

Company Registration No. 1674230 (England and Wales)

Zokora Limited
(formerly Chiltern Plc)

Directors' report and financial statements

For the year ended 31 March 2008

FRIDAY



A22

A9WTI6YU

30/01/2009

408

COMPANIES HOUSE

Zokora Limited

Company Information

Directors	A D Bischoff
Company number	1674230
Registered office	First Floor 86 Brook Street London W1K 5AY
Independent auditors	Deloitte LLP
Business address	Clinch's House Lord Street Douglas Isle of Man IM99 1RZ

Zokora Limited

Contents

	Page
Director's report	1 – 5
Independent auditors' report	6 – 7
Profit and loss account	8
Balance sheet	9
Notes to the financial statements	10 – 19

Zokora Limited (formerly Chiltern Plc)

Directors' report

For the year ended 31 March 2008

The directors present their report and financial statements for the year ended 31 March 2008.

Principal activities

The principal activity of the company is the provision of tax advice and related tax led professional services.

Results and dividends

The results for the year are set out on page 8. The directors declared and paid an interim dividend of £9,389,638 (2007: £266,801) and no final dividend has been proposed (2007:£nil).

Review of developments during the year

The company provided tax advisory and consultancy services through the first half of the year. However, on 12th October 2007, the company sold a substantial part of its tax advisory and consultancy business ("the Business") and certain assets of the business to a third party for cash.

Future developments

Zokora Limited has substantially reduced its level of trading but continues to provide tax advice and related services to a small group of retained clients, and as such will continue to have the support of the parent company Zokora Group Services Limited.

Zokora Limited (formerly Chiltern Plc)

Directors' report (continued) **For the year ended 31 March 2008**

Directors

The following directors have held office since 1 April 2007:

A D Bischoff	(Appointed 12 October 2007)
A Ward	(Appointed 12 October 2007, resigned 30 May 2008)
N A Eastaway	(Resigned 12 October 2007)
D N G Hughes	(Appointed 1 May 2007, resigned 12 October 2007)
D I Pert	(Appointed 1 May 2007, resigned 12 October 2007))
D A Porter	(Appointed 1 May 2007, resigned 12 October 2007))
G A Rigby	(Appointed 1 May 2007, resigned 12 October 2007))
P C Tallon	(Appointed 1 May 2007, resigned 12 October 2007))
M S R Welby	(Appointed 1 May 2007, resigned 12 October 2007))
R J H Williams	(Resigned 12 October 2007))
J M Willmott	(Resigned 12 October 2007)

Directors' interests

Until May 31, 2007, Mr Bischoff was beneficially interested in a minority interest in the share capital of Zokora Participations Limited, an intermediate parent company. Mr Bischoff sold his interest on May 31, 2007

Zokora Limited (formerly Chiltern Plc)

Directors' report (continued) For the year ended 31 March 2008

Directors' responsibilities

The directors are responsible for preparing the 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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;
- 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 to 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 the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Charitable Donations

During the year the company made charitable donations of £106 (2007: £2,180)

Policy on the payment of suppliers and credit risk

The company's policy in respect of payment of its suppliers is to agree terms of payment at or before entering into each transaction and to adhere to such terms, subject to satisfactory completion of the transaction concerned. The company had trade creditors at 31 March 2008 of £Nil as per note 15 (2007: £119,707).

The company continues to ensure that its exposure to credit risk is minimized by careful credit checking and other take on procedures of prospective customers as well as setting and monitoring credit limits for existing customers.

Zokora Limited (formerly Chiltern Plc)

Directors' report (continued) For the year ended 31 March 2008

Financial risk management objectives and policies

The company's activities exposed it to a number of financial risks including price risk, credit risk, cash flow risk and liquidity risk. The use of financial derivatives is governed by the group's policies approved by the board of directors, which provide written principles on the use of financial derivatives to manage these risks. The company does not use derivative financial instruments for speculative purposes.

Credit risk

The company's principal financial assets are bank balances and cash and trade and other receivables.

The company's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful debts. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The credit risk on liquid funds is limited because counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The company has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

Disabled employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the group continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible be identical to that of other employees.

Zokora Limited (formerly Chiltern Plc)

Directors' report (continued) For the year ended 31 March 2008

Auditors

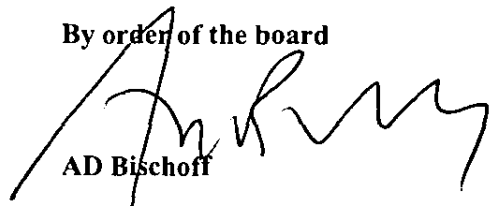
Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware;
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This information is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Deloitte LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

By order of the board


AD Bischoff

Dated

28 January 2009

Zokora Limited (formerly Chiltern Plc)

Independent Auditors' report To the members of Zokora Limited

We have audited the financial statements of Zokora Limited for the year ended 31 March 2008, which comprise the profit and loss account, the balance sheet and the related notes 1 to 22. 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 auditors' 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 financial statements in accordance with applicable law and United Kingdom 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 or material inconsistencies with the financial statements.

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.

Zokora Limited (formerly Chiltern Plc)

Independent Auditors' report To the members of Zokora Limited (continued)

Opinion

In our opinion:

- 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 31 March 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.

Deloitte LL

Deloitte LLP
Chartered Accountants and Registered Auditors
St Helier, Jersey

Date: *28 January 2009*

Zokora Limited (formerly Chiltern Plc)

Profit and loss account For the year ended 31 March 2008

		2008	2007
	Notes	£	£
Turnover	2	8,963,102	17,386,433
Administrative expenses	3	(13,007,856)	(16,728,514)
Operating (loss)/profit	4	(4,044,754)	657,919
Write off of investments		86,418	-
Profit on sale of business	7	16,986,225	-
Interest receivable and similar income	8	259,448	174,438
Interest payable and similar charges	9	(1,222)	(429,626)
Profit on ordinary activities before taxation		13,286,115	402,731
Tax on profit on ordinary activities	10	(4,013,649)	(113,876)
Profit on ordinary activities after tax	10	9,272,466	288,855

Zokora Limited (formerly Chiltern Plc)

Balance sheet As at 31 March 2008

	Notes	£	2008 £	£	2007 £
Fixed assets					
Intangible assets	11		-		123,333
Tangible assets	12		-		392,981
Investments	13		-		160
			-		516,474
Current assets					
Deferred tax asset	14	89,642		278	
Debtors	15	7,663,169		7,349,801	
Cash at bank and in hand		-		349,538	
		7,752,811		7,699,617	
Creditors: amounts falling due within one year					
	16	(3,707,029)		(7,877,236)	
Net current assets			4,045,782		(177,619)
Total assets less current liabilities			4,045,782		338,855
Capital and reserves					
Called up share capital	17		3,874,581		50,000
Profit and loss account			171,201		288,855
Shareholders' funds	18		4,045,782		338,855

The financial statements were approved by the board on

28 January 2009

A D Bischoff
Director

The notes on pages 9 to 18 form an integral part of these financial statements

Zokora Limited (formerly Chiltern Plc)

Notes to the financial statements For the year ended 31 March 2008

1 Accounting Policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Compliance with accounting standards

The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards (UK GAAP).

Zokora Limited is a wholly owned subsidiary of Zokora Group Services Limited a company registered in England and Wales. The company has taken advantage of the exemption in Financial Reporting Standard Number 1 "Cash Flow Statements" from producing a cash flow statement since a consolidated cash flow statement is included in the accounts of Zokora Group Services Limited's immediate holding undertaking, Zokora Participations UK Limited.

1.3 Consolidated accounts

The company does not prepare consolidated financial statements itself as it is a subsidiary of a parent incorporated in the European Union and the results of the company and its subsidiaries are consolidated into the financial statements of that company's immediate parent. Accordingly these financial statements present information about the company as an individual undertaking and not of its group.

1.4 Revenue recognition

In accordance with Application Note G to Financial Reporting Standard 5 "Reporting the Substance of Transactions" and UITF 40 "Revenue Recognition and Service Contracts", revenue is recognised at the point in time when the company has the right to receive payment for its services. Unbilled time is included in accrued income. Fees billed in advance are included in accruals and deferred income.

1.5 Operating leases

Operating lease rentals are charged to the profit and loss account in equal installments over the life of the lease.

1.6 Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation and provision for impairment. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life. The rates used are:

Servers and Software	20% to 33 1/3 % straight line basis
Motor Vehicles	25% straight line basis
Office equipment	4% to 25% straight line basis

1.7 Intangible fixed assets

Intangible fixed assets are stated at cost, net of amortisation and any provision for impairment. Amortisation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life. Publishing rights are being amortised over three years.

1.8 Investments

Investments are stated at cost. Provision is made for impairment in value.

Zokora Limited (formerly Chiltern Plc)

Notes to the financial statements (continued) **For the year ended 31 March 2008**

1.9 Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

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.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, 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 is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

1.10 Foreign currencies

The company's accounting records are maintained in Pounds Sterling.

Transactions in other currencies are converted at the rate ruling at the date of the transaction. Current assets and liabilities are converted at the rate of exchange ruling at the balance sheet date. Any material gains and losses resulting from the conversion are taken to the profit and loss account.

1.11 Contributions to pension funds

The holding company operates a defined contribution pension scheme for the benefit of certain employees. The assets of the scheme are administered by trustees in funds independent from those of the company. For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

1.12 Interest receivable

Interest receivable is accounted for on an accrual basis, it comprises of interest on bank balances held, and interest on intercompany loans.

2 Turnover

The total turnover of the company for the year has been derived from its principal activities wholly undertaken in the United Kingdom.

3 Administrative expenses

The administrative expenses include recharges due to the holding company in respect of services provided to the company.

Zokora Limited (formerly Chiltern Plc)

Notes to the financial statements (continued) For the year ended 31 March 2008

4	Operating profit	2008 £	2007 £
	<i>Operating profit is stated after charging:</i>		
	Amortisation	-	61,667
	Depreciation	251,401	93,017
	Overhead charges from other group companies	-	3,198,744

The auditors' remuneration of £25,640 (2007: £21,365) is borne by the holding company, Zokora Group Services Limited.

5	Staff costs	2008 £	2007 £
	<i>Staff costs including directors:</i>		
	Wages and salaries	7,510,884	9,252,838
	Social security costs	950,808	861,122
	Pension costs	166,290	255,939
		<u>8,627,982</u>	<u>10,369,899</u>

The average number of employees during the year was 77 (2007: 97).

Director's remuneration included above	<u>1,755,000</u>	<u>784,566</u>
--	------------------	----------------

Two (2007: five) of the directors who served during the year, were also directors of the holding company Zokora Group Services Limited during the year, and received total emoluments of £190,998 (2007: £903,461). It is not practical to allocate this between their services as directors of Zokora Group Services Limited and their services as directors of Zokora Limited.

Included in the figure for Director's remuneration for 2008 are termination benefits of £625,000 relating to two of the Directors.

	2008 £	2007 £
Highest paid director:		
Remuneration	114,583	534,066
Termination benefits	375,000	-
Contributions to defined contribution pension schemes	206	4,832
	<u>489,790</u>	<u>538,898</u>

6	Pension costs	2008 £	2007 £
	Defined contribution		
	Contributions payable by the company for the year	<u>166,290</u>	<u>255,939</u>

There was no accrual or prepayment outstanding at 31 March 2008 (2007: £nil).

Zokora Limited (formerly Chiltern Plc)

Notes to the financial statements (continued) For the year ended 31 March 2008

	2008	2007
	£	£
7 Profit on disposal of investment		
Proceeds on sale of tax business	23,708,144	-
Costs on sale	(6,731,897)	-
Interest	9,978	-
	<u>16,986,225</u>	<u>-</u>
8 Interest receivable and similar income	2008	2007
	£	£
Intercompany interest receivable	255,503	9,185
Other interest	3,945	165,253
	<u>259,448</u>	<u>174,438</u>
9 Interest payable and similar charges	2008	2007
	£	£
Bank interest payable	1,142	191
Other Interest	80	-
Intercompany interest payable	-	429,435
	<u>1,222</u>	<u>429,626</u>
10 Tax on profit on ordinary activities	2008	2007
	£	£
Current Taxation		
United Kingdom		
Corporation tax at 30% (2007: 30%)	4,103,291	-
Underprovision on prior periods	-	-
Total Current Tax	<u>4,103,291</u>	<u>-</u>
Capital allowances in excess of depreciation	(89,642)	10,294
Reversal of short term timing differences	-	103,582
Total Deferred Tax	<u>(89,642))</u>	<u>113,876</u>
Total tax on profit on ordinary activities	<u>4,013,649</u>	<u>113,876</u>

Zokora Limited (formerly Chiltern Plc)

Notes to the financial statements (continued) For the year ended 31 March 2008

10 Tax on profit on ordinary activities (continued)

The difference between the tax on ordinary activities at the corporation tax rate of 30% (2007: 30%) ruling in the UK and the actual current tax shown above is explained below:

	2008	2007
	£	£
Profit on ordinary activities before taxation	13,286,115	402,731
Tax on profit on ordinary activities at standard rate 30%	3,985,835	120,819
<i>Factors affecting tax charge for the year:</i>		19,102
Disallowable expenses	21,826	(10,294)
Capital allowances in excess of depreciation	95,630	(107,412)
Utilisation of losses brought forward	-	-
Reversal of short term timing differences	-	(22,215)
(Claimed)/ for group relief	-	-
Current tax charge	4,103,291	-

Zokora Limited (formerly Chiltern Plc)

Notes to the financial statements (continued) For the year ended 31 March 2008

11 Intangible assets

	<i>Publishing Rights £</i>	<i>Total £</i>
<i>Cost</i>		
At 1 April 2007	185,000	185,000
Write off	(185,000)	(185,000)
At 31 March 2008	-	-
<i>Amortisation</i>		
At 1 April 2007	61,667	61,667
Write off	(61,667)	(61,667)
At 31 March 2008	-	-
<i>Net Book Value</i>		
At 31 March 2008	-	-
At 31 March 2007	123,333	123,333

Zokora Limited (formerly Chiltern Plc)

Notes to the financial statements (continued) For the year ended 31 March 2008

12 Tangible assets

	<i>Servers & Software £</i>	<i>Office equipment & Furniture £</i>	<i>Motor Vehicles £</i>	<i>Total £</i>
<i>Cost</i>				
At 1 April 2007	252,067	250,036	51,836	553,939
Additions	68,744	6,073	-	74,817
Impairment loss	(320,811)	(256,109)	(51,836)	(628,756)
At 31 March 2008	-	-	-	-
<i>Depreciation</i>				
At 1 April 2007	58,774	96,829	5,355	160,958
Charge	156,529	84,164	10,708	251,401
Impairment loss	(215,303)	(180,993)	(16,063)	(412,359)
At 31 March 2008	-	-	-	-
<i>Net Book Value</i>	-	-	-	-
At 31 March 2008	-	-	-	-
At 31 March 2007	193,293	153,207	46,481	392,981

Zokora Limited (formerly Chiltern Plc)

Notes to the financial statements (continued) For the year ended 31 March 2008

13	Investments	2008	2007
	Unquoted shares at cost	£	£
	At 1 April	-	148
	Subsidiaries at cost		
	At 31 March	-	12
	Total NBV	-	160
14	Deferred tax asset	2008	2007
		£	£
	Depreciation in excess of capital allowances	89,642	-
	Trading losses carried forward	-	-
		<u>89,642</u>	<u>-</u>
15	Debtors	2008	2007
		£	£
	Trade debtors	828,103	5,390,628
	Amounts owed by group undertakings	5,458,939	123,938
	Amounts owed by related parties	-	47,258
	Other debtors	1,099,566	1,515
	Prepayments and accrued income	233,340	1,786,462
	Other taxes payable	43,221	-
		<u>7,663,169</u>	<u>7,349,801</u>
	Amounts owed by group undertakings are unsecured, interest free and repayable on demand		
16	Creditors: amounts falling due within one year	2008	2007
		£	£
	Trade creditors	-	119,707
	Amounts owed to related parties	-	580,722
	Amounts owed to group undertakings	-	4,717,913
	Other Creditors	1,122,091	-
	Accruals and deferred income	855,594	1,536,654
	Other taxes payable	-	922,240
	Bank overdraft	26,053	-
	Corporation tax payable	1,703,291	-
		<u>3,707,029</u>	<u>7,877,236</u>

Zokora Limited (formerly Chiltern Plc)

Notes to the financial statements (continued) For the year ended 31 March 2008

17	Share capital	2008	2007
		£	£
	Authorised		
	3,874,581 Ordinary shares of £1 each (2007: £50,000)	<u>3,874,581</u>	<u>50,000</u>
	Allotted, called up and fully paid		
	3,874,581 Ordinary shares of £1 each (2007: £50,000)	<u>3,874,581</u>	<u>50,000</u>
18	Reconciliation of Shareholders' Funds	2008	2007
		£	£
	Profit for the year	9,272,466	288,855
	Dividends paid	<u>(9,389,638)</u>	<u>(266,801)</u>
	Net addition to shareholders' funds	(117,172)	22,054
	Increase in share capital	<u>3,824,099</u>	<u>-</u>
	Opening shareholders' funds	<u>338,855</u>	<u>316,801</u>
	Closing shareholders' funds	<u>4,045,782</u>	<u>338,855</u>

19 Financial commitments – Leases

Rent on the company's offices was borne by the holding company, Zokora Group Services Limited and recharged to the company by way of management recharges.

20 Related party transactions

The company has taken advantage of the exemption under Financial Reporting Standard Number 8 "Related Party Disclosures" not to disclose certain intra-group related party transactions.

The company entered into transactions to buy and sell the services of staff with MRI Moores Rowland LLP, a firm of chartered accountants, in which none (2007: one) of the directors was a member. The company purchased staff time amounting to £45,684 (2007: £325,288) and sold staff time amounting to £35,267 (2007: £1,264,341) during the year. These amounts represent an arms length price based upon standard charge out rates. The amount owed by the company to the firm at 31 March 2008 was £Nil (2007: £571,226).

Zokora Limited (formerly Chiltern Plc)

Notes to the financial statements (continued) For the year ended 31 March 2008

The company entered into transactions to buy and sell the services of staff with NLP Financial Management Limited, a financial advisory company, a subsidiary of Zokora Group Services Limited, the immediate holding company. The company purchased staff time amounting to £3,055 (2007: £11,150) and sold staff time amounting to £3,878 (2007: £6,346) during the year. These amounts represent an arms length price based upon standard charge out rates. The amount included in creditors at 31 March 2008 was £Nil (2007: £100,186).

21 Parent companies

During the year Chiltern Group Services Public Limited Company, the immediate holding company, changed its name to Zokora Group Services Limited.

Zokora Group Services Limited a company registered in England and Wales, is the immediate controlling party. Zokora Participations UK Limited (formerly Chiltern Participations UK Limited) is the parent company of the smallest and largest group to consolidate the accounts of the company. Copies of the consolidated accounts of the company are available from the Registrar of Companies.

The directors consider CPL Holding Limited, a company incorporated in Jersey, to be the ultimate parent undertaking.

The company's ultimate controlling parties are the Trustees of the Habib Settlement.

22 Post balance sheet events

On 16th December 2008 the company entered into a Solvency Statement Procedure whereby the Company reduced its share capital by £3,500,000 by the cancellation of 3,500,000 Ordinary Shares of £1 each and the nominal value of the shares so cancelled were returned to the Company's sole shareholder.