

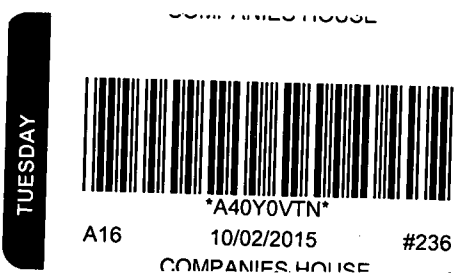
Registered number: 02747495

Cardinal Holdings Limited

Unaudited

Directors' report and financial statements

for the year ended 30 June 2014



Cardinal Holdings Limited

Company Information

Directors	R G Williams R M Harris
Company secretary	H G Williams
Registered number	02747495
Registered office	Third Floor 24 Chiswell Street London EC1Y 4YX
Accountants	Kreston Reeves LLP Chartered Accountants Third Floor 24 Chiswell Street London EC1Y 4YX

Cardinal Holdings Limited

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Cardinal Holdings Limited

Directors' report for the year ended 30 June 2014

The directors present their report and the financial statements for the year ended 30 June 2014.

Principal activities

The principal activity of the company continued to be that of investment in corporate businesses.

Directors

The directors who served during the year were:

R G Williams
R M Harris

Directors' responsibilities statement

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

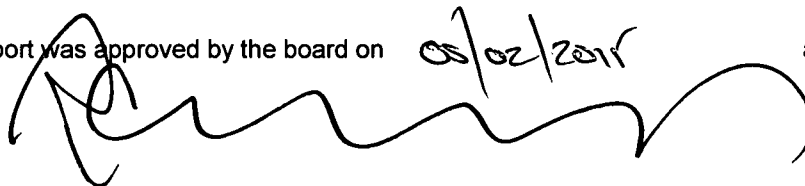
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgments and accounting estimates that are reasonable and prudent;
- 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.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 05/02/2015 and signed on its behalf.

A large, stylized handwritten signature in black ink, likely belonging to R G Williams, is written over the date and the phrase 'and signed on its behalf'.

R G Williams
Director

Cardinal Holdings Limited

Chartered accountants' report to the board of directors on the preparation of the unaudited statutory financial statements of Cardinal Holdings Limited for the year ended 30 June 2014

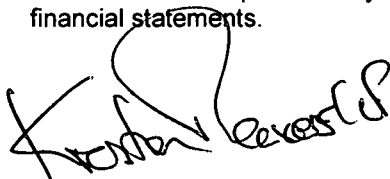
In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Cardinal Holdings Limited for the year ended 30 June 2014 which comprise the Profit and loss account, the Balance sheet and the related notes from the company's accounting records and from information and explanations you have given to us.

As a member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at icaew.com/regulations.

This report is made solely to the Board of directors of Cardinal Holdings Limited, as a body, in accordance with the terms of our engagement letter dated 12 December 2013. Our work has been undertaken solely to prepare for your approval the financial statements of Cardinal Holdings Limited and state those matters that we have agreed to state to the Board of directors of Cardinal Holdings Limited, as a body, in this report in accordance with AAF 2/10 as detailed at icaew.com/compilation. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Cardinal Holdings Limited and its Board of directors, as a body, for our work or for this report.

It is your duty to ensure that Cardinal Holdings Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the company's assets, liabilities, financial position and loss. You consider that Cardinal Holdings Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or review of the financial statements of Cardinal Holdings Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.



Kreston Reeves LLP
Chartered Accountants
Third Floor
24 Chiswell Street
London
EC1Y 4YX

Date:

01/02/2015

Cardinal Holdings Limited

**Profit and loss account
for the year ended 30 June 2014**

	Note	2014 £	2013 £
Turnover	1	76,751	107,381
Administrative expenses		(163,630)	(159,016)
Operating loss		(86,879)	(51,635)
Exceptional item			
Impairment of fixed asset investments	3	(1,187,973)	-
Loss on ordinary activities before interest		(1,274,852)	(51,635)
Income from fixed asset investments		511,130	-
Interest receivable and similar income		200	200
Interest payable and similar charges		(605)	(647)
Loss on ordinary activities before taxation		(764,127)	(52,082)
Tax on loss on ordinary activities	4	2,500	-
Loss for the financial year		(761,627)	(52,082)

The notes on pages 5 to 9 form part of these financial statements.

Cardinal Holdings Limited
Registered number: 02747495

Balance sheet
as at 30 June 2014

	Note	£	2014 £	£	2013 £
Fixed assets					
Investments	5		836,126		1,136,100
Current assets					
Debtors	6	12,440		886,407	
Cash at bank		33,715		111,688	
		<u>46,155</u>		<u>998,095</u>	
Creditors: amounts falling due within one year	7	<u>(1,870,191)</u>		<u>(2,360,478)</u>	
Net current liabilities			<u>(1,824,036)</u>		<u>(1,362,383)</u>
Net liabilities			<u>(987,910)</u>		<u>(226,283)</u>
Capital and reserves					
Called up share capital	8		2		2
Capital redemption reserve	9		1		1
Profit and loss account	9		<u>(987,913)</u>		<u>(226,286)</u>
Shareholders' deficit			<u>(987,910)</u>		<u>(226,283)</u>

The directors consider that the company is entitled to exemption from the requirement to have an audit under the provisions of section 477 of the Companies Act 2006 ("the Act") and members have not required the company to obtain an audit for the year in question in accordance with section 476 of the Act.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and for preparing financial statements which give a true and fair view of the state of affairs of the company as at 30 June 2014 and of its loss for the year in accordance with the requirements of sections 394 and 395 of the Act and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved and authorised for issue by the board and were signed on its behalf


R G Williams
Director

The notes on pages 5 to 9 form part of these financial statements.

Cardinal Holdings Limited

Notes to the financial statements for the year ended 30 June 2014

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The company is the parent undertaking of a small group and as such is not required by the Companies Act 2006 to prepare group accounts. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Despite the company reporting net current liabilities of £1,824,036 (2013: £1,362,383) and net liabilities of £987,610 (2013: £226,283) as at the balance sheet date, the financial statements have been prepared on a going concern basis. Included within both Debtors and Creditors: amounts due within one year are amounts with related companies. Letters of confirmation covering such balances for both Debtors (given) and Creditors (received) that such debts will not be called for repayment until the company has sufficient financial reserves to do so, without prejudice to the company's other creditors, and for a period of at least twelve months from the date of approval of the financial statements have been received and given.

For this reason, the directors continue to adopt the going concern basis in preparing the financial statements.

1.2 Cash flow

The financial statements do not include a cash flow statement because the company, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.3 Turnover

Turnover represents insurance commissions receivable.

1.4 Fixed asset investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.5 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

Cardinal Holdings Limited

Notes to the financial statements for the year ended 30 June 2014

2. Directors' remuneration

	2014 £	2013 £
Aggregate remuneration	<u>19,750</u>	<u>4,000</u>

3. Exceptional item

	2014 £	2013 £
Provision against intercompany balance	603,799	-
Provision against related party balance	284,200	-
Impairment of fixed asset investments	299,974	-
	<u>1,187,973</u>	<u>-</u>

4. Taxation

	2014 £	2013 £
Group taxation relief	(2,500)	-
Tax on loss on ordinary activities	<u>(2,500)</u>	<u>-</u>

The company has losses of approximately £420,000 (2013: £350,000) available for carry forward against future profits.

5. Fixed asset investments

	Investments in subsidiary companies £	Loan to subsidiary £	Total £
Cost			
At 1 July 2013 and 30 June 2014	<u>426,100</u>	<u>835,000</u>	<u>1,261,100</u>
Impairment			
At 1 July 2013	125,000	-	125,000
Charge for the year	299,974	-	299,974
At 30 June 2014	<u>424,974</u>	<u>-</u>	<u>424,974</u>
Net book value			
At 30 June 2014	<u>1,126</u>	<u>835,000</u>	<u>836,126</u>
At 30 June 2013	<u>301,100</u>	<u>835,000</u>	<u>1,136,100</u>

**Notes to the financial statements
for the year ended 30 June 2014**

5. Fixed asset investments (continued)

Subsidiary undertakings and participating interest

The following were subsidiary undertakings of the company:

Company	Principal activity	Holding
Tickcroft Limited	Property investment	100 %
Zalcany Limited	Property investment	100 %
Hogmanay Limited	Property investment	100 %
Basscope Limited	Property investment	100 %
St Peters House (Derby) Limited (in liquidation)	Property investment	100 %
Chocolate Tempering Limited	Wholesaler and catering	25 %

The aggregate of the share capital and reserves as at 30 June 2014 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Company	Aggregate of share capital and reserves £	Profit/(loss) £
Tickcroft Limited	598	(2,339)
Zalcany Limited	4,862,810	207,513
Hogmanay Limited	(63,446)	8,827
Basscope Limited	-	(100)
St Peters House (Derby) Limited (in liquidation)	(136,400)	-
Chocolate Tempering Limited*	2,219	-
	=====	=====

*Chocolate Tempering Limited as at 31 January 2014

6. Debtors

	2014 £	2013 £
Amounts owed by group undertakings	-	592,493
Amounts due from related undertakings	8,266	292,466
Other debtors	4,174	1,448
	=====	=====
	12,440	886,407

**7. Creditors:
Amounts falling due within one year**

	2014 £	2013 £
Trade creditors	-	59
Amounts owed to group undertakings	1,865,531	2,356,659
Amounts owed to other participating interest	-	1,200
Other creditors	4,660	2,560
	=====	=====
	1,870,191	2,360,478

Cardinal Holdings Limited

**Notes to the financial statements
for the year ended 30 June 2014**

8. Share capital

	2014 £	2013 £
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	2	2
	<u><u>2</u></u>	<u><u>2</u></u>

9. Statement of movement on reserves

	Capital redemption reserve £	Profit and loss account £
At 1 July 2013	1	(226,286)
Loss for the financial year	-	(761,627)
	<u><u>1</u></u>	<u><u>(987,913)</u></u>

Cardinal Holdings Limited

Notes to the financial statements for the year ended 30 June 2014

10. Related party transactions

During the year, the company paid expenditure of £8,806 (2013: £5,299) on behalf of Hogmanay Limited, a subsidiary undertaking. The company surrendered losses to Hogmanay Limited totalling £2,500 (2013: £Nil) in the year. At the year end the company was owed £603,799 (2013: £592,493). A full provision has been recognised against this balance at the year end. This balance is non interest bearing.

At the year end the company was owed £284,200 (2013: £284,200) by Praedia Investments Limited, a company under common control. A full provision has been recognised against this balance at the year end. This balance is non interest bearing.

The company is owed £3,335 (2013: £3,335) by Venturis Investments Limited, a company in which R M Harris is a director. This loan has been fully provided for in the financial statements. Interest is charged at 6% and £200 (2013: £200) was charged to Venturis Investments Limited. At the year end £400 (2013: £200) remained unpaid and is included within 'Debtors: Other debtors' in Note 6 of these accounts.

At the year end the company was owed £8,266 (2013: £8,266) by Venturis Inc, a company under common control, which is incorporated in the US. This amount is included within Debtors: 'Amounts due from related undertakings', in note 6 of these accounts. This balance is non interest bearing.

During the year, the company met expenditure of £10 (2013: £Nil) on behalf of Tickcroft Limited, a subsidiary undertaking and made repayments of £511,130 (2013: £5,000). A creditor of £53,000 (2013: £Nil) owed to Tickcroft Limited was reassigned to Zalcany Limited, a subsidiary undertaking, in the year. A balance of £10 (2013: £Nil) owed from Tickcroft Limited was written off in the year. At the year end the company owed £Nil (2013: £544,130) to Tickcroft Limited.

During the year, the company made loan repayments of £Nil (2013: £16,096) to Zalcany Limited, a subsidiary undertaking. A creditor of £53,000 (2013: £Nil) owed to Tickcroft Limited was reassigned to Zalcany Limited, a subsidiary undertaking, in the year. At the year end the company owed £1,865,531 (2013: £1,812,529) to Zalcany Limited. This amount is included within Creditors: 'Amounts owed to group undertakings', in note 7 of these accounts. This balance is non interest bearing.

During the year, the company made repayments of £940 (2013: £Nil) to The Cardinal MMB Limited Partnership, a partnership under common control. The remaining balance of £240 (2013: £Nil) owed to The Cardinal MMB Limited Partnership was written off. At the year end the company owed £Nil (2013: £1,200) to The Cardinal MMB Limited Partnership.

During the year, the company paid professional fees of £52,500 (2013: £63,000) to Peter Quince Limited, a company controlled by R G Williams, which were paid during the year.

During the year, the company paid professional fees of £57,750 (2013: £63,000) to Curzon Overseas Limited, a company controlled by R M Harris, which were paid during the year.

11. Controlling party

Cardinal Holdings Limited is under the joint control of Rias Investments One Limited and Mustardseed Estates Limited, each of whom owns 50% of the issued share capital. Mustardseed Estates Limited is controlled by R G Williams, a director of Cardinal Holdings Limited and Rias Investments One Limited is owned by R M Harris, a director of Cardinal Holdings Limited.