

Company Registration No. 05281934 (England and Wales)

**CHERRYDENE UK LIMITED**  
**REPORT AND**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED**  
**31 DECEMBER 2015**



# CHERRYDENE UK LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	Sir H Angest Lady D Angest
<b>Secretary</b>	J R Kaye
<b>Company number</b>	05281934
<b>Registered office</b>	Arbuthnot House 7 Wilson Street London EC2M 2SN
<b>Auditors</b>	RSM UK Audit LLP Chartered Accountants Third Floor One London Square Cross Lanes Guildford Surrey GU1 1UN

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# CHERRYDENE UK LIMITED

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

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The directors present their report and financial statements for the year ended 31 December 2015.

### Principal activities

The principal activity of the company during the year was that of an investment company.

### Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Sir H Angest  
Lady D Angest

### Auditors

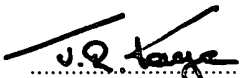
RSM UK Audit LLP (formerly Baker Tilly UK Audit LLP), Chartered Accountants, have shown their willingness to continue as auditor.

### Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

By order of the board

  
J R Kaye  
Secretary  
15 September 2016

## **CHERRYDENE UK LIMITED**

### **DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015**

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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;
- 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHERRYDENE UK LIMITED

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We have audited the financial statements on pages 4 to 8. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective January 2015) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 more fully explained in the Directors' Responsibilities Statement set out on page 2, 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 (APB'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 <http://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 31 December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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 Directors' Report 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the directors' report.

*RSM UK Audit LLP*

Christopher Hurren FCA (Senior Statutory Auditor)  
for and on behalf of RSM UK Audit LLP (formerly Baker Tilly UK Audit LLP), Statutory Auditor  
Chartered Accountants

Third Floor  
One London Square  
Cross Lanes  
Guildford  
Surrey  
GU1 1UN

**28 SEPTEMBER 2016**

# CHERRYDENE UK LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2015

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	Notes	2015 £	2014 £
Investment income	2	280,138	260,314
Administrative expenses		(37,145)	(18,245)
<b>Operating profit</b>		<u>242,993</u>	<u>242,069</u>
Interest payable and similar charges		(153,964)	(110,690)
<b>Profit on ordinary activities before taxation</b>	3	89,029	131,379
Tax on profit on ordinary activities	4	-	-
<b>Profit for the financial year</b>	9	<u><u>89,029</u></u>	<u><u>131,379</u></u>

**CHERRYDENE UK LIMITED****BALANCE SHEET  
AS AT 31 DECEMBER 2015**

	Notes	2015 £	£	2014 £	£
<b>Fixed assets</b>					
Investments	5		4,817,641		4,817,641
<b>Current assets</b>					
Cash at bank and in hand		97,208		188,825	
<b>Creditors: amounts falling due within one year</b>	6	(1,765,785)		(3,696,431)	
<b>Net current liabilities</b>			(1,668,577)		(3,507,606)
<b>Total assets less current liabilities</b>			3,149,064		1,310,035
<b>Creditors: amounts falling due after more than one year</b>	7		(2,600,000)		(850,000)
<b>Net assets</b>			549,064		460,035
<b>Capital and reserves</b>					
Called up share capital	8		2		2
Profit and loss account	9		549,062		460,033
<b>Shareholders' funds</b>			549,064		460,035

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and the Financial Reporting Standard for Smaller Entities (effective January 2015).

The financial statements on pages 4 to 8 were approved by the board of directors and authorised for issue on 15 March 2016 and are signed on its behalf by:



Sir H Angest  
Director

# CHERRYDENE UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

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### 1 Accounting policies

#### Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

#### Going concern

In assessing the company's going concern position the directors have considered projected future cash flows for a period of at least 12 months from the date of signing these accounts.

The company has net current liabilities as a result of an amount due to a related party, Wyler Investments Limited. The directors have received confirmation that Wyler Investments Limited will not demand repayment of this balance unless the company has sufficient cash to do so. In view of this, these financial statements have been prepared on the basis that the company is a going concern.

#### Investments

Fixed asset investments are stated at cost less provision for diminution in market value, where market value falls below cost.

#### Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

#### Financial instruments

Financial instruments are classified and accounted for according to the substance of the contractual arrangement as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

<b>2 Investment income</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Income from fixed asset investments	280,045	260,042
Bank interest	93	272
	<u>280,138</u>	<u>260,314</u>
<b>3 Profit on ordinary activities before taxation</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Profit on ordinary activities before taxation is stated after charging:		
Auditors' remuneration for statutory audit	<u>5,050</u>	<u>4,900</u>



# CHERRYDENE UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

### 4 Tax on profit on ordinary activities

The company has estimated losses of £1,486,208 (2014 - £1,295,192) available for carry forward against future trading profits.

A deferred tax asset has not been recognised in the financial statements in respect of these losses as the company does not expect to make taxable profits against which they can be offset.

### 5 Fixed asset investments

	Listed investments £
<b>Cost</b>	
At 1 January 2015 & at 31 December 2015	4,817,641
<b>Net book value</b>	
At 31 December 2015	4,817,641
At 31 December 2014	4,817,641
	<b>Market value</b> £
At 31 December 2015	15,302,479
At 31 December 2014	13,182,135

6 Creditors: amounts falling due within one year	2015 £	2014 £
Bank loans	-	1,750,000
Other creditors	1,765,785	1,946,431
	<u>1,765,785</u>	<u>3,696,431</u>

7 Creditors: amounts falling due after more than one year	2015 £	2014 £
Bank loans	<u>2,600,000</u>	<u>850,000</u>

The loans are secured by a lien over shares held in Arbuthnot Banking Group Plc and personal guarantees from Sir H Angest, a director of the company.

# CHERRYDENE UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

8	Share capital	2015 £	2014 £
	Allotted, called up and fully paid		
	2 Ordinary shares of £1 each	2	2
		<u>2</u>	<u>2</u>

9	Profit and loss account	Profit and loss account £
	Balance at 1 January 2015	460,033
	Profit for the year	89,029
	Balance at 31 December 2015	<u>549,062</u>

### 10 Contingent liabilities

The company has provided cross guarantees in respect of bank loans of Flowidea Limited, a company related by virtue of common control. At the year end £18,150,000 (2014 £Nil) was outstanding.

### 11 Related party relationships and transactions

Wylar Investments Limited is related to Cherrydene UK Limited by virtue of common control. At the year end £1,744,178 (2014: £1,929,774) was owed to Wylar Investments Limited, which is included within other creditors. Interest of £44,178 (2014: £29,774) was charged on the loan during the year.

Included within administration expenses is £7,800 (2014: £7,800) in respect of a personal guarantee, provided by the director, Sir H Angest, on behalf of Cherrydene UK Limited to secure the £2,600,000 (2014: £2,600,000) bank loan. At the balance sheet date £5,850 (2014: £5,850) was accrued in respect of this guarantee and is included within other creditors.

The group has taken advantage of the exemptions provided by Financial Reporting Standard for Smaller Entities (effective January 2015) not to disclose transactions where 100% of the voting rights are held within the group.

### 12 Control

The immediate and ultimate parent company is Flowgab Limited, a company incorporated in the Bahamas.

The ultimate controlling party is Sir H Angest.