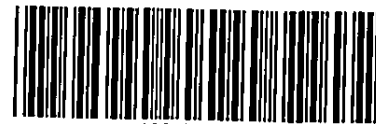


# **Celus Holdings Limited**

## **Annual Report**

**Year ended 24 June 2008**

FRIDAY



\*A95L057L\*

A51

28/11/2008

114

COMPANIES HOUSE

## Contents

Section	Page
Company Information	1
Report of the Directors	2
Independent Auditors' Report to the Shareholders of Celus Holdings Limited	4
Profit and Loss Account	5
Balance Sheet	6
Cash Flow Statement	7
Notes to the Financial Statements	8

**Celus Holdings Limited**

**Company Information**

Directors	Mrs J M R Dent (Chairman) Mr C D Dent Mr J P M Dent Ms C S Dent Ms L R Dent
-----------	---

Secretary	Mrs J M R Dent
-----------	----------------

Registered office	Bryanston Court Selden Hill Hemel Hempstead Herts HP2 4TN
-------------------	---

Registered number	1801851
-------------------	---------

Auditors	Grant Thornton UK LLP Chartered Accountants 30 Finsbury Square London EC2P 2YU
----------	--

Bankers	Barclays Bank Plc 99 Hatton Garden London EC1N 8DN
---------	---



## Report of the Directors

The directors present their report and the audited financial statements for the year ended 24 June 2008.

### Principal activities

The principal activity of the company is unchanged since last year and consists of property investment in freehold and long leasehold commercial properties in the West End of London.

### Business review and future development

Most of the properties were let throughout the last year and the company continued to trade profitably. However in the current year, some leases are due to expire and will need to be renewed or relet, against a backdrop of more volatile market and trading conditions. The profits for the coming year could be reduced by delays in reletting. Subject to the successful reletting of these properties, the existing level of profitability is expected to be maintained.

### Results and dividend

The results for the year are disclosed on page 5. The directors paid an ordinary dividend of 100p (2007: 100p) per share totalling £1,000,000 for the year ended 24 June 2008 (2007 £1,000,000).

### Statement of directors' responsibilities for the Annual Report

Company law in the United Kingdom requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material 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 proper accounting records which 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 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for ensuring that the directors' report and other information included in the Annual Report is prepared in accordance with company law in the United Kingdom.

### Directors

The directors who served during the year are detailed on page 1.

Those directors serving at the end of the year had interests in the share capital of the company at 24 June as follows:

	Ordinary shares of 50p each	
	2008	2007
Mr C D Dent	71,632	71,632
Mrs J M R Dent	71,632	71,632
Mr J P M Dent	5,000	5,000
Ms C S Dent	30,500	30,500
Ms L R Dent	30,632	30,632

## Report of the Directors *continued*

Mr J P M Dent, Ms C S Dent and Ms L R Dent are joint trustees of a charitable trust, which had an interest in 120,000 (2007: 120,000) ordinary shares of 50p each of the company at 24 June 2008.

Mr J P M Dent, Ms C S Dent and Ms L R Dent are joint trustees of a discretionary trust of which they were beneficiaries which held an interest in 475,000 ordinary shares of 50p each in the company at 24 June 2008.

Mr J P M Dent holds 25,500 ordinary shares of 50p each in the company as a bare trustee for the benefit of his children.

None of the directors had any material interest in any contract or arrangement entered into by the company during the year.

### Charitable and political contributions

During the year the company subscribed £400 (2007: £500) for charitable purposes.

### Investment properties

The directors are of the opinion that the current value of the investment properties is substantially in excess of book value. The amount of the excess cannot be more closely determined without a professional valuation, the expense of which is not justified.

### Subsidiary Undertakings

The directors of White Lodge Ltd have taken the decision to cease trading after the year end, as a result the investment in White Lodge Ltd has been reclassified from Fixed to Current Assets.

### Disclosure of information to auditors

At the date of making this report each of the company's directors, as set out on page 1, confirm the following:

- so far as each director is aware, there is no relevant information needed by the company's auditors in connection with preparing their report of which the company's auditors are unaware, and
- each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

### Auditors

A resolution to reappoint Grant Thornton as auditors of the company will be proposed at the forthcoming Annual General Meeting.

The report of the directors was approved by the Board on 10th October 2008 and signed on its behalf by:



José Marianne Ruth Dent  
Secretary

## Report of the Independent Auditor to the Members of Celus Holdings Ltd

We have audited the financial statements of Celus Holdings Ltd for the year ended 24th June 2008 which comprise the principal accounting policies, the profit and loss account, the balance sheet, the statement of total recognised gains, cash flow statement and notes 1 to 14. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Directors' Report and financial statements in accordance with United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion:

- Except for the failure to revalue annually investment properties, which are stated in the balance sheet at a cost of £1,567,686, the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 24th June 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

*Grant Thornton UK LLP*

GRANT THORNTON UK LLP  
REGISTERED AUDITOR  
CHARTERED ACCOUNTANTS  
HEMEL HEMPSTEAD  
10th October 2008

## Profit and Loss Account

For the year ended 24 June 2008

	Note	2008 £	2007 £
Property revenue: continuing operations		1,691,305	1,428,034
Administrative expenses		(337,991)	(305,233)
<b>Operating profit – continuing operations</b>	2	<b>1,353,314</b>	<b>1,122,801</b>
Income from other fixed asset investments		46,627	48,483
Interest receivable and similar income	3	374,288	318,327
<b>Profit on ordinary activities before taxation</b>		<b>1,774,229</b>	<b>1,489,611</b>
Tax on profit on ordinary activities	6	(525,666)	(435,161)
<b>Profit for the financial year</b>		<b>1,248,563</b>	<b>1,054,450</b>
Dividends paid: 100p (2007:100p) per share		(1,000,000)	(1,000,000)
<b>Retained profit for the year</b>	15	<b>248,563</b>	<b>54,450</b>

## Statement of Total Recognised Gains and Losses

For the year ended 24 June 2008

	2008 £	2007 £
Profit for the financial year	248,563	54,450
Unrealised (loss)/surplus on revaluation of listed investments	(591,908)	144,880
	<b>(343,345)</b>	<b>199,330</b>

## Note of Historical Cost Profits and Losses

For the year ended 24 June 2008

	2008 £	2007 £
Profit for the year	248,863	54,450
<b>Historical cost surplus for the year</b>	<b>248,563</b>	<b>54,450</b>

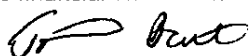


# Balance Sheet

at 24 June 2008

	Note	2008 £	2007 £
<b>Fixed assets</b>			
Tangible assets	7	647	846
Investment properties	8	1,567,686	1,425,648
Subsidiary undertakings	9	-	49,246
Other investments	10	1,556,607	2,148,515
		<u>3,124,940</u>	<u>3,624,255</u>
<b>Current assets</b>			
Current asset investment - subsidiary undertakings	9	49,246	-
Debtors due after one year	11	16,336	199,426
Debtors due within one year	11	144,396	308,076
Cash at bank and in hand		7,677,639	6,265,592
		<u>7,887,617</u>	<u>6,773,094</u>
<b>Creditors: Amounts falling due within one year</b>	12	(1,665,399)	(706,642)
		<u>6,222,218</u>	<u>6,066,452</u>
<b>Net current assets</b>			
		<u>6,222,218</u>	<u>6,066,452</u>
<b>Total assets less current liabilities</b>		9,347,158	9,690,707
<b>Provision for liabilities and charges</b>	13	(7,716)	(7,920)
		<u>9,339,442</u>	<u>9,682,787</u>
<b>Net assets</b>			
		<u>9,339,442</u>	<u>9,682,787</u>
<b>Capital and reserves</b>			
Called up share capital	14	500,000	500,000
Share premium account	15	237,591	237,591
Revaluation reserve	15	1,135,071	1,726,979
Profit and loss account	15	7,466,780	7,218,217
		<u>9,339,442</u>	<u>9,682,787</u>
<b>Equity shareholders' funds</b>		<u>9,339,442</u>	<u>9,682,787</u>

The financial statements were approved by the Board on 10th October 2008 and signed on its behalf by:



Jonathan Paul Maurice Dent  
Director

## Cash Flow Statement

For the year ended 24 June 2008

	Note	2008 £	2007 £
Net cash inflow from operating activities	17	2,568,545	1,252,654
Returns on investment and servicing of finance			
Dividends received		66,762	51,765
Interest received		363,085	315,114
		429,847	366,879
Taxation			
UK corporation tax paid		(444,058)	(454,203)
Equity dividends paid		(1,000,000)	(1,000,000)
Fixed Asset Purchases		(142,087)	-
Increase in cash	18	1,412,047	165,330

## Notes to the Financial Statements

24 June 2008

### 1. Accounting Policies

#### Basis of accounting

The financial statements are prepared under the historical cost convention as modified by the inclusion of listed investments at revalued amounts.

The company is not required to prepare group accounts because the group qualifies as small under section 249 of the Companies Act 1985.

#### Property revenue

Property revenue represents rents receivable, less ground rent and maintenance expenses. Where properties are subject to rent reviews, the increase in the rental is only brought into account when agreed, including the increase, which may relate to a period commencing in a previous accounting period. Payments for dilapidations are brought into account when received.

#### Deferred taxation

The payment of taxation is deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes. Full provision for deferred taxation is made under the liability method, without discounting, on all timing differences that have arisen, but not reversed by the balance sheet date, unless such provision is not permitted by FRS 19.

#### Depreciation on tangible assets

Depreciation is provided in equal annual instalments over the anticipated useful lives of the assets. The rates of depreciation used are as follows:

Furniture and equipment	-	10%
-------------------------	---	-----

#### Investment properties

Investment properties are stated at cost when acquired by the company on transfer following the reconstruction of the predecessor company on 15 June 1984 and by subsidiaries before that date.

The directors are of the opinion that the current market value of the properties is considerably in excess of their net book value. The directors also consider the expense of professional valuations unjustifiable. Investment properties are not depreciated, as in the opinion of the directors any such depreciation would be immaterial.

#### Other investments

Other investments are shown at market value; investments in subsidiaries are shown at cost to the parent company.

Income from listed investments is recognised on an accruals basis.

#### Foreign currencies

Transactions in foreign currencies are recorded at the exchange rate ruling at the date that the transaction occurred. Monetary assets and liabilities denominated in foreign currency are translated into sterling at the rates of exchange ruling at 24 June. Exchange differences are taken to the profit and loss account.

## Notes to the Financial Statements

**2. Operating Profit**

Operating profit is arrived at after charging:

	2008 £	2007 £
Auditors' remuneration	14,000	13,500
Depreciation	199	198
	<u>14,199</u>	<u>13,698</u>

**3. Interest Receivable and Similar Income**

	2008 £	2007 £
Bank interest receivable	373,030	312,888
Other Income receivable	1,258	5,439
	<u>374,288</u>	<u>318,327</u>

**4. Employees**

	2008 No	2007 No
Average number of people (including directors employed by the company during the year in an administrative capacity was:	6	6

Staff costs, including directors:

	2008 £	2007 £
Wages and salaries	165,224	151,082
Social security costs	16,417	13,631
	<u>181,641</u>	<u>164,713</u>

**5. Directors**

	2008 £	2007 £
Directors remuneration	155,000	141,250
Chairman	25,000	21,250
Highest paid director	50,000	43,750

## Notes to the Financial Statements

## 6. Tax on Profit on Ordinary Shares

	2008 £	2007 £
<b>United Kingdom Corporation Tax</b>		
Current tax on income for the year	526,000	436,000
Group relief	-	-
Adjustments in respect of prior years	(130)	(124)
<b>Current taxation</b>	<b>525,870</b>	<b>435,876</b>
<b>Deferred taxation</b>		
Net origination (reversal) of timing differences	(204)	(715)
Adjustments in respect of prior years	-	-
<b>Current taxation charge</b>	<b>525,666</b>	<b>435,161</b>
<b>Current tax reconciliation</b>		
Profit on ordinary activities before taxation	1,774,229	1,489,611
Theoretical tax at UK corporation tax rate 30% (2007:30%)	524,028	446,883
Effects of: -		
- adjustments in respect of prior years	(130)	(124)
- accelerated capital allowances	(362)	715
- UK dividends not taxable	(3,076)	(11,918)
- Expenses Not Deductible for tax purposes	4,934	168
- Other adjustments	476	152
<b>Actual current taxation charge</b>	<b>525,870</b>	<b>435,876</b>

## 7. Tangible Fixed Assets

	Furniture and equipment £
<b>Cost</b>	
At 25 June 2007	1,985
Disposal	-
At 24 June 2008	1,985
<b>Depreciation</b>	
At 25 June 2007	1,139
Charge for the year	199
Disposals	-
At 24 June 2008	1,338
<b>Net book value</b>	
At 24 June 2008	647
At 24 June 2007	846

## Notes to the Financial Statements

## 8. Investment Properties

	Long leasehold £	Freehold £	Total £
<b>Cost and NBV</b>			
At 25 June 2007	472,723	952,925	1,425,648
Additions	142,038	-	142,038
Disposals	-	-	-
At 24 June 2008	<u>614,761</u>	<u>952,925</u>	<u>1,567,686</u>

No provision for deferred taxation of approximately £11,000 (2007 - £20,000) which would be payable if the properties were sold at their book value has been made, as there is no intention to dispose of any properties in the foreseeable future.

## 9. Subsidiary Undertakings

	Total £
<b>Cost and net book value</b>	
At 24 June 2007	49,246
At 24 June 2008	<u>49,246</u>

Principal subsidiary	Country of incorporation or registration	Capital and reserves £	Profit for the financial year £	Parent interest in ordinary shares
White Lodge Limited	England & Wales	664,891	574,640	100%

Under the equity method of valuation the investment in subsidiary undertakings would be £664,891 (2007: £90,249). The directors of White Lodge Ltd have taken the decision to cease trading after the year end; as a result the investment in White Lodge Ltd has been reclassified from Fixed to Current Assets.

## Notes to the Financial Statements

### 10. Other investments

#### Listed investments

	2008 £
<b>Market value</b>	
At 25 June 2007	2,148,515
Change in valuation during the year	(591,908)
At 24 June 2008	<u>1,556,607</u>
 The original cost of the listed investments held at 24 June 2008 was	 <u>421,535</u>

No provision has been made for the deferred tax of £188,000 (2007: £391,000) on gains on revaluing investments to their market value, as there is no intention to dispose of the investments in the foreseeable future.

### 11. Debtors

	2008 £	2007 £
<b>Due after one year</b>		
Amounts owed by subsidiary undertaking	-	190,000
Rental income receivable	16,336	9,945
	<u>16,336</u>	<u>199,945</u>
<b>Due within one year</b>		
Rental income receivable	51,401	259,238
Sundry debtors and prepayments	92,995	48,838
	<u>155,412</u>	<u>308,076</u>

## Notes to the Financial Statements

### 12. Creditors: Amounts Falling Due Within One Year

	2008 £	2007 £
Corporation tax	280,256	206,123
Other tax and social security	96,767	57,436
Accruals and deferred income	483,567	379,748
Amounts due to subsidiary undertaking	725,039	13,087
Other creditors	79,770	50,248
	<u>1,665,399</u>	<u>706,642</u>

### 13. Provisions for Liabilities and Charges

	Deferred taxation £
At 25 June 2007	7,920
Transfer from profit and loss account	(204)
	<u>7,716</u>
At 24 June 2008	<u>7,716</u>

Deferred taxation comprises:

	Amounts provided 2008 £	2007 £
Capital allowances	<u>7,716</u>	<u>7,920</u>

### 14. Called Up Share Capital

	2008 £	2007 £
Authorised, allotted and fully paid 1,000,000 ordinary shares of 50p each	<u>500,000</u>	<u>500,000</u>



## Notes to the Financial Statements

## 15. Reserves

	Share premium account £	Revaluation Reserve £	Profit and loss account £
At 25 June 2007	237,591	1,726,979	7,218,217
Retained profit	-	-	248,563
Investment revaluation loss	-	(591,908)	-
At 24 June 2008	<u>237,591</u>	<u>1,135,071</u>	<u>7,466,780</u>

## 16. Reconciliation of Shareholders Funds

	2008 £	2007 £
Total recognised gains	(343,345)	199,330
Opening shareholders' funds	<u>9,682,787</u>	<u>9,483,457</u>
Closing shareholders' funds	<u>9,339,442</u>	<u>9,682,787</u>

## 17. Reconciliation of Operating Profit to Net Cash Flow from Operating Activities

	2008 £	2007 £
Operating profit	1,353,314	1,122,801
Depreciation	199	198
Decrease in debtors	330,588	88,443
Increase in creditors	884,444	41,212
	<u>2,568,545</u>	<u>1,252,654</u>

## 18. Analysis of Cash

	2008 £	2007 £
At 25 June 2006	6,265,592	6,100,262
Net cash inflow	<u>1,412,047</u>	<u>165,330</u>
At 24 June 2007	<u>7,677,639</u>	<u>6,265,592</u>