653**
Balance at 30 April 2016	**642**	**3,030**	**13**	**3,457**	**(85)**	**81**	**(374)**	**6,764**

	Share capital £000	Merger reserve £000	Foreign exchange £000	Share premium £000	Own shares held by EBT £000	Other reserves £000	Retained earnings £000	Total £000
Balance at 30 April 2014	278	3,030	(109)	1,063	(85)	65	(989)	3,253
Shares issued	51	-	-	415	-	-	-	466
Share based payments	-	-	-	-	-	8	-	8
Transfer of equity on consolidation of shares	-	-	-	-	-	-	-	-
Transactions with owners	51	-	-	415	-	8	-	474
Profit for the year	-	-	-	-	-	-	44	44
Foreign exchange on consolidation of subsidiaries	-	-	40	-	-	-	-	40
Total comprehensive income for the period	-	-	40	-	-	-	44	84
Balance at 30 April 2015	329	3,030	(69)	1,478	(85)	73	(945)	3,811

The accompanying accounting policies and notes form an integral part of these financial statements.

Notes to the consolidated financial statements
for the year ended 30 April 2016

1 Reporting entity
Scientific Digital Imaging plc, a public limited company, is the Group's ultimate parent. It is registered and domiciled in England and Wales. The consolidated financial statements of the Group for the year ended 30 April 2016 comprise the Company and its subsidiaries (together referred to as the "Group"). The details of subsidiary undertakings are listed in Note 5 to the Company Financial Statements.

2 Basis of preparation
The consolidated financial statements have been prepared and approved by the Directors in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and as applied with the provisions of the Companies Act 2006. The consolidated financial statements have been prepared under the historical cost convention as modified by the recognition of certain financial instruments at fair value.

The principal accounting policies of the Group are set out below.

The consolidated financial statements are presented in British pounds (£), which is also the functional currency of the ultimate parent company. All values are rounded to the nearest thousand (£'000) except where otherwise indicated.

The company's business activities, together with the factors likely to affect its future development, performance and position are set out within this Strategic report. The financial position of the company, its cash flows, liquidity position and borrowing facilities are described on pages 7 - 8. In addition, notes to the financial statements include the company's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposures to credit risk and liquidity risk. The Board has prepared forecasts for the period to 31 August 2017. These reflect the sales projections for new products coming on stream as a result of the Group's research and development activity and continued cost management. The Group meets its cash flow and borrowing requirements through an invoice discounting facility which is a 12 month rolling contract and a bank loan as detailed in note 19. The Board's forecasts indicate that the Group will continue to trade within its existing facilities with scope to further manage its cost base if necessary. The Board is confident that continued focus on research and development, new product development and sales & marketing will deliver growth. The Board considers that the Group will have adequate cash resources within its existing facilities to continue to trade for the foreseeable future and therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Accounting judgement and estimates
The preparation of financial statements requires the management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual amounts may differ from these estimates.

Judgements
Careful judgement by the management is applied when deciding whether the capitalisation requirements for development costs have been met. This is necessary as the economic success of any product development is uncertain and may be subject to future technical problems at the time of recognition. Judgements are based on the information available at each balance sheet date. In addition, all internal activities related to the research and development of new products are continuously monitored. The carrying value of development costs is detailed in note 10.

Estimates
Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following notes:

Intangibles – development costs
The Group is required to capitalise any development costs that meet the criteria as per IAS 38. (See Research and Development accounting policy, page 22) Significant assumptions are made in categorising development costs and in estimating the future profits expected from the development. Changes in these assumptions could affect the value of costs capitalised and hence the amount charged to the income statement.
The point at which development costs meet the criteria for capitalisation is critically dependent on management's judgement of the point at which technical and commercial feasibility is demonstrable. Development costs are only capitalised if all of the following conditions are met:

- completion of the intangible asset is technically feasible so that it will be available for use or sale;
- the Group intends to complete the intangible asset and use or sell it;

Intangibles – development costs continued

- the Group has the ability to use or sell the intangible asset;
- the intangible asset will generate probable future economic benefits. Among other things, this requires that there is a market for the output from the intangible asset or for the intangible asset itself, or, if it is to be used internally, the asset will be used in generating such benefits;
- there are adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the expenditure attributable to the intangible asset during its development can be measured reliably.

The carrying value of development costs for this and prior year was £882k (2015: £770k).

Impairment of goodwill and other intangible assets

The impairment analysis of intangible assets is based upon future discounted cash flows and a number of assumptions have been made to estimate the future cash flows expected to arise from the cash generating unit as well as a suitable discount rate in order to calculate present value. Factors like lower than anticipated sales and resulting decreases of net cash flows and changes in discount rates could lead to impairment. For details of assumptions see note 10.
The carrying amount of goodwill for this and prior year was £2,404k (2015: £1,122k). Other intangibles had a carrying amount of £1,023k (2015: £120k).

Deferred taxation

Deferred tax is provided for based on management's estimation of future profits and utilisation of tax losses. Changes in these assumptions could affect the value of deferred tax provided for and hence the amount charged to the income statement. The total carrying amount of the deferred tax asset at 30 April 2016 is £67k (2015: £105k) of which £67k (2015: £105k) relates to trading losses.

Contingent consideration

Contingent consideration on acquisitions is measured at fair value. Where future payments are dependent on performance, predicted revenue levels for three years from the date of acquisition based on financial forecasts have been used, when recognising the liability. The fair value at 30 April 2016 was £116k (2015: £194k).

3 Principal accounting policies

The principal accounting policies adopted are consistent with those of the annual financial statements for the year ended 30 April 2016. The adoption of new accounting standards and interpretations which came into effect has not had a material impact on the Group's financial statements in this period of initial application.

Basis of consolidation

Subsidiaries are entities controlled by the Group where control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The subsidiaries transitioned to FRS 101 from previously extant UK Generally Accepted Accounting Practice for all periods presented.

Intra group balances and any unrealised income and expenses arising from intra group transactions are eliminated in preparing the consolidated financial statements.

Business combinations

Business combinations are accounted for using the acquisition method under the revised IFRS 3 Business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair value of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration agreement. Acquisition costs are expensed with administration expenses as incurred. The Group recognises identifiable assets acquired and liabilities assumed including contingent liabilities, in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Foreign currency

Transactions entered into by Group entities in a currency other than the functional currency of the company which incurred them are recorded at the rate of exchange at the time of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognised immediately in profit or loss.

For the purpose of presenting the consolidated financial statements the assets and liabilities of the Group's overseas operations are translated using exchange rates prevailing on the balance sheet date.

Foreign currency continued

Income and expense items of overseas operations are translated at exchange rates approximating to those ruling when the transactions took place. Exchange differences arising from this policy are recognised in other comprehensive income and accumulated in the foreign exchange reserve, such translation differences are reclassified from equity to profit or loss as a reclassification adjustment in the period in which the foreign operation is disposed of.

Property, plant and equipment

Property, plant and equipment is stated at cost, less accumulated depreciation. Depreciation is charged to profit or loss on a straight line basis over the estimated useful lives of each part of property, plant and equipment to write down the cost of the asset to its residual value. Residual values are reviewed annually.

The estimated useful lives are as follows:

Motor vehicles	3 years
Computer equipment	3 years
Tools and other equipment	3 years
Furniture, fixtures and fittings	5 years
Building and leasehold improvements	5 years

Goodwill

Goodwill represents the excess of the fair value of the consideration transferred over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree. When the excess is negative, it is recognised immediately in profit or loss as a gain from a bargain purchase. Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Goodwill is also reviewed for impairment immediately following an acquisition. The impairment of goodwill is based upon value in use, determined using estimated future discounted cash flows.

Research and development

Expenditure on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding is recognised in the income statement as an expense as incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalised if the following conditions are met:

- Completion of the intangible asset is technically feasible so that it will be available for use or sale;
- The Group intends to complete the intangible assets and use or sell it;
- The Group has the ability to use or sell the intangible asset;
- The intangible asset will generate probable future economic benefits. Among other things, this requires that there is a market for the output from the intangible asset or the intangible asset itself, or, if it is to be used internally, the asset will be used for generating such benefits;
- The expenditure attributable to the intangible asset during its development can be measured reliably.

The expenditure capitalised includes direct cost of material, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in the income statement as an expense as incurred. Capitalised development is stated at cost less accumulated amortisation and impairment losses.

Amortisation is charged to profit and loss on a straight-line basis over the estimated useful lives of intangible assets. Amortisation is shown within administrative expenses in the income statement. The estimated useful lives of current development projects are between three and five years. Until completion of the project the assets are subject to impairment testing.

Other intangible assets

Intangible assets acquired as part of an acquisition of a business are capitalised separately from goodwill providing the assets are separable or they arise from contractual or other legal rights and their fair value can be measured reliably. The fair value of intangible assets includes any tax benefit.

Intangible assets with a finite life are amortised over their useful economic lives. Amortisation is recognised in the income statement within administrative expenses on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use.

Capitalised development costs	3 years
Other intangible assets	5-15 years
Customer relationships and trade marks	15 years

Impairment

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. For intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is estimated at each reporting date.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management monitors goodwill.

An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses for cash-generating units reduce first the carrying value of any goodwill allocated to that cash generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indicators that an impairment loss previously recognised may no longer exist.

Any impairment in respect of goodwill is not reversed. Impairment losses on other assets recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment had been recognised.

Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their location and condition at the balance sheet date. Items are valued using the first in, first out method. When inventories are used, the carrying amount of these inventories is recognised as an expense in the period in which the related revenue is recognised. Provisions for write-down to net realisable value and losses of inventories are recognised as an expense in the period in which the write-down or loss occurs.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and deposits.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liabilities for at least 12 months after the balance sheet date.

Equity

Equity comprises the following:

- "Share capital" represents the nominal value of equity shares.
- "Merger reserve" represents the difference between the parent company's cost of investment and the subsidiary's share capital and share premium where a group reorganisation qualifies as a common control transaction.
- "Share premium account" represents the excess over nominal value of the fair value of consideration received for equity shares, net of expenses of the share issue.
- "Foreign exchange reserve" represents the differences arising from translation of investments in overseas subsidiaries.
- "Own shares held by Employee Benefit Trust" represents shares held in trust for the benefit of employees.
- "Other reserve" represents equity-settled share-based employee remuneration until such share options are exercised. The equity component of convertible stock is also included. On conversion of the loan stock the equity component is transferred into the retained earnings reserve.
- "Retained earnings" represents retained profits.

Contributions to pension schemes

Defined Contributions Scheme

Obligations for contributions for defined contribution plans are recognised as an expense in the income statement when they are due.

Financial assets

The Group's financial assets comprise trade receivables, other receivables, cash and cash equivalents. Trade and other receivables are initially stated at fair value and thereafter at amortised cost using effective interest method. The carrying amounts of the Group's financial assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. The amount of the impairment loss is measured as the difference between the assets' carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate. The impairment loss is recognised in profit or loss.

An impairment loss in respect of trade and other receivables is reversed if the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised.

Financial liabilities

Financial liabilities are obligations to pay cash or other financial assets and are recognised when the Group becomes a party to the contractual provisions of the instrument. The Group's financial liabilities comprise trade payables, other payables, other loans and bank borrowings. All financial liabilities are measured at fair value plus transaction costs on initial recognition and subsequently are measured at amortised cost. Contingent consideration is measured at fair value through profit and loss in the income statement.

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that results in a residual interest in the assets of the Company after deducting all of its financial liabilities. Equity instruments do not include a contractual obligation to deliver cash or other financial assets to another entity.

Any instrument that does have the obligation to deliver cash or another financial asset to another entity is classified as a financial liability. Financial liabilities are presented under liabilities on the balance sheet.

Revenue recognition

Revenue is from the sale of goods, contract income and services and is recognised in the income statement when the significant risks and rewards of ownership have been transferred to the customers. Revenue is measured at the fair value of the consideration received or receivable, net of returns, VAT and trade discounts.

Leased assets

Leases are classified as finance leases when they transfer substantially all the risks and rewards of ownership otherwise leases are classified as operating leases.

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful economic lives. Depreciation is over the shorter of the lease term and the useful life of the asset. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to profit or loss over the period of the lease.

All other leases are regarded as operating leases and the payments made under them are recognised in profit or loss on a straight-line basis over the term of the lease.

Contingent consideration

Contingent consideration on acquisitions is measured at fair value. Future payments are dependent on revenue targets.

Taxation

Income tax expense comprises current and deferred tax.

The tax currently payable is based on the taxable profit for the year. Current tax is recognised in profit or loss, except that current tax relating to items recognised in other comprehensive income is recognised in other comprehensive income and current tax relating to items recognised directly in equity is recognised in equity. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and are accounted for using the balance sheet liability method. However, deferred tax is not provided on the initial recognition of goodwill, or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with investments in subsidiaries is not provided if reversal of these temporary differences can be controlled by the Group or it is probable that reversal will not occur in the foreseeable future. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which the temporary difference can be utilised.

Taxation continued

The carrying value of deferred tax is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow part or all of the assets to be recovered.

Deferred tax is calculated using tax rates that are enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax relating to items recognised in other comprehensive income is recognised in other comprehensive income.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Segment reporting

The Group identifies reportable operating segments based on internal management reporting that is regularly reviewed by the chief operating decision maker. The chief operating decision maker is the Chief Executive Officer.

Provisions

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources from the Group and the amounts can be estimated reliably.

A provision for warranties is recognised when the underlying products are sold. The provision is based on historical warranty data and a weighting of possible outcomes against their associated probabilities.

Employee benefit trust

The employee benefit trust is a separately administered discretionary trust for the benefit of employees, the assets of which comprise shares in the Company. The material assets, liabilities, income and costs of the ESOP or EBT are consolidated within these financial statements. Until such time as the Company's own shares held by the trust vest unconditionally in employees, the consideration paid for the shares is deducted in arriving at shareholders' funds.

Share based payments

Scientific Digital Imaging plc regularly issues share options to employees. The fair value of the award granted is recognised as an employee expense within the Income Statement with a corresponding increase in equity. The fair value is measured at the grant date and allocated over the vesting period based on the best available estimate of the number of share options expected to vest. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates.

When shares are issued for the purchase of intangibles, the fair value is measured at the grant date.

The fair value of the grants is measured using the Black-Scholes model taking into account the terms and conditions upon which the grants were made.

4 Standards and interpretations currently in issue but not yet effective

The following new Standards and Interpretations, which are yet to become mandatory, have not been applied in the consolidated financial statements.

- IFRS 9 Financial Instruments (effective on/after 1 January 2018)
- Amendments to IAS 16 Property, plant and equipment (effective on/after 1 January 2016)
- Amendments to IAS 38 Intangible assets (effective on/after 1 January 2016)
- Amendments to IFRS 11 (effective on/after 1 January 2016)
- Annual improvements 2014 (effective on/after 1 January 2016)
- IFRS 15 Revenue from contracts with customers (effective on/after 1 January 2018)
- IFRS 16 Leases (effective on/after 1 January 2019)

Based on the Group's current business model and accounting policies, management does not expect material impacts on the consolidated financial statements when the Standards and Interpretations listed above and others not listed become effective. The Group does not intend to apply any of these pronouncements early.

5 Segment analysis

Management consider that there is a single operating segment encompassing Synoptics three marketing brands: Syngene, Synbiosis, Synoptics Health, the Atik brand which is used within Synoptics brands and sold externally to the amateur astronomy market, Osiris and Sentek. Each of the brands have a number of products and whilst sales performance of each brand are monitored, resources are managed and strategic decisions made on the basis of the Group as a whole.

The geographical analysis of revenue by destination and non-current assets (excluding deferred tax) by location is set out below:

Revenue by destination of external customer	**2016 £000**	2015 £000
United Kingdom (country of domicile)	**1,772**	834
Europe	**2,037**	2,121
America	**2,794**	2,290
Rest of Asia	**1,487**	1,413
Rest of World	**383**	297
	8,473	6,955

Non-current assets by location (excluding deferred tax)	**2016 £000**	2015 £000
United Kingdom	**4,309**	2,225
Portugal	**58**	60
America	**134**	144
	4,501	2,429

6 Profit before taxation

Profit for the year has been arrived at after charging/(crediting):

	2016 £000	2015 £000
Amortisation other intangibles (Note 10)	**81**	60
Depreciation charge for year:		
- Property, plant and equipment	**199**	164
- Property, plant and equipment held under finance leases	**17**	35
(Profit) / loss on disposal of property, plant and equipment		
Research and development costs:		
- Expensed as incurred	**239**	338
- Amortisation charge	**366**	312
Auditor's remuneration Group:		
- Audit of Group accounts	**18**	11
Fees paid to the auditor and its associates in respect of other services:		
- Audit of Company's subsidiaries	**45**	35
- Tax advisory services	**8**	
- Tax services	**11**	6
- Other services	**-**	3
Currency exchange (gains) and losses	**(33)**	40
Rental of land and buildings	**165**	128
Rental of other items	**13**	18

During the year the Board carried out a thorough review of the operations and structures of the Group which gave rise to £17k of costs incurred for the reorganisation (2015: £200k).

Additionally £179k of costs relating to work on acquisitions and fundraising (2015: £126k) were also incurred.

7 Directors' and employees' remuneration

Staff costs during the year were as follows:

	2016 £000	2015 £000
Wages and salaries (including restructuring costs and other termination benefits £17k (2015: £200)	**2,417**	2,020
Social security costs	**256**	180
Share based payments	**8**	8
Other pension costs	**54**	49
	2,735	2,257

The share based payment charge is included in the income statement separately.

Staff costs relating to capitalised research and development are excluded from the table above. These costs amounted to £335k for the year.

The average number of employees of the Group during the year was:

	2016 Number	2015 Number
Administration	**11**	19
Production	**33**	12
Product development	**9**	10
Sales and marketing	**11**	11
	64	52

The remuneration of the Directors is set out below:

	Salary/ fees £000	Bonus £000	Sub Total £000	Pension £000	2016 Total £000	2015 Total £000
J Gibbs	**19**	**-**	**19**	**-**	**19**	18
A Simon	**19**	**-**	**19**	**-**	**19**	18
K Ford	**27**	**-**	**27**	**-**	**27**	25
M Creedon	**108**	**20**	**128**	**5**	**133**	109
	173	**20**	**193**	**5**	**198**	170

The aggregate emoluments and amounts receivable under incentive schemes of the highest paid director were £128k (2015: £104k). Company pension contributions of £5k (2015: £5k) were made to a money purchase scheme. As at 30 April 2016 the highest paid Director held a total of 385,000 share options (2015: 285,000 share options). No share options were exercised by any Director during the year.

Key management for the Group is considered to be the Directors of the Group. Employer's National Insurance in respect of Directors was £23k in 2016 (2015: £19k), and share based payment charge was £2k in 2016 (2015: £2k).

Share based employee remuneration

Two employee share option schemes (an EMI scheme and an approved scheme) have been established, under which options may be granted to employees (including Directors) to subscribe for ordinary shares in the Company. A further share option scheme (unapproved scheme) has been established under which options may be granted to employees and directors to subscribe for ordinary shares in the Company. All schemes have been approved by shareholders in general meetings. The approved scheme has been approved by HM Revenue & Customs. The options can be exercised three years after the share options are granted. Upon vesting, each option allows the holder to purchase one ordinary share. The options lapse if share options remain unexercised after a period of 10 years after the date of grant or if the employee leaves.

Share based employee remuneration continued

A summary of options outstanding currently is as follows:

	2016		2015	
	Number of share options	**Weighted Average Exercise price of options**	Number of share options	Weighted Average Exercise price of options
Outstanding at the beginning of the year	**933,000**	**£0.177**	1,083,000	£0.183
Granted during the year	**100,000**	**£0.130**	-	-
Expired during the year	**(152,000)**	**£0.173**	(150,000)	£0.170
Outstanding at the end of the year	**881,000**	**£0.173**	933,000	£0.177
Exercisable at the end of the year	**713,000**	**£0.194**	355,000	£0.182

The share options at the end of the year have a weighted average remaining contractual life of 4.9 years (2015: 6.2 years). The range of exercise prices for the outstanding options is £0.125 to £0.3225.

Under the rules of the share option schemes, options are not normally exercisable until after 3 years from the date of the grant. Options may, however, be exercised early in certain circumstances such as, for example, option holders ceasing to be employed as a result of injury, disability, redundancy or retirement. Option holders in the unapproved scheme may exercise their options within 6 months of leaving the Board of Directors or Company for reasons other than for dismissal.

Options were valued using the Black-Scholes option pricing model.

Expected volatility was determined by calculating the historical volatility of the Company's share price over three years. The expected life used in the model has been adjusted, based upon management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The share based payment expense for the Group totalled £7k (2015: £8k).

Pensions

The Group operates a defined contributions pension scheme for the benefit of the employees. The assets of the scheme are administered by trustees in a fund independent from those of the Group. Total contributions for the Group were £51k (2015: £49k).

	2016 £000	2015 £000
Current pension obligations included in liabilities	**8**	9

8 Finance costs

	2016 £000	2015 £000
Invoice discounting and bank loans	**39**	27
Finance leases and hire purchase contracts	**1**	4
Loan stock	**-**	-
Interest on other loans	**-**	5
	40	36

9 Taxation

	2016 £000	2015 £000
Corporation tax:		
Prior year corporation tax adjustment	**(127)**	(19)
	(127)	(19)
	52	(2)
Deferred tax expense		
Income tax charge	**(75)**	(21)

Reconciliation of effective tax rate

	2016 £000	2015 £000
Profit on ordinary activities before tax	**496**	23
Profit on ordinary activities multiplied by standard rate of	**99**	5
Corporation tax in the UK of 20% (2015: 20.92%)		
Effects of:		
Expenses not deductible for tax purposes	**5**	19
Additional deduction for R&D expenditure	**(63)**	-
Prior year tax adjustments	**(127)**	(19)
Transferred to/(from) tax losses	**11**	(26)
	(75)	(21)

The Group takes advantage of the enhanced tax deductions for Research and Development expenditure in the UK and expects to continue to be able to do so.

10 Intangible assets

The amounts recognised in the balance sheet relate to the following:

	Customer relationships £000	Other intangibles £000	Goodwill £000	Development costs £000	Total £000
Cost					
At 1 May 2015	-	368	1,122	2,439	3,929
Additions	875	109	1.282	478	2,744
At 30 April 2016	**875**	**477**	**2,404**	**2,917**	**6,673**
Amortisation					
At 1 May 2015	-	248	-	1,669	1,917
Amortisation for the year	24	57	-	366	447
At 30 April 2016	**24**	**305**	**-**	**2,035**	**2,364**
Net book amount at 30 April 2016	**851**	**172**	**2,404**	**882**	**4,309**
Net book amount at 30 April 2015	-	120	1,122	770	2,012

	Customer relationships £000	Other intangibles £000	Goodwill £000	Development costs £000	Total £000
Cost					
At 1 May 2014	-	349	1,122	2,159	3,630
Additions	-	19	-	280	299
At 30 April 2015	-	368	1,122	2,439	3,929
Amortisation					
At 1 May 2014	-	188	-	1,357	1,545
Amortisation for the year	-	60	-	312	372
At 30 April 2015	-	248	-	1,669	1,917
Net book amount at 30 April 2015	-	120	1,122	770	2,012
Net book amount at 30 April 2014	-	161	1,122	802	2,085

The goodwill relates to

(a) the acquisition of Artemis CCD Ltd and Perseu Comercio De Equipamento Para Informatica E Astronomica SA. These subsidiaries have been treated as a single cash generating unit (Atik) for the purpose of calculating the recoverable amount of goodwill which is based on its value in use. The impairment assessment for the cash generating unit was based on value-in-use calculations covering a detailed one year forecast, followed by an extrapolation of expected cash flows. These cash flows have been extrapolated over five years with a terminal growth rate of 5%, a short term growth rate of 3%, and a discount rate of 17%. This period has been chosen because management's experience and knowledge of the business indicates that an equivalent business will have a useful life in excess of five years. Management's key assumption for this cash generating unit and resulting cash flows is to grow sales through increased market share which have been determined based upon past experience in this market. The Group is not currently aware of any probable changes that would lead to the carrying value exceeding the recoverable amount.

(b) the acquisition of Opus Instruments. The impairment assessment for the cash generating unit was based on value-in-use calculations covering a detailed three year forecast with an assumed terminal growth rate of 5%, a short term growth rate of 3% and a discount rate of 17%. This period has been chosen because management's experience and knowledge of the business indicates that an equivalent business will have a useful life in excess of three years. Management's key assumption for this cash-generating unit is to grow sales through increased market share and reduced the cost base. Which have been determined using the future plans for the business, which include exploration of further applications for the infrared imaging system and help to enhance SDI's current product offering in this market. The Group is not currently aware of any probable changes that would lead to the carrying value exceeding the recoverable amount.

10 Intangible assets continued

(c) the acquisition of Sentek. The impairment assessment for the cash generating unit was based on value-in-use calculations covering a detailed three year forecast with an assumed terminal growth rate of 5%, a short term growth rate of 3% and a discount rate of 17%. This period has been chosen because management's experience and knowledge of the business indicates that an equivalent business will have a useful life in excess of three years. Management's key assumption for this cash-generating unit is to grow sales through increased market share and reduced the cost base. Which have been determined using the future plans for the business, which include exploration of further applications for the infrared imaging system and help to enhance SDI's current product offering in this market. The Group is not currently aware of any probable changes that would lead to the carrying value exceeding the recoverable amount.

The amortisation charges are included within administrative expenses within the Income Statement.

11 Property, plant and equipment

	Motor vehicles £000	Computer equipment £000	Tools and other equipment £000	Furniture fixtures and fittings £000	Building and leasehold improvements £000	Total £000
Cost						
At 1 May 2015	82	197	1,100	113	135	1,627
Additions	-	20	175	14	-	209
Additions on acquisition	-	-	37	-	-	37
Disposals	(40)	-	(219)	-	-	(259)
At 30 April 2016	**42**	**217**	**1,093**	**127**	**135**	**1,614**
Depreciation						
At 1 May 2015	73	179	778	109	71	1,210
Charge for year	7	14	186	6	3	216
Disposals	(40)	-	(154)	-	-	(194)
At 30 April 2016	**40**	**193**	**810**	**115**	**74**	**1,232**
Net book value						
At 30 April 2016	**2**	**24**	**283**	**12**	**61**	**382**
At 30 April 2015	9	18	322	4	64	417

	Motor vehicles £000	Computer equipment £000	Tools and other equipment £000	Furniture fixtures and fittings £000	Building and leasehold improvements £000	Total £000
Cost						
At 1 May 2014	82	187	993	109	124	1,495
Additions	-	10	237	4	11	262
Disposals	-	-	(130)	-	-	(130)
At 30 April 2015	82	197	1,100	113	135	1,627
Depreciation						
At 1 May 2014	66	156	682	103	69	1,076
Charge for year	7	23	161	6	2	199
Disposals	-	-	(65)	-	-	(65)
At 30 April 2015	73	179	778	109	71	1,210
Net book value						
At 30 April 2015	9	18	322	4	64	417
At 30 April 2014	16	31	311	6	55	419

11 Property, plant and equipment continued

The net book value of building and leasehold, motor vehicles, computer equipment, tools and equipment and furniture, fixtures and fittings includes an amount of £10k (2015: £27k) in respect of assets held under finance leases and hire purchase contracts. Of this amount, £7k (2015: £14k) relates to motor vehicles, £3k (2015: £7k) relates to computer equipment and £nil (2015: £6k) relates to tools and equipment.

Depreciation on these assets is £7k (2015: £7k), £11k (2015: £15k) and £6k (2015: £6k) respectively.

12 Deferred tax

	2016		2015	
	Deferred tax asset £000	**Deferred tax liability £000**	Deferred tax asset £000	Deferred tax liability £000
At 1 May	**105**	**(174)**	99	(169)
Deferred tax on capitalised R & D	**-**	**(20)**	-	(17)
Trading losses recognised	**(38)**	**-**	6	-
Other temporary differences	**-**	**7**	-	6
Charge on intangibles recognised on acquisition	**-**	**(190)**	-	6
At 30 April	**67**	**(377)**	105	(174)

	2016		2015	
	Asset £000	**Liability £000**	Asset £000	Liability £000
Deferred tax on capitalised R & D	**-**	**(181)**	-	(172)
Other temporary differences	**-**	**(2)**	-	-
Deferred tax on acquisition intangibles	**-**	**(4)**	-	(2)
Trading losses recognised	**67**	**-**	105	-
	67	**(187)**	105	(174)

Deferred tax assets are recognised for tax losses available for carrying forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred tax assets of £392k (2015: £321k) in respect of losses. Total losses (provided and unprovided) totalled £2.3m (2015: £2.1m).

13 Inventories

	2016 £000	2015 £000
Raw materials and consumables	**1,036**	680
Work in progress	**74**	107
Finished goods	**268**	195
	1,378	982

There is no material difference between the replacement cost of inventory and the amounts stated above.

In the year ended 30 April 2016 a total of £3,208k (2015: £2,918k) of inventories were consumed and charged to the Income Statement as an expense. In addition a total adjustment of £90k (2015: total adjustment £81k) was made resulting from the reduction of inventory provisions and write down of inventories.

14 Trade and other receivables

	2016 £000	2015 £000
Trade receivables	**1,301**	1,461
Other receivables	**63**	48
Prepayments	**132**	75
	1,496	1,584

All amounts are short-term. All of the receivables have been reviewed for indications of impairment. A provision is made against debtors that are considered not to be recoverable.

A reconciliation of the movement in the impairment provision for trade receivables is as follows:

	2016 £000	2015 £000
Impairment provision as at 1 May 2015	**29**	17
(Decrease)/ increase in provision	**(7)**	12
Provision as at 30 April 2016	**22**	29

In addition, some of the unimpaired trade receivables are past due at the reporting date. There are no indications that financial assets past due but not impaired are irrecoverable. The age of financial assets past due but not impaired is as follows:

	2016 £000	2015 £000
Less than 1 month	**706**	347
More than 1 month but not more than 3 months	**466**	242
More than 3 months but not more than 6 months	**89**	120
More than 6 months but not more than 1 year	**21**	42
More than 1 year	**19**	9
	1,301	760

The Directors consider that the carrying amount of trade and other receivables approximates to their fair value.

15 Cash and cash equivalents

	2016 £000	2015 £000
Cash at bank and in hand	**1,708**	876

16 Trade and other payables

	2016 £000	2015 £000
Trade payables	**718**	756
Social security and other taxes	**175**	111
Other payables	**238**	338
Accruals and deferred income	**200**	154
Contingent consideration	**116**	93
	1,447	1,452

All amounts are short-term. The carrying values are considered to be a reasonable approximation of fair value.

Trade and other payables non-current	2016 £000	2015 £000
Contingent consideration (note 28)	**-**	101

Notes to the consolidated financial statements continued
for the year ended 30 April 2016

17 Lease liabilities
The Group's motor fleet, a number of computers and a leasehold property in Portugal are held under finance lease arrangements. The net carrying amount of the assets held under leases is £10k (2015: £44k).

30 April 2016	**Within 1 year £000**	**1 to 5 years £000**	**Over 5 years £000**	**Total £000**
Gross lease payments	**24**	**-**	**-**	**47**
Future interest	**(1)**	**-**	**-**	**(3)**
Net present values	**23**	**-**	**-**	**44**

30 April 2015	Within 1 year £000	1 to 5 years £000	Over 5 years £000	Total £000
Gross lease payments	23	24	-	47
Future interest	(2)	(1)	-	(3)
Net present values	21	23	-	44

Obligations under finance leases and hire purchase contracts are secured on the assets to which they relate.

18 Provision for warranties

	2016 £000	2015 £000
As at 1 May 2015	**18**	17
Provision utilised during the year	**-**	(17)
Provided for in year	**-**	18
Warranty provision as at 30 April 2016	**18**	18

Warranties of between one and three years are given with the sales of products. There are potential costs associated with the repair of goods under these warranties which could occur at any time over the next three years. The level of costs is uncertain. The warranty provision is based on the historical cost of warranty repairs over the last three years. It is expected that the majority of this expenditure will be incurred in the next financial year.

19 Borrowings
Borrowings are repayable as follows:

	2016 £000	2015 £000
Within one year		
Bank finance	**378**	248
Finance leases	**23**	21
	401	269
After one and within five years		
Bank finance	**264**	83
Other loan	**50**	50
Finance leases	**-**	23
	314	156
Total borrowings	**587**	425

Bank finance relates to amounts drawn down under the Group's invoice discounting facility (£128k (2015: £148k)) and bank loans (£514k (2015: £183k)), secured by a fixed and floating charge over the Group's undertakings. The bank loans were taken out to finance.

19 Borrowings continued

(a) the acquisition of Opus Instruments, is repayable in monthly instalments and attracts interest at a rate of 6.1% over NatWest base rate.

(b) the acquisition of Sentek Limited, is repayable in monthly instalments and attracts interest at a rate of 5.95% over NatWest base rate.

During the year to 30 April 2014 loan stock of £368k was converted into 833,334 ordinary shares of 1 pence at a market price of 15 pence each and cash of £254k and (included outstanding loan interest of £11k), £50k of which was loaned back to the Group by a shareholder. This has been included under "Other loan", and is repayable between June 2014 and June 2018. Interest is charged at a rate of 9%.

20 Share capital

	2016 £000	2015 £000
Authorised		
1,000,000,000 (2015: 1,000,000,000) Ordinary shares of 1p each	**10,000**	10,000
Allotted, called up and fully paid		
64,224,808 (2015 : 32,912,308) Ordinary shares of 1p each	**642**	329

During the year 31,312,500 Ordinary shares of 1p each at a market price of 8p were issued raising £2,505,000, £2,292,000 net (less share issue costs of £213k).

711,528 Ordinary shares (2015: 711,528) are held by the Synoptics Employee Benefit Trust and are reserved for providing employee benefits such as satisfying the exercise of share options.

21 Earnings per share

The calculation of the basic earnings per share is based on the profits attributable to the shareholders of Scientific Digital Imaging plc divided by the weighted average number of shares in issue during the year, excluding shares held by the Synoptics Employee Benefit Trust. All earnings per share calculations relate to continuing operations of the Group.

	Profit/(loss) attributable to shareholders £000	Weighted average number of shares	Basic earnings/ (loss) per share amount in pence
Year ended 30 April 2016	**571**	**48,697,240**	**1.17**
Year ended 30 April 2015	44	28,902,787	0.15

The calculation of the diluted earnings per share is based on the profits attributable to the shareholders of Scientific Digital Imaging plc divided by the weighted average number of shares in issue during the year, as adjusted for dilutive share options.

	Diluted (loss)/ earnings per share amount in pence
Year ended 30 April 2016	1.15
Year ended 30 April 2015	0.15

The reconciliation of average number of ordinary shares used for basic and diluted earnings is as below:

	2016	2015
Weighted average number of ordinary shares used for basic earnings per share	**48,697,240**	28,902,787
Weighted average number of ordinary shares under option	**885,877**	-
Weighted average number of ordinary shares used for diluted earnings per share	**49,583,117**	28,902,787

22 Own shares held by employee benefit trust

Group	Investment in own shares £000
At 30 April 2015 and 30 April 2016	85

As at 30 April 2016 and 30 April 2015 the trust held 711,528 shares in Scientific Digital Imaging plc.

23 Operating leases commitments and contingent liabilities

Operating lease commitments

Future total minimum rental payments under non-cancellable operating leases are as follows;

	2016		2015	
Group	**Land and Buildings £000**	**Other £000**	Land and Buildings £000	Other £000
In one year or less	**18**	**13**	97	16
Between one and five years	**257**	**13**	335	11
Over five years	**980**	**-**	1,049	-
	1,255	**26**	1,481	27

Lease payments recognised as an expense during the year amount to £178k (2015: £128k).

Synoptics Limited have signed a rental contract this year for the office building rented from 28 September 2014 at Beacon House, Nuffield Road, Cambridge which expires in 28 September 2039.

Synoptics Inc. have a rental contract for the office building rented since January 2003 at Frederick, Maryland. This lease has been renewed until July 2018 and includes a 3% per year increase clause for the duration of the lease.

Artemis CCD Limited has a lease on two office buildings at Lodge Farm Barns, New Road, Bawburgh, Norwich. The lease commenced on 1 May 2015 and expires on 30 April 2020. Artemis CCD Limited shall be entitled to terminate the lease 20 months and 40 months from the commencement date serving six months prior written notice.

Sentek Limited has a lease on three buildings at Crittal Drive, Springwood industrial Estate, Braintree.

Contingent liabilities

Performance guarantees totalling £46k are held by the bank. These would become payable by the Group if, once the customer has placed an order, the Group fails to deliver goods to the customer.

24 Related party transactions and controlling related party

The Group's related parties comprise its Board of Directors and shareholders. Transactions with Directors are disclosed within the Directors' Remuneration Report and note 7.

A £50k loan was provided by Dana Investment BV, a shareholder, in the prior year on conversion of the loan stock. This balance is outstanding in full at the year end. £2k interest was paid in the year.

Payments totalling £78k were made to Lawrence and Karen Robinson, shareholders, relating to the consideration of Opus Instruments Limited. A balance of £116k (2015: £194k) is outstanding at the year end.

Unless otherwise stated, none of the transactions incorporated in these financial statements include any special terms or conditions. There is no ultimate controlling party.

25 Financial risk management objectives and policies

Financial instruments

The Group uses various financial instruments, including assets, liabilities, short term loans and loan stock. The main purpose of these financial instruments is to raise finance for the Group's operations. The existence of these financial instruments exposes the Group to a number of financial risks, primarily interest rate risk and currency risk.

Interest rate risk

The Group finances its operations through a mixture of retained profits, short term bank borrowings, loan stock and shareholders' equity. The Group's exposure to interest rate fluctuations on its borrowings is managed by the use of both fixed and floating facilities for the bank overdraft and invoice discounting facility.

Currency risk

A significant proportion of the Group's assets are denoted in Dollars and Euros but only a small amount are within an entity with a differing functional currency. An adverse movement in exchange rate could lead to a devaluation of these assets. As at 30 April 2016 an adverse movement in the dollar of 5% would result in a reduction in the Group's equity and profit or loss of £18k (2015: £27k). An adverse movement in the Euro of 5% would result in a reduction in the Group's equity and profit or loss of £13k (2015: £65k)

The carrying amount of the Group's Dollar- and Euro-denominated monetary assets with a differing functional currency at the reporting date is as follows:

	Assets	
	2016 £000	2015 £000
US Dollars	**348**	21
Euros	**13**	7

In addition an element of the Group's revenue and overhead transactions is completed in a foreign currency. Transaction exposure is hedged through the use of currency accounts.

Credit risk

The Group's exposure to credit risk is limited to the carrying amount of cash deposits and trade and other receivables recognised at the balance sheet date of £3,158k (2015: £2,385k). Risks associated with cash deposits are limited as the banks used are reputable with quality external credit ratings.

The principal credit risks lies with trade receivables. In order to manage credit risk credit limits are set for customers based on a combination of payment history and third party credit references. Details of overdue trade receivables are provided in Note 14.

Liquidity risk

Liquidity risk is that the Group might be unable to meet its obligations and arises from trade and other payables. The Group manages liquidity risk by maintaining adequate reserves and banking facilities and by continuously monitoring forecasts and actual cash flows.

25 Financial risk management objectives and policies continued

Liquidity risk

The Group monitors its liquidity by monitoring cash outflows and available credit facilities on a regular basis. The funding for long term liquidity is additionally secured by an adequate amount of external credit facilities.

As at 30 April 2016, the Group's financial liabilities have contractual maturities as summarised below:

	Current		Non-current	
	Within 6 months £000	Between 6 and 12 months £000	Between 1 and 5 years £000	Later than 5 years £000
Trade and other payables	**1,331**	**-**	**-**	**-**
Borrowings	**272**	**129**	**314**	**-**
Contingent consideration	**58**	**58**	**-**	**-**

	Current		Non-current	
As at 30 April 2015	Within 6 months £000	Between 6 and 12 months £000	Between 1 and 5 years £000	Later than 5 years £000
Trade and other payables	1,359	-	-	-
Borrowings	210	59	156	-
Contingent consideration	46	47	101	-

26 Summary of financial assets and liabilities by IAS 39 category

The carrying amounts of the Group's financial assets and liabilities as recognised at the balance sheet date of the years under review may also be categorised as follows:

Balance sheet headings	Loans and other receivables 2016 £000	Non financial assets 2016 £000	Financial liabilities at amortised cost 2016 £000	Financial liabilities measured at fair value through profit and loss 2016 £000	Non financial liabilities 2016 £000	Total balance sheet heading 2016 £000
Bank	**1,708**	**-**	**-**	**-**	**-**	**1,708**
Trade receivables	**1,301**	**-**	**-**	**-**	**-**	**1,301**
Other receivables	**-**	**327**	**-**	**-**	**-**	**327**
VAT and taxation	**-**	**-**	**-**	**-**	**(325)**	**(325)**
Bank finance - current	**-**	**-**	**(378)**	**-**	**-**	**(378)**
Bank finance- non current	**-**	**-**	**(264)**	**-**	**-**	**(264)**
Trade payables	**-**	**-**	**(718)**	**-**	**-**	**(719)**
Finance lease liability – current	**-**	**-**	**(23)**	**-**	**-**	**(23)**
Other payables and accruals	**-**	**-**	**(439)**	**-**	**-**	**(326)**
Contingent consideration	**-**	**-**	**-**	**(116)**	**-**	**(116)**
Other loan	**-**	**-**	**(50)**	**-**	**-**	**(50)**
Total	**3,009**	**327**	**(1,872)**	**(116)**	**(325)**	**1,135**

26 Summary of financial assets and liabilities by IAS 39 category continued

Balance sheet headings	Loans and other receivables 2015 £000	Non financial assets 2015 £000	Financial liabilities at amortised cost 2015 £000	Financial liabilities measured at fair value through profit and loss 2015 £000	Non financial liabilities 2015 £000	Total balance sheet heading 2015 £000
Bank	876	-	-	-	-	876
Trade receivables	1,461	-	-	-	-	1,461
Other receivables	-	128	-	-	-	128
VAT and taxation	-	-	-	-	(111)	(111)
Bank finance - current	-	-	(248)	-	-	(248)
Bank finance- non current	-	-	(83)	-	-	(83)
Trade payables	-	-	(756)	-	-	(756)
Finance lease liability – current	-	-	(21)	-	-	(21)
Finance lease liability – non current	-	-	(23)	-	-	(23)
Other payables and accruals	-	-	(492)	-	-	(492)
Contingent consideration	-	-	-	(194)	-	(194)
Other loan	-	-	(50)	-	-	(50)
Total	2,337	128	(1,673)	(194)	(111)	(487)

The fair values of the financial assets and liabilities at 30 April 2016 and 30 April 2015 are not materially different from their book values.

27 Capital management policies and procedures

The Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern; and
- to provide an adequate return to shareholders; and
- be in a position to make acquisitions ('buy and build' strategy).

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of the balance sheet.

Although the Group is not constrained by any externally imposed capital requirements, its goal is to maximise its capital-to-overall-financing ratio by reducing borrowings.

	2016 £000	2015 £000
Capital		
Total equity	**6,765**	3,811
Less cash and cash equivalents	**(1,725)**	(876)
	5,040	2,935
Overall financing		
Total equity	**6,765**	3,811
Plus borrowings	**587**	425
	7,352	4,326
Capital-to-overall-financing ratio	**68.62%**	69.3%

28 Fair value measurement

	2016 £000	2015 £000
Contingent consideration re Opus acquisition – current	**116**	93
Contingent consideration re Opus acquisition – non current	**-**	101
	116	194

The fair value of contingent consideration was calculated based on management's assumptions regarding future performance. The consideration will be payable in quarterly instalments, based on a percentage of quarterly revenue over the next three years. The fair value measurement is classified as level 3 (inobservable inputs). It uses financial forecasts developed using the entity's own data, to predict revenue levels over the next 3 years.

The provision for consideration of £116,000 is based on Opus achieving the revenue targets in full, discounting using a discount rate of 6.1%. This represents an approximation of the present value of the Group's estimate of cash flow. The maximum amount payable is £151k should all the revenue targets be achieved and the minimum amount payable is £nil if no revenue is achieved.

29 Business combinations

On 28 October 2015, the Company acquired the entire share capital of Sentek Limited, a company incorporated in England and Wales, for a consideration payable in cash.

The assets and liabilities acquired were as follows:

Assets	Book value £000	Fair Value adjustment £000	Fair Value £000
Non-current assets			
Fixed assets	37	-	37
Intangible assets – trade names	-	76	76
Intangible assets – customer relationships	-	875	875
Total non-current assets	37	951	988
Current assets			
Stock	230	-	230
Debtors	332	-	332
Prepayments	6	-	6
Liabilities			
Trade and other payables	(132)	-	(132)
Taxation – PAYE/NIC	(22)	-	(22)
Taxation – VAT	(52)	-	(52)
Taxation - Corporation tax	(160)	-	(160)
Deferred tax liability	-	(190)	(190)
Net assets acquired	239	761	**1,000**
Goodwill			**1,281**
Consideration and cost of investment			**2,281**
Fair value of consideration transferred			
Cash paid in the year			**2,281**

Sentek Limited contributed £1,333k revenue and £331k to the Group's profit for the period between the date of acquisition and the balance sheet date. If the acquisition of Sentek Ltd had been completed on the first day of the financial year, group revenues for the period would have been £9,856k and group profit would have been £911k. The goodwill of £1,281k arising from the acquisition primarily relates to expected future profitability and growth expectations.

Report of the independent auditor on the company financial statements

Independent Auditor's Report of the members of Scientfic Digital Imaging PLC

We have audited the financial statements of Scientific Digital Imaging plc for the year ended 30 April 2016 set out on pages 42 to 51. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including Financial reporting Standard 101 'Reduced Disclosure Framework'.

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 responsibilites of Directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 14, the directors are responsible for the preparation of the parent company financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the parent company 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Councils website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the parent company financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2016
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed bt the Companies Act 2006

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the parent company 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Other matters

We have reported separately on the group financial statements of Scientific Digital Imaging plc for the year ended 30 April 2016.

David Newstead

Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Cambridge
21 July 2016

Company balance sheet

for the year ended 30 April 2016

	Note	**2016 £000**	2015 £000	2014 £000
Fixed assets				
Investments	5	**4,174**	1,893	1,893
Intangible assets	6	**28**	38	48
		4,202	1,931	1,941
Current assets				
Debtors	7	**4**	9	48
Cash at bank and in hand		**530**	164	13
		534	173	61
Creditors: amounts falling due within one year	8	**(637)**	(475)	(350)
Net current liabilities		**(103)**	(302)	(289)
Total assets less current liabilities		**4,099**	1,629	1,652
Creditors: amounts falling due after more than one year	9	**(1,043)**	(366)	(422)
Net assets		**3,056**	1,263	1,230
Capital and reserves				
Called up share capital	11	**642**	329	278
Share premium account		**3,457**	1,478	1,063
Other reserves		**81**	73	65
Merger relief reserve		**424**	424	424
Profit and loss account		**(1,548)**	(1,041)	(600)
Shareholders' funds		**3,056**	1,263	1,230

The financial statements were approved by the Board of Directors on 21 July 2016.

Ken Ford
Chairman
21 July 2016

Mike Creedon
Chief Executive Officer
21 July 2016

Company registration number: 6385396

Company statement of changes in equity
for the year ended 30 April 2016

	Share capital £000	Merger reserve £000	Share premium reserve £000	Other reserves £000	Profit and loss account £000	Total £000
At 1 May 2015	329	424	1,478	73	(1,041)	1,263
Shares issued	313	-	1,979	-	-	2,292
Share based payments	-	-	-	8	-	8
Transactions with owners	313	-	1,979	8	-	2,300
(Loss) for the year	-	-	-	-	(500)	(500)
Foreign Exchange adjustment	-	-	-	-	(7)	(7)
At 30 April 2016	**642**	**424**	**3,457**	**81**	**(1,548)**	**3,056**

	Share capital £000	Merger reserve £000	Share premium reserve £000	Other reserves £000	Profit and loss account £000	Total £000
At 1 May 2014	278	424	1,063	65	(600)	1,230
Shares issued	51	-	415	-	-	466
Share based payments	-	-	-	8	-	8
Transactions with owners	51	-	415	8	-	474
(Loss) for the year	-	-	-	-	(441)	(441)
At 30 April 2015	**329**	**424**	**1,478**	**73**	**(1,041)**	**1,263**

Company statement of cash flows
for the year ended 30 April 2016

	2016 £000	2015 £000
Operating activities		
(Loss) for the year	**(500)**	(441)
Amortisation	**10**	10
Finance costs and income	**20**	15
Employee share based payments	**8**	8
Operating cash flows before movement in working capital	**(462)**	(408)
Changes in trade and other receivables	**5**	39
Changes in trade and other payables	**(29)**	158
Cash generated from operations	**(486)**	(211)
Interest paid	**(20)**	(15)
Cash generated from operating activities	**(506)**	(226)
Investing activities		
Acquisition of subsidiaries, net of cash	**(2,342)**	(121)
Net cash used in investing activities	**(2,342)**	(121)
Financing activities		
Inter-company loans	**598**	132
Proceeds from bank borrowing	**500**	-
Repayment of borrowings	**(169)**	(100)
Issues of shares	**2,292**	466
Net cash from financing	**3,221**	498
Net changes in cash and cash equivalents	**373**	151
Cash and cash equivalents, beginning of year	**164**	13
Foreign currency movements on cash balances	**(7)**	-
Cash and cash equivalents, end of year	**530**	164

The accompanying accounting policies and notes form an integral part of these financial statements.

Notes to the company financial statements
for the year ended 30 April 2016

1 Principal accounting policies

Basis of preparation
The separate financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework. The financial statements are prepared under the historical cost convention.

Changes in accounting policies
In the current year the company has adopted FRS 101. In previous years the financial statements were prepared in accordance with applicable accounting standards. There were no material adjustments required following the transition.

The date of transition to FRS 101 was 1 May 2014. The transition did not require any adjustment to be made to the Company's comparatives for the year ended 30 April 2015 or 30 April 2014.

Investments
Scientific Digital Imaging Plc qualifies for merger relief under Companies Act 2006 s612, and has recorded the investment in Synoptics Limited at the nominal value of the shares issued, less provision for impairment. The shares issued on acquisition of Opus Instruments Limited also qualified for merger relief under Companies Act 2006 s612 and so the premium has been classified as a merger relief reserve. All other investments are recorded at cost, less provision for impairment.

Share options
Scientific Digital Imaging Plc regularly issues share options to employees. The fair value of the employee services received in exchange for the grant of options is recognised as an expense which is written off to the Profit and Loss account over the vesting period of the option. The amount to be expensed is determined by reference to the fair value of the options at the grant date adjusted for the number expected to vest. All current share options have been issued to staff at Synoptics Limited, Artemis Limited and Scientific Digital Imaging Plc. The expense relating to these options is recognised in the relevant company profit and loss account. The carrying value of the investment in those subsidiaries is increased by an amount equal to the value of share based payment charge attributable to the option holders in the respective subsidiaries.

Financial instruments
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that results in a residual interest in the assets of the Company after deducting all of its financial liabilities. Equity instruments do not include a contractual obligation to deliver cash or other financial asset to another entity.

Any instrument that does have the obligation to deliver cash or another financial asset to another entity is classified as a financial liability. Financial liabilities are presented under creditors on the balance sheet.

Pension
The pension costs charged against profits represent the amount of the contributions payable to the defined contribution scheme in respect of the accounting period.

Standards and interpretations currently in issue but not yet effective
The following new Standards and Interpretations, which are yet to become mandatory, have not been applied in the financial statements.

- IFRS 9 Financial Instruments (effective on/after 1 January 2018)
- Amendments to IAS 16 Property, plant and equipment (effective on/after 1 January 2016)
- Amendments to IAS 38 Intangible assets (effective on/after 1 January 2016)
- Amendments to IFRS 11 (effective on/after 1 January 2016)
- Annual improvements 2014 (effective on/after 1 January 2016)
- IFRS 15 Revenue from contracts with customers (effective on/after 1 January 2018)
- IFRS 16 leases (effective on/after 1 January 2019)

Based on the Company's current business model and accounting policies, management does not expect material impacts on the financial statements when the Standards and Interpretations listed above and others not listed become effective. The Company does not intend to apply any of these pronouncements early.

Notes to the company financial statements continued
for the year ended 30 April 2016

2 Employee remuneration
Remuneration in respect of Directors paid by the Company was as follows:

	2016 £000	2015 £000
Emoluments	**193**	165
Pension	**5**	5
	198	170

During the period no directors exercised any share options held over ordinary shares of Scientific Digital Imaging Plc.

Details of directors' interest in the shares and options of the Company are provided in the Remuneration Committee report on pages 13. The highest paid director aggregate entitlements were £130k (2015:£104k). Company pension contributions of £5k (2015:£5k) were made to a money purchase scheme. As at 30 April 2016 the highest paid Director held a total of 385,000 share options (2015: 285,000 share options).

Key management for the Company is considered to be the Directors of the Company. Employer's National Insurance in respect of Directors was £23k in 2016 (2015: £19k), and share based payment charge was £8k in 2016 (2015: £8k).

Share based employee remuneration
Two employee share option schemes (an EMI scheme and an approved scheme) have been established, under which options may be granted to employees (including Directors) to subscribe for ordinary shares in the Company. A further share option scheme (unapproved scheme) has been established under which options may be granted to employees and directors to subscribe for ordinary shares in the Company. All schemes have been approved by shareholders in general meetings. The approved scheme has been approved by HM Revenue & Customs. The options can be exercised three years after the share options are granted. Upon vesting, each option allows the holder to purchase one ordinary share. The options lapse if share options remain unexercised after a period of 10 years after the date of grant or if the employee leaves.

	2016		2015	
	Number of share options	**Weighted Average Exercise price of options**	Number of share options	Weighted Average Exercise price of options
Outstanding at the beginning of the year	**933,000**	**£0.177**	1,083,000	£0.183
Granted during the year	**100,000**	**£0.130**	-	-
Expired during the year	**(152,000)**	**£0.173**	(150,000)	£0.170
Outstanding at the end of the year	**881,000**	**£0.1733**	933,000	£0.177
Exercisable at the end of the year	**713,000**	**£0.194**	355,000	£0.182

The share options at the end of the year have a weighted average remaining contractual life of 4.9 years (2015: 6.2 years). The range of exercise prices for the outstanding options is £0.125 to £0.3225.

Under the rules of the share option schemes, options are not normally exercisable until after 3 years from the date of the grant. Options may, however, be exercised early in certain circumstances such as, for example, option holders ceasing to be employed as a result of injury, disability, redundancy or retirement. Option holders in the unapproved scheme may exercise their options within 6 months of leaving the Board of Directors or Company for reasons other than for dismissal.

Options were valued using the Black-Scholes option pricing model.

Expected volatility was determined by calculating the historical volatility of the Company's share price over three years. The expected life used in the model has been adjusted, based upon management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The share based payment expense for the Company totalled £8k (2015: £8k).

3 Auditor's remuneration

Auditor's remuneration attributable to the Company is as follows:

	2016 £000	2015 £000
Tax advice	**3**	1
Statutory audit	**10**	8

4 Results for the year

The parent company has taken advantage of section 408 of the Companies Act 2006 and has not included its own profit and loss account in these financial statements. The parent company's own loss for the financial period was £500k, (2015: loss £44k)

5 Investments

Investments in Group undertakings	**£000**
Cost and net book amount as at 1 May 2015	**1,893**
Additions	**2,281**
Cost and net book amount as at 30 April 2016	**4,174**

Subsidiary undertakings	Country of incorporation	Holdings	Proportion of voting rights	Nature of business
Synoptics Limited	England and Wales	Ordinary shares	100%	Manufacturer
Artemis CCD Limited	England and Wales	Ordinary shares	100%	Design
Perseu Comercio De Equipamento Para Informatica E Astronomia SA	Portugal	Ordinary shares	100%	Manufacturer
Opus Instruments Limited	England and Wales	Ordinary shares	100%	Design and Manufacturer
Sentek Limited	England and Wales	Ordinary shares	100%	Design and Manufacturer
The following companies are all held by Synoptics Limited:				
Image Techniques of Cambridge Limited	England and Wales	Ordinary shares	100%	Dormant
Myriad Solutions Limited	England and Wales	Ordinary shares	100%	Dormant
Synoptics Inc	USA	Ordinary shares	100%	Distributor

Each of the above investments has been included in the consolidated financial statements.

6 Intangible assets

	2016 £000
Cost at 30 April 2015 & 2016	50
Amortisation as at 1 May 2015	12
Charge for the year	10
Amortisation as at 30 April 2016	22
Net book value as at 30 April 2015	38
Net book value as at 30 April 2016	**28**

Notes to the company financial statements continued
for the year ended 30 April 2016

7 Debtors

	2016 £000	2015 £000
Inter-group debtors	**4**	9

All debtors fall due within one year of the balance sheet date.

8 Creditors: amounts falling due within one year

	2016 £000	2015 £000
Amounts owed to other group companies	**241**	260
Trade creditors	**1**	2
Bank Loans	**250**	100
Other creditors	**121**	93
Social security and other taxes	**1**	1
Accruals and deferred income	**23**	19
	637	475

9 Creditors: amounts falling due after one year

	2016 £000	2015 £000
Amounts owed to other group companies	**729**	132
Bank Loans	**264**	83
Other Loans	**50**	50
Other creditors	**-**	101
	1,043	366

10 Borrowings

	2016 £000	2015 £000
Amounts repayable in one year or less:		
Bank loans	**250**	100
In more than one year but not more than two years		
Bank loan	**264**	83
Other loan	**50**	50
Loan	**564**	233

The bank loan is secured by a fixed and floating charge over the Group's undertakings. The bank loan taken out to finance the acquisition of Opus Instruments is repayable in monthly instalments and attracts interest at a rate of 5.6% over base rate. The bank loan taken out to finance the acquisition of Sentek Limited is payable in monthly instalments and attract interest at a rate of above base rate.

11 Called up share capital

	2016 £000	2015 £000
Authorised		
1,000,000,000 ordinary shares of 1p each	**10,000**	10,000
Allotted, called up and fully paid		
2016: 64,224,808 (2015: 32,912,308) Ordinary shares of 1p	**642**	329

During the year 31,312,500 Ordinary shares of 1p each at a market price of 8p were issued raising £2,505,000, £2,292,000 net (less share issue costs of £213k).

711,528 ordinary shares are held by the Synoptics Employee Benefit Trust and are reserved for issue under options.

Share options

Two employee share option scheme (EMI scheme and approved scheme) has been established, under which options may be granted to employees (including directors) to subscribe for ordinary shares in the Company. A further share option scheme (unapproved scheme) has been established under which options may be granted to employees and directors to subscribe for ordinary shares in the Company. Both schemes have been approved by shareholders in general meetings. The approved scheme has been approved by HM Revenue & Customs.

A summary of options outstanding currently is provided in Note 7 to the consolidated financial statements.

12 Reserves

	Share capital £000	Share premium £000	Other reserves £000	Merger reserves £000	Profit and loss account £000	Total £000
Balance at 1 May 2015	329	1,478	73	424	(1,041)	1,263
(Loss) for the year	-	-	-	-	(500)	(500)
Currency movement on loan	-	-	-	-	(7)	(7)
Fund raising	312	1,975	-	-	-	2,287
Share based payments	-	-	8	-	-	8
New share issued	1	4	-	-	-	5
Balance at 30 April 2016	**642**	**3,457**	**81**	**424**	**(1,548)**	**3,056**

13 Related party transactions

The Group's related parties comprise its Board of Directors and shareholders. Transactions with Directors are disclosed within the Directors' Remuneration Report and note 7.

A £50k loan was provided by Dana Investment BV, a shareholder, in the prior year on conversion of the loan stock. This balance is outstanding in full at the year end. £2k interest was paid in the year.

Payments totalling £78k were made to Lawrence and Karen Robinson, shareholders, relating to the consideration of Opus Instruments Limited. A balance of £116k (2015: £194k) is outstanding at the year end.

Unless otherwise stated, none of the transactions incorporated in these financial statements include any special terms or conditions. There is no ultimate controlling party.

Notes to the company financial statements continued
for the year ended 30 April 2016

14 Financial risk management objectives and policies

Financial instruments

The Company uses various financial instruments, including assets, liabilities, short term loans and loan stock. The main purpose of these financial instruments is to raise finance for the Company's operations. The existence of these financial instruments exposes the Company to a number of financial risks, primarily interest rate risk and currency risk.

Interest rate risk

The Company finances its operations through a mixture of retained profits, short term bank borrowings, loan stock and shareholders' equity. The Company's exposure to interest rate fluctuations on its borrowings is managed by the use of both fixed and floating facilities for the bank overdraft and invoice discounting facility.

Credit risk

The Company's exposure to credit risk is limited to the carrying amount of cash deposits and trade and other receivables recognised at the balance sheet date of £530k (2015: £164k). Risks associated with cash deposits are limited as the banks used are reputable with quality external credit ratings.

Liquidity risk

The Company monitors its liquidity by monitoring cash outflows and available credit facilities on a regular basis. The funding for long term liquidity is additionally secured by an adequate amount of external credit facilities.

As at 30 April 2016, the Company's financial liabilities have contractual maturities as summarised below:

	Current		**Non-current**	
	Within 6 months £000	**Between 6 and 12 months £000**	**Between 1 and 5 years £000**	**Later than 5 years £000**
Trade and other payables	**1**	**-**	**-**	**-**
Borrowings	**125**	**125**	**264**	**-**
Contingent consideration	**58**	**58**	**5**	**-**

	Current		Non-current	
As at 30 April 2015	Within 6 months £000	Between 6 and 12 months £000	Between 1 and 5 years £000	Later than 5 years £000
Trade and other payables	2	-	-	-
Borrowings	50	50	-	-
Contingent consideration	46	47	101	-

15 Capital management policies and procedures

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern; and
- to provide an adequate return to shareholders; and
- be in a position to make acquisitions ('buy and build' strategy)

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of the balance sheet.

Although the Company is not constrained by any externally imposed capital requirements, its goal is to maximise its capital-to-overall-financing ratio by reducing borrowings.

	2016 £000	2015 £000
Capital		
Total equity	**3,056**	1,263
Less cash and cash equivalents	**(530)**	(164)
	2,526	1,099
Overall financing		
Total equity	**3,056**	1,263
Plus borrowings	**564**	233
	3,620	1,496
Capital-to-overall-financing ratio	**69.8%**	73.5%

Company advisors

Company registration number:	6385396
Registered office:	Beacon House Nuffield Road Cambridge CB4 1TF
Directors:	E K Ford (Chairman) J Gibbs (Deputy Chairman) Dr A J B Simon (Non Executive Director) M Creedon (Chief Executive Officer)
Company Secretary:	M Creedon
Bankers:	National Westminster Bank Plc 35-37 Fitzroy Street Cambridge CB1 1EU
Solicitors:	Mills & Reeve Botanic House 100 Hills Road Cambridge CB2 1PH
Auditor:	Grant Thornton UK LLP Registered Auditor Chartered Accountants 101 Cambridge Science Park Milton Road Cambridge CB4 0FY
Nominated Advisor and Broker:	finnCap Limited 60 New Broad Street London EC2M 1JJ
Registrar:	Share Registrars Limited Suite E First Floor 9 Lion & Lamb Yard Farnham Surrey GU9 7LL

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