

REGISTERED NUMBER: 01554950 (England and Wales)

Report of the Directors and
Financial Statements for the Year Ended 30 April 2013
for
Emerson International Limited

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for the Year Ended 30 April 2013

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Emerson International Limited
Company Information
for the Year Ended 30 April 2013

DIRECTORS:

P E Jones
Mrs A Jones
M E Jones
A E Jones

SECRETARY:

Ms A C Weatherby

REGISTERED OFFICE:

Emerson House
Heyes Lane
Alderley Edge
Cheshire
SK9 7LF

REGISTERED NUMBER

01554950 (England and Wales)

AUDITOR:

BDO LLP
Statutory Auditor
3 Hardman Street
Spinningfields
Manchester - UK
M3 3AT

Report of the Directors
for the Year Ended 30 April 2013

RESULT FOR THE YEAR

The net profit after tax for the year was £735,005 (2012 loss £339,722) The Directors recommend that the profit be transferred to reserves

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of an investment holding company

REVIEW OF BUSINESS

The Directors consider both the level of business and the financial position of the company at 30 April 2013 to be satisfactory and expect the present level of activity to continue in the current financial year

BUSINESS RISK

The Directors routinely manage risks associated with interest rate and foreign currency fluctuations and have continued to adopt a detailed review process of these, and general market conditions, through regular meetings of senior management

DIVIDENDS

No dividends will be distributed for the year ended 30 April 2013 (2012 £nil)

DIRECTORS

The Directors who served during the year were as follows

P E Jones (Chairman)

Mrs A Jones

M E Jones

A E Jones

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom accounting standards and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions, to disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

In so far as each of the Directors is aware, there is no relevant audit information (as defined by section 418 of the Companies Act 2006) of which the company's auditor is unaware, and each Director has taken all steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditor is aware of that information

Report of the Directors
for the Year Ended 30 April 2013

AUDITOR

On 28 March 2013 PKF (UK) LLP merged their business into BDO LLP and accordingly have signed their audit report in the name of the merged firm. A resolution to reappoint BDO LLP as auditor of the company will be proposed at the Annual General Meeting.

ON BEHALF OF THE BOARD

Ms A C Weatherby - Secretary

A handwritten signature in black ink, appearing to read 'Ac Weatherby', written over a horizontal line.

27 September 2013

**Independent Auditor's Report to the Members of
Emerson International Limited**

We have audited the financial statements of Emerson International Limited for the year ended 30 April 2013 which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's 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 financial statements

- give a true and fair view of the state of the company's affairs as at 30 April 2013 and of its profit for the year then ended,
- 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 by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.

BDO LLP

Timothy Entwistle (Senior Statutory Auditor)
for and on behalf of BDO LLP
Statutory Auditor
Manchester - UK

14 October 2013

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

**Profit and Loss Account
for the Year Ended 30 April 2013**

	Notes	2013 £	2012 £
TURNOVER		-	-
Administrative expenses		<u>970,298</u>	<u>(175,399)</u>
OPERATING PROFIT/(LOSS)	3	970,298	(175,399)
Interest receivable and similar income	4	<u>746,389</u>	<u>727,683</u>
		1,716,687	552,284
Interest payable and similar charges	5	<u>(824,357)</u>	<u>(817,919)</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		892,330	(265,635)
Tax on profit/(loss) on ordinary activities	6	<u>(157,325)</u>	<u>(74,087)</u>
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		<u>735,005</u>	<u>(339,722)</u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

Emerson International Limited (Registered number 01554950)

Statement of Total Recognised Gains and Losses
for the Year Ended 30 April 2013

	2013 £	2012 £
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	735,005	(339,722)
Surplus/(Deficit) on revaluation of investments	2,149,215	(7,867,256)
Currency gain foreign equity investments	<u>1,933,426</u>	<u>882,927</u>
TOTAL RECOGNISED GAINS AND LOSSES	<u>4,817,646</u>	<u>(7,324,051)</u>
RELATING TO THE YEAR		

The notes form part of these financial statements

Balance Sheet
30 April 2013

	Notes	2013 £	£	2012 £	£
FIXED ASSETS					
Tangible assets	7		1		1
Investments	8		<u>53,695,185</u>		<u>42,352,230</u>
			<u>53,695,186</u>		<u>42,352,231</u>
CURRENT ASSETS					
Debtors	9	51,200,269		49,102,520	
CREDITORS					
Amounts falling due within one year	10	<u>102,545,452</u>		<u>93,922,394</u>	
NET CURRENT LIABILITIES			<u>(51,345,183)</u>		<u>(44,819,874)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>2,350,003</u>		<u>(2,467,643)</u>
CAPITAL AND RESERVES					
Called up share capital	12		100		100
Revaluation reserve	13		(403,418)		(2,552,633)
Profit and loss account	13		<u>2,753,321</u>		<u>84,890</u>
SHAREHOLDERS' FUNDS	16		<u>2,350,003</u>		<u>(2,467,643)</u>

The financial statements were approved and authorised for issue by the Board of Directors on 27 September 2013 and were signed on its behalf by



P E Jones - Director

Notes to the Financial Statements
for the Year Ended 30 April 2013

1 ACCOUNTING POLICIES

Basis of preparing the financial statements

The accounts are prepared under the historic cost convention, as modified by the revaluation of certain assets, and in accordance with applicable accounting standards. Consolidated accounts for the group have not been prepared as the company is entitled to the exemption conferred by Section 400 of the Companies Act 2006.

Cash flow statement

Advantage has been taken of the exemption in Financial Reporting Standard Number 1 from preparing a cash flow statement on the grounds that the parent company includes the subsidiary in its published financial statements.

Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation, which is provided at rates calculated to write off the cost of each asset less its residual value on a straight line basis using a rate of 15% per annum.

Deferred taxation

Full provision is made for deferred tax liabilities arising from timing differences between the recognition of gains and losses in the financial statements and their recognition in the tax computation, with the exception of capitalised interest where it is offset by the benefit of indexation allowance. Deferred tax is not provided on timing differences arising from the revaluation of investment properties or other tangible fixed assets where there is no commitment to sell the assets. Deferred tax assets are only recognised to the extent they are prudently considered recoverable, and are not discounted.

Foreign currencies

All assets and liabilities in foreign currencies have been translated into sterling at the rate of exchange ruling at 30 April 2013.

Investments

Investments in subsidiary undertakings are revalued annually and carried at an amount which reflects the underlying net asset value of the subsidiary undertaking at the balance sheet date.

Exchange gains and losses arising on the retranslation of the net assets of overseas subsidiaries and the company's share of profits and losses of each subsidiary undertaking are taken directly to reserves.

2 DIRECTORS' EMOLUMENTS

During the year the Directors neither received nor were due to receive any emoluments from the company (2012 £nil).

3 OPERATING PROFIT/(LOSS)

The operating profit (2012 - operating loss) is stated after crediting

	2013	2012
	£	£
Foreign exchange differences	<u>(1,231,663)</u>	<u>(79,668)</u>

The auditor's remuneration is borne by the ultimate parent company.

4 INTEREST RECEIVABLE AND SIMILAR INCOME

	2013	2012
	£	£
Group interest receivable	<u>746,389</u>	<u>727,683</u>

Notes to the Financial Statements - continued
for the Year Ended 30 April 2013

5 **INTEREST PAYABLE AND SIMILAR CHARGES**

	2013	2012
	£	£
Bank interest payable	499,357	490,919
Group interest payable	325,000	327,000
	<u>824,357</u>	<u>817,919</u>

6 **TAXATION**

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows

	2013	2012
	£	£
Current tax		
Group relief - current year	157,325	74,087
Tax on profit/(loss) on ordinary activities	<u>157,325</u>	<u>74,087</u>

UK corporation tax has been charged at 23.92% (2012 - 25.84%)

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below

	2013	2012
	£	£
Profit/(loss) on ordinary activities before tax	<u>892,330</u>	<u>(265,635)</u>
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23.92% (2012 - 25.84%)	213,445	(68,640)
Effects of		
Expenses not(taxable)/deductible for tax purposes	(56,120)	142,727
Current tax charge	<u>157,325</u>	<u>74,087</u>

7 **TANGIBLE FIXED ASSETS**

	Motor vehicles £
COST	
At 1 May 2012	
and 30 April 2013	<u>3,629</u>
DEPRECIATION	
At 1 May 2012	
and 30 April 2013	<u>3,628</u>
NET BOOK VALUE	
At 30 April 2013	<u>1</u>
At 30 April 2012	<u>1</u>

Notes to the Financial Statements - continued
for the Year Ended 30 April 2013

8 FIXED ASSET INVESTMENTS

	Shares in group undertakings £	Loans to group undertakings £	Totals £
At 1 May 2012	2,906,908	39,445,322	42,352,230
Additions	50,000	7,210,314	7,260,314
Revaluations	2,149,215	-	2,149,215
Exchange movements	-	1,933,426	1,933,426
At 30 April 2013	<u>5,106,123</u>	<u>48,589,062</u>	<u>53,695,185</u>

Investments have been revalued at the year end to reflect the net asset value of the subsidiary undertakings concerned

The wholly owned subsidiary companies are Emerson International Inc and Rosewood Development Corporation, both registered in Florida U S A , Holidays Select Limited and Spacesolve Limited, both of which are incorporated in England, Woodblane Developments (Commercial) Limited which is incorporated in Scotland, and Vau Marketing Limited which is registered in the Isle of Man The profit for the year after taxation attributable to members is £2,968,675 (2012 loss £61,225) and the aggregate profits to date are £6,947,526 (2012 £3,978,851)

Group accounts have not been prepared as the company is a wholly owned subsidiary of another

9 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £	2012 £
Amounts owed by group undertakings	51,115,158	49,016,853
Other debtors	5	5
Prepayments and accrued income	85,106	85,662
	<u>51,200,269</u>	<u>49,102,520</u>

10 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £	2012 £
Bank loans and overdrafts (see note 11)	38,038,731	36,431,544
Amounts owed to group undertakings	64,421,615	57,405,188
Accruals and deferred income	85,106	85,662
	<u>102,545,452</u>	<u>93,922,394</u>

11 BANK LOANS AND OVERDRAFTS

An analysis of the maturity of bank loans and overdrafts is given below:

	2013 £	2012 £
Amounts falling due within one year or on demand.		
Bank overdrafts	<u>38,038,731</u>	<u>36,431,544</u>

Notes to the Financial Statements - continued
for the Year Ended 30 April 2013

12 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid Number	Class	Nominal value £1	2013 £	2012 £
100	Ordinary		<u>100</u>	<u>100</u>

13 RESERVES

	Profit and loss account £	Revaluation reserve £	Totals £
At 1 May 2012	84,890	(2,552,633)	(2,467,743)
Profit for the year	735,005	-	735,005
Revaluation increase/(deficit)	-	2,149,215	2,149,215
Currency fluctuation movements	1,933,426	-	1,933,426
At 30 April 2013	<u>2,753,321</u>	<u>(403,418)</u>	<u>2,349,903</u>

14 ULTIMATE PARENT COMPANY

The company's ultimate parent company and ultimate controlling party is Emerson Developments (Holdings) Limited, a company incorporated in England

The results of the company are included in the consolidated accounts of Emerson Developments (Holdings) Limited. A copy of these accounts may be obtained from The Registrar of Companies, Companies House, Crown Way, Cardiff

15 RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption conferred on 100% subsidiaries by Financial Reporting Standard 8, in relation to transactions with Group companies

16 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2013 £	2012 £
Profit/(loss) for the financial year	735,005	(339,722)
Other recognised gains and losses relating to the year (net)	<u>4,082,641</u>	<u>(6,984,329)</u>
Net addition/(reduction) to shareholders' funds	<u>4,817,646</u>	<u>(7,324,051)</u>
Opening shareholders' funds	<u>(2,467,643)</u>	<u>4,856,408</u>
Closing shareholders' funds	<u>2,350,003</u>	<u>(2,467,643)</u>