

STRATEGIC REPORT,
REPORT OF THE DIRECTOR AND
AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014
FOR
MSL BUSINESS GROUP LTD

CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014

	Page
Company Information	1
Strategic Report	2
Report of the Director	3
Report of the Independent Auditors	4
Profit and Loss Account	5
Balance Sheet	6
Notes to the Financial Statements	7 to 10

MSL BUSINESS GROUP LTD
COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2014

DIRECTOR: N D Garner

SECRETARY: N D Garner

REGISTERED OFFICE: No 1 Lakeside
Cheadle Royal Business Park
Cheadle
Cheshire
SK8 3GW

REGISTERED NUMBER: 02410966 (England and Wales)

AUDITORS: Allens Accountants Limited
Statutory Auditor and
Chartered Accountants
123 Wellington Road South
Stockport
Cheshire
SK1 3TH

STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2014

The director presents his strategic report for the year ended 31 December 2014.

REVIEW OF BUSINESS

The company remains as a holding company, receiving dividends from its subsidiary undertakings.

ON BEHALF OF THE BOARD:

N D Garner - Director

27 April 2015

REPORT OF THE DIRECTOR
FOR THE YEAR ENDED 31 DECEMBER 2014

The director presents his report with the financial statements of the company for the year ended 31 December 2014.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a holding company.

DIVIDENDS

The total distribution of dividends for the year ended 31 December 2014 will be £69,415

DIRECTOR

N D Garner held office during the whole of the period from 1 January 2014 to the date of this report.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Report of the Director and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to:

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

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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 AUDITORS

So far as the director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Allens Accountants Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

N D Garner - Director

27 April 2015

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
MSL BUSINESS GROUP LTD

We have audited the financial statements of MSL Business Group Ltd for the year ended 31 December 2014 on pages five to ten. 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 a Report of the Auditors 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 director and auditors

As explained more fully in the Statement of Director's Responsibilities set out on page three, the director is 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Report of the Director to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 2014 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 Strategic Report and the Report of the Director for the financial year for which the financial statements are prepared is consistent with the financial statements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
MSL BUSINESS GROUP LTD

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Paul Wright (Senior Statutory Auditor)
for and on behalf of Allens Accountants Limited
Statutory Auditor and
Chartered Accountants
123 Wellington Road South
Stockport
Cheshire
SK1 3TH

27 April 2015

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2014

	Notes	31/12/14 £	31/12/13 £
TURNOVER		-	-
Administrative expenses		-	(102)
OPERATING PROFIT	3	-	102
Loan release	4	20,246	-
		<u>20,246</u>	<u>102</u>
Income from shares in group undertakings		69,415	1,485,563
		<u>89,661</u>	<u>1,485,665</u>
Amounts written off investments	5	-	2
		<u>89,661</u>	<u>1,485,663</u>
Interest payable and similar charges	6	-	19,199
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		89,661	1,466,464
Tax on profit on ordinary activities	7	-	-
PROFIT FOR THE FINANCIAL YEAR		89,661	1,466,464
Retained profit brought forward		220,290	239,389
		<u>309,951</u>	<u>1,705,853</u>
Dividends	8	(69,415)	(1,485,563)
RETAINED PROFIT CARRIED FORWARD		240,536	220,290

CONTINUING OPERATIONS

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

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

BALANCE SHEET
31 DECEMBER 2014

	Notes	31/12/14 £	£	31/12/13 £	£
FIXED ASSETS					
Investments	9		2,984,950		2,984,950
CREDITORS					
Amounts falling due within one year	10	<u>1,000,000</u>		<u>779,572</u>	
NET CURRENT LIABILITIES			<u>(1,000,000)</u>		<u>(779,572)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			1,984,950		2,205,378
CREDITORS					
Amounts falling due after more than one year	11		<u>1,694,414</u>		<u>1,935,088</u>
NET ASSETS			<u>290,536</u>		<u>270,290</u>
CAPITAL AND RESERVES					
Called up share capital	13		50,000		50,000
Profit and loss account			<u>240,536</u>		<u>220,290</u>
SHAREHOLDERS' FUNDS	17		<u>290,536</u>		<u>270,290</u>

The financial statements were approved by the director on 27 April 2015 and were signed by:

N D Garner - Director

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards.

Preparation of consolidated financial statements

The financial statements contain information about MSL Business Group Ltd as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Arete Commercial Holdings limited, a company registered in England and Wales.

Financial Reporting Standard number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the parent company includes the subsidiary in its published financial statements.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Investments

Fixed asset investments are stated at cost less provision for impairment.

2. STAFF COSTS

There were no staff costs for the year ended 31 December 2014 nor for the year ended 31 December 2013.

3. OPERATING PROFIT

The operating profit is stated after charging:

	31/12/14 £	31/12/13 £
Directors' remuneration	_____ -	_____ -

4. EXCEPTIONAL ITEMS

The company's accounting policy is that costs or gains are treated as exceptional costs or gains where they are associated with normal activities but are of a non-recurring nature and/or an exceptional magnitude that if they were not shown separately, the accounts would not present a true and fair view.

Loan notes release

During the year loan notes totalling £20,246 due to Financial & Legal Group Ltd were written off. In the year the company had repaid £1,914,842 of the loan notes outstanding at the start of the year, but the remaining balance of £20,246 has been agreed as no longer falling due for repayment.

5. AMOUNTS WRITTEN OFF INVESTMENTS

	31/12/14 £	31/12/13 £
Investment impairment charge	_____ -	_____ 2

Last year Focus Hire Limited, a subsidiary of the Company, was voluntarily dissolved. Consequently the value of the investment in this subsidiary has been reduced to £ Nil.

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2014**

6. INTEREST PAYABLE AND SIMILAR CHARGES

	31/12/14	31/12/13
	£	£
Financial & Legal Group Ltd loan interest	<u>-</u>	<u>19,199</u>

7. TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2014 nor for the year ended 31 December 2013.

8. DIVIDENDS

	31/12/14	31/12/13
	£	£
Ordinary shares of £1 each		
Interim	<u>69,415</u>	<u>1,485,563</u>

9. FIXED ASSET INVESTMENTS

	Shares in group undertakings £
COST	
At 1 January 2014	
and 31 December 2014	<u>2,984,950</u>
NET BOOK VALUE	
At 31 December 2014	<u>2,984,950</u>
At 31 December 2013	<u>2,984,950</u>

The company's investments at the Balance Sheet date in the share capital of companies include the following:

MSL Vehicle Rental Limited

Nature of business: Vehicle hire

	% holding	31/12/14	31/12/13
		£	£
Class of shares:			
Ordinary	100.00		
Aggregate capital and reserves		<u>2,007,725</u>	<u>1,621,741</u>
Profit for the year		<u>455,399</u>	<u>264,575</u>

Direct shareholding.

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2014**

9. FIXED ASSET INVESTMENTS - continued

MSL Legal Expenses Limited

Nature of business: Motorist legal services

	%	31/12/14	31/12/13
	holding	£	£
Class of shares:			
Ordinary	100.00		
Aggregate capital and reserves		1,085,919	910,301
Profit for the year		175,618	631,748

Direct shareholding.

Opsium Ltd (previously MSL Legal Services Ltd)

Nature of business: Employment legal services

	%
	holding
Class of shares:	
Ordinary	100.00

Ownership of this entity was transferred during 2014 from MSL Legal Expenses Ltd to the group's ultimate holding company, Arete Commercial Holdings Ltd.

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31/12/14	31/12/13
	£	£
Amounts owed to group undertakings	1,000,000	779,572

11. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31/12/14	31/12/13
	£	£
Debentures (see note 12)	-	1,935,088
Amounts owed to group undertakings	1,694,414	-
	1,694,414	1,935,088

The loan notes, issued in consideration for the acquisition of all subsidiary companies then held by Financial and Legal Group Limited, were fully settled in the year. No interest was charged on the loan notes in the year of repayment.

12. LOANS

An analysis of the maturity of loans is given below:

	31/12/14	31/12/13
	£	£
Amounts falling due in more than five years:		
Repayable otherwise than by instalments		
Financial & Legal Group Limited loan notes	-	1,935,088

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2014

13. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31/12/14 £	31/12/13 £
50,000	Ordinary	£1	<u>50,000</u>	<u>50,000</u>

14. ULTIMATE PARENT COMPANY

The company's immediate parent company is The Shareholding Company Limited, a company incorporated and registered in England and Wales.

The largest group in which the results are consolidated is that headed by its ultimate holding company, Arete Commercial Holdings Limited, incorporated and registered in England and Wales.

15. RELATED PARTY DISCLOSURES

Financial & Legal Group Ltd

A company controlled by the parent company director D Garner

Loan interest of £Nil (2013 £19,199) was paid to Financial & Legal Group in the year.

	31/12/14 £	31/12/13 £
Amount due to related party at the balance sheet date	<u>-</u>	<u>1,935,088</u>

16. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is N D Garner.

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31/12/14 £	31/12/13 £
Profit for the financial year	89,661	1,466,464
Dividends	<u>(69,415)</u>	<u>(1,485,563)</u>
Net addition/(reduction) to shareholders' funds	20,246	(19,099)
Opening shareholders' funds	<u>270,290</u>	<u>289,389</u>
Closing shareholders' funds	<u>290,536</u>	<u>270,290</u>

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.