

Company Registration No. 2446925

Spring Gardens II Limited

Report and Financial Statements

31 December 2013



Spring Gardens II Limited

Report and Financial Statements 2013

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Spring Gardens II Limited

Directors' Report

The Directors present their annual report and the audited financial statements for the year ended 31 December 2013

This Directors' Report has been prepared in accordance with the special provisions relating to small companies under section 415a of the Companies Act 2006

The Company has also taken advantage of the small companies' exemption from preparing a Strategic Report

Principal activities

The principal activity of the business is to invest in commercial property and facilitate such investments. The Directors are actively seeking opportunities for investment.

Review of the business

The results for the year are shown on page 6. The Directors expect the principal activity of the Company to remain unchanged for the foreseeable future.

The financial statements have been prepared on a going concern basis as described in note 1.2

Dividends

The Company did not pay any dividends for the year ended 31 December 2013 (2012: £nil)

Directors

The Directors of the Company during the year and subsequent changes were as follows:

Mr E H Klotz
Mr A G P Millet
Mr J H Whiteley
Mr R J S Tice (resigned 14 February 2014)
Mr S L Wigzell (appointed 14 February 2014)

Qualifying third-party indemnity provisions (as defined in section 234 of the Companies Act 2006) are in force for the benefit of the Directors who held office in 2013.

Auditor

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

- so far as he is aware, there is no relevant audit information of which the Company's auditor is 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 auditor is aware of that information.

Spring Gardens II Limited

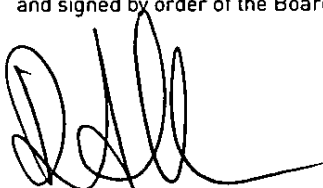
Directors' Report (continued)

Auditor (continued)

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006

Pursuant to section 386 Companies Act 1985, an Elective Resolution was passed on 9 October 2002 dispensing with the requirement to appoint auditors annually. In accordance with that Elective Resolution and paragraph 45(2), Schedule 3 of the Companies Act 2006 (Commencement No 3 Consequential Amendments, Transitional Provisions and Savings) Order 2007 Deloitte LLP is deemed to continue as auditor of the Company

Approved by the Board of Directors
and signed by order of the Board

A handwritten signature in black ink, appearing to be 'D F Fuller', written over a horizontal line.

Mr D F Fuller
Secretary

21 May 2014

Registered office
86 Bondway
London
SW8 1SF

Spring Gardens II Limited

Directors' Responsibilities Statement

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). 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 estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures 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 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 to 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 Spring Gardens II Limited

We have audited the financial statements of Spring Gardens II Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 11. 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 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 explained more fully in the Directors' Responsibilities Statement, 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 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 directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report 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 the 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 2013 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 matters prescribed in 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.

Independent Auditor's Report to the members of Spring Gardens II Limited (continued)

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 take advantage of the small companies exemption in preparing the Directors' Report, or
- the Directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report



Mark Beddy FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom
21 May 2014

Spring Gardens II Limited

Profit and Loss Account Year ended 31 December 2013

	Notes	2013 £	2012 £
Administrative expenses		(1,849)	(1,837)
Operating loss		(1,849)	(1,837)
Loss on sale of investments	6	(880)	-
Interest receivable and similar income	3	338,029	349,902
Profit on ordinary activities before taxation	4	335,300	348,065
Tax on profit on ordinary activities	5	(77,957)	-
Profit for the financial year	10	257,343	348,065

The Company has no other recognised gains or losses other than those reported in the Profit and Loss Account

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents

All items included in the Profit and Loss Account are part of continuing operations

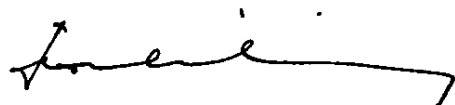
Spring Gardens II Limited

Balance Sheet 31 December 2013

	Notes	2013 £	2012 £
Fixed assets			
Investments	6	8 933	9,837
Current assets			
Cash at bank and in hand		1	-
Debtors due within one year	7	5,355 398	5 368,554
Debtors due after one year	7	1,626 162	1 276 803
		6,981,561	6 645 357
Creditors amounts falling due within one year	8	(269,013)	(191 056)
Net current assets		6,712,548	6,454,301
Net assets		6 721 481	6,464,138
Capital and reserves			
Called up share capital	9	5,505,000	5 505,000
Share premium account	10	4 995,000	4,995 000
Profit and Loss Account	10	(3 778 519)	(4,035,862)
Shareholders' funds		6,721 481	6 464,138

The financial statements of Spring Gardens II Limited (registered number 2446925) were approved by the Board of Directors on 21 May 2014

Signed on behalf of the Board of Directors



Mr J H Whiteley
Director

Spring Gardens II Limited

Notes to the Financial Statements 31 December 2013

1 Significant accounting policies

The principal accounting policies are summarised below. They have been applied consistently throughout the year and the preceding year.

1.1 Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. The Company has taken advantage of the exemption in Financial Reporting Standard No. 1 not to prepare a cash flow statement as one has been prepared for the Group. The Company is a wholly-owned subsidiary of CLS Holdings plc and has taken advantage of the exemption in Financial Reporting Standard No. 8 not to detail transactions with fellow Group undertakings as the financial statements of CLS Holdings plc are publicly available.

1.2 Going concern

The Company's business activities and review of the business are set out in the Directors' Report.

The Directors have reviewed the current and projected financial position of the Company making reasonable assumptions about future income streams and cost base. The Company has net assets which will continue to generate positive cash flows going forward.

On the basis of this review the Directors have concluded that the Company has the ability to meet all external liabilities as they fall due over the course of the twelve months from the date of these financial statements. Accordingly the Directors continue to adopt the going concern basis in preparing the annual report and financial statements.

1.3 Fixed asset investments

Investments held as fixed assets are stated at cost. A provision is made for any permanent diminution in value.

1.4 Taxation

Corporation tax is provided on taxable profits at the current rate.

Deferred tax is recognised in respect of all timing differences which have originated but not reversed at the balance sheet date where transactions or events which 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.

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 reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis, at the average tax rates which are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws which have been enacted or substantively enacted at the Balance Sheet date.

Spring Gardens II Limited

Notes to the Financial Statements 31 December 2013

2 Directors' emoluments and employee information

None of the Directors received any remuneration during the year in respect of services as Directors to the Company (2012: £nil). The emoluments of the Directors of the Company who are also directors of CLS Holdings plc are disclosed in that company's financial statements in respect of their services to the Group as a whole.

The Company had no employees during the year (2012: none).

3 Interest receivable and similar income

	2013	2012
	£	£
Other interest income	556	544
On loans to group undertakings	337,473	349,358
	<u>338,029</u>	<u>349,902</u>

4 Profit on ordinary activities before taxation

	2013	2012
	£	£
This is stated after charging		
Fees payable to the Company's auditor for the audit of the		
Company's financial statements	<u>600</u>	<u>600</u>

5. Tax on profit on ordinary activities

	2013	2012
	£	£
Current tax	<u>77,957</u>	<u>-</u>

The rate of corporation tax for the financial year beginning 1 April 2012 was 24%. This fell to 23% on 1 April 2013 and the weighted corporation tax rate for the year ended 31 December 2013 was therefore 23.25%. Deferred tax has been calculated at a rate of 20% being the rate applicable from 1 April 2015 under legislation substantially enacted at the balance sheet date.

The differences between the total current tax and the amount calculated by applying the standard rate of UK corporation tax to the profit on ordinary activities before tax is as follows:

Spring Gardens II Limited

Notes to the Financial Statements 31 December 2013

5 Tax on profit on ordinary activities (continued)

	2013 £	2012 £
Profit on ordinary activities before tax	335,300	348 065
Profit on ordinary activities before taxation multiplied by the standard rate of UK corporation tax of 23.25% (2012 24.5%)	77,957	85 276
Factors affecting charge		
Losses claimed by group/consortium relief for nil payment and differences between capital allowances and depreciation	-	(85 276)
Current tax charge for the year	77,957	-

6. Investments

	Gilts £
At 1 January 2013	9 837
Additions	4 012
Disposals	(4,916)
At 31 December 2013	8,933

The investments comprise gilts, which were purchased at a cost of £8,933 (2012 £9,837) and had a market value at 31 December 2013 of £8,417 (2012 £8 985)

Gilts with a cost of £4,916 (2012 £nil) were redeemed during the year and a loss on disposal of £880 (2012 £nil) realised in the Profit and Loss Account for the year ended 31 December 2013

Spring Gardens II Limited

Notes to the Financial Statements 31 December 2013

7 Debtors due within one year

	2013 £	2012 £
Prepayments and accrued income	132	93
Amounts due from group undertakings	5,355,266	5,368,461
	<u>5,355,398</u>	<u>5,368,554</u>

Debtors due after one year

	2013 £	2012 £
Amounts due from group undertakings	<u>1,626,162</u>	<u>1,276,803</u>

8 Creditors amounts falling due within one year

	2013 £	2012 £
Corporation tax	77,957	-
Other creditors	191,056	191,056
	<u>269,013</u>	<u>191,056</u>

9 Called up share capital

	2013 £	2012 £
Authorised, allotted, called up and fully paid		
Ordinary shares of £1 each	<u>5,505,000</u>	<u>5,505,000</u>

Spring Gardens II Limited

Notes to the Financial Statements 31 December 2013

10 Combined statement of reserves and reconciliation of movement in shareholders' funds

	Share capital	Share premium account	Profit and loss account	2013 Total	2012 Total
	£	£	£	£	£
At 1 January	5 505,000	4,995,000	(4 035,862)	6 464 138	6,116,073
Profit for the year	-	-	257,343	257 343	348,065
At 31 December	<u>5,505,000</u>	<u>4,995,000</u>	<u>(3 778 519)</u>	<u>6,721,481</u>	<u>6 464,138</u>

11 Parent undertaking

The Directors consider that the immediate and ultimate parent undertaking and controlling party is CLS Holdings plc which is incorporated in Great Britain. The financial statements of the Company are consolidated into the CLS Holdings plc group accounts for the year ended 31 December 2013, these accounts are the largest and only group into which the Company is consolidated. Copies of the these financial statements are publicly available and may be obtained from The Secretary, CLS Holdings plc, 86 Bondway, London SW8 1SF.