

COMPANY REGISTRATION NUMBER 02558280

V.G. CLEMENTS LIMITED
FINANCIAL STATEMENTS
31ST DECEMBER 2014

THURSDAY



A4ASWTMY

A22

02/07/2015

#18

COMPANIES HOUSE

ABBOT^s
Chartered Certified Accountants & Statutory Auditor
Printing House
66 Lower Road
Harrow
HA2 0DH

V.G. CLEMENTS LIMITED
FINANCIAL STATEMENTS
YEAR ENDED 31ST DECEMBER 2014

CONTENTS	PAGE
Strategic report	1
Directors' report	3
Independent auditor's report to the shareholders	5
Profit and loss account	7
Balance sheet	8
Cash flow statement	9
Notes to the financial statements	10
The following pages do not form part of the financial statements	
Detailed profit and loss account	19
Notes to the detailed profit and loss account	20

V.G. CLEMENTS LIMITED
STRATEGIC REPORT
YEAR ENDED 31ST DECEMBER 2014

REVIEW OF THE BUSINESS

The principal activity of the company during the year under review was that of providing specialist labour solutions and tailored packages to the railway networks and construction industry.

Results and performance

The company has managed to maintain a gross profit margin of 18% which is at the same level as December 2013. The company has continued to grow over the last five years which supports the increase in turnover of 17% from December 2013. We are able to report a level of net profit for the year of £504,786 which is an increase of 30% from December 2013. This has been achieved by maintaining overhead costs at a consistent level when measured against turnover in December 2013 and 2014.

The results for the year are set out on page 7.

Highlights and Key Performance Indicators (KPI's):

- Controlled increase in turnover to £15.1m by 17% (2013 - £12.9m)
- Gross profit increased by 18% to £2.7m
- Net profit increased by 30% to £504,786 (2013 - £386,956)
- A sustained level of net assets

Business environment

The market the company operates in is very tightly controlled, both in terms of cost and health and safety. The company is acutely aware of both of these issues.

The directors consider the company's position at 31st December 2014 to be consistent with its expectations, with its year on year growth and are forecasting a continued improvement over the coming twelve months.

Strategy and future developments

The company continues to seek to develop new strategies in an attempt to increase market share. The company aims to do this through continued marketing and improved training. The reinvestment of this year's profit has further strengthened the balance sheet which continues to provide a stable platform for the company to compete in the current trading environment.

The focus of the Board is to ensure that all the resources necessary to provide our customers with high quality service are available to establish long lasting partnerships with our clients. We aim to maintain a good project delivery experience, an excellent safety record, a dedicated project management team, a positive attitude to new solutions and cost efficiencies and a tailored strategy for each project.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and the accounts.

V.G. CLEMENTS LIMITED

STRATEGIC REPORT *(continued)*

YEAR ENDED 31ST DECEMBER 2014

PRINCIPAL RISKS AND UNCERTAINTIES

The process of risk acceptance and risk management is addressed through a framework of policies, procedures and internal controls. All policies are subject to Board approval and ongoing review by management. Compliance with regulation, legal and ethical standards is a priority for the company.

The principal risks arise from inaccurate pricing and inadequate management of projects.

Details of financial risks are discussed in the Directors Report.

Signed on behalf of the directors


.....

MR. M. J. FITZPATRICK
Chairman

Approved by the directors on 12th June 2015

V.G. CLEMENTS LIMITED
DIRECTORS' REPORT
YEAR ENDED 31ST DECEMBER 2014

The directors present their report and the financial statements of the company for the year ended 31st December 2014.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £504,786. Particulars of dividends paid are detailed in note 7 to the financial statements.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company's principal financial instruments comprise bank balances, trade creditors and trade debtors. The main purpose of these instruments is to raise funds and to finance the company's operations.

Due to the nature of the financial instruments used by the company there is no exposure to price risk. The company's approach to managing other risks applicable to the financial instruments concerned is detailed below.

In respect of bank balances the liquidity risk is managed by maintaining a positive cash balance and making use of money market facilities where excess funds are available.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits.

Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

DIRECTORS

The directors who served the company during the year were as follows:

Mrs. C. M. Pryce
Mr. A. Roffey
Mr. L. R. McKidd
Mr. J. Kriel
Mr. M. J. Fitzpatrick

Mr. J. Kriel was appointed as a director on 21st July 2014.

Mr. A. Roffey retired as a director on 6th August 2014.

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, 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 year.

In preparing these financial statements, the directors are required to:

V.G. CLEMENTS LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 31ST DECEMBER 2014

- 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.

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

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

Registered office:
Cardinal House
Bury Street
Ruislip
HA4 7GD

Signed on behalf of the directors


MR. M. J. FITZPATRICK
Chairman

Approved by the directors on 12th June 2015

V.G. CLEMENTS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF V.G. CLEMENTS LIMITED

YEAR ENDED 31ST DECEMBER 2014

We have audited the financial statements of V.G. Clements Limited for the year ended 31st December 2014 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement and the related notes. 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 shareholders, 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 shareholders 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 shareholders 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 set out on pages 3 to 4, 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 FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31st 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.

V.G. CLEMENTS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF V.G. CLEMENTS LIMITED (continued)

YEAR ENDED 31ST DECEMBER 2014

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Strategic Report and 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 in preparing the directors' report.

Printing House
66 Lower Road
Harrow
HA2 0DH

12th June 2015

.....
GARY REDMOND TILL
(Senior Statutory Auditor)
For and on behalf of
ABBOTS
Chartered Certified Accountants
& Statutory Auditor

V.G. CLEMENTS LIMITED
PROFIT AND LOSS ACCOUNT
YEAR ENDED 31ST DECEMBER 2014

	Note	2014 £	2013 £
TURNOVER	2	15,158,518	12,912,108
Cost of sales		12,445,650	10,596,255
GROSS PROFIT		<u>2,712,868</u>	<u>2,315,853</u>
Administrative expenses		2,040,643	1,775,516
OPERATING PROFIT	3	<u>672,225</u>	<u>540,337</u>
Interest receivable and similar income		780	809
Interest payable and similar charges	5	(9,833)	(17,943)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>663,172</u>	<u>523,203</u>
Tax on profit on ordinary activities	6	158,386	136,247
PROFIT FOR THE FINANCIAL YEAR		<u><u>504,786</u></u>	<u><u>386,956</u></u>

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 10 to 17 form part of these financial statements.

V.G. CLEMENTS LIMITED

BALANCE SHEET

31ST DECEMBER 2014

	Note	2014 £	2013 £
FIXED ASSETS			
Tangible assets	8	7,827	8,697
CURRENT ASSETS			
Debtors	9	4,206,002	5,554,761
Cash at bank and in hand		1,027,995	85,565
		<u>5,233,997</u>	<u>5,640,326</u>
CREDITORS: Amounts falling due within one year	10	<u>2,548,089</u>	<u>2,965,086</u>
NET CURRENT ASSETS		<u>2,685,908</u>	<u>2,675,240</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>2,693,735</u>	<u>2,683,937</u>
PROVISIONS FOR LIABILITIES			
Deferred taxation	11	546	534
		<u>2,693,189</u>	<u>2,683,403</u>
CAPITAL AND RESERVES			
Called-up equity share capital	14	1,000	1,000
Profit and loss account	15	2,692,189	2,682,403
SHAREHOLDERS' FUNDS	16	<u>2,693,189</u>	<u>2,683,403</u>

These accounts were approved by the directors and authorised for issue on 12th June 2015, and are signed on their behalf by:


MR. M. J. FITZPATRICK

Company Registration Number: 02558280

The notes on pages 10 to 17 form part of these financial statements.

V.G. CLEMENTS LIMITED
CASH FLOW STATEMENT
YEAR ENDED 31ST DECEMBER 2014

		2014	2013
	Note	£	£
NET CASH INFLOW FROM OPERATING ACTIVITIES	17	1,562,649	262,753
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	17	(9,053)	(17,134)
TAXATION	17	(116,166)	(167,147)
EQUITY DIVIDENDS PAID		(495,000)	–
INCREASE IN CASH	17	<u>942,430</u>	<u>78,472</u>

The notes on pages 10 to 17 form part of these financial statements.

V.G. CLEMENTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST DECEMBER 2014

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

In respect of long-term contracts and contracts for on-going services, turnover represents the value of work done in the year, including estimates of amounts not invoiced. Turnover in respect of long-term contracts and contracts for on-going services is recognised by reference to the stage of completion.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Office Equipment	- 10% reducing balance basis
------------------	------------------------------

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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

Deferred tax assets are recognised only to the extent that the directors consider that it is 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 on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

V.G. CLEMENTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST DECEMBER 2014

1. ACCOUNTING POLICIES *(continued)*

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company. An analysis of turnover is given below:

	2014 £	2013 £
United Kingdom	<u>15,158,518</u>	<u>12,912,108</u>

3. OPERATING PROFIT

Operating profit is stated after charging:

	2014 £	2013 £
Depreciation of owned fixed assets	870	966
Auditor's remuneration		
- as auditor	8,450	8,207
- for other services	<u>7,770</u>	<u>7,937</u>

V.G. CLEMENTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST DECEMBER 2014

4. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to:

	2014	2013
	No	No
Direct	<u>45</u>	<u>51</u>

The aggregate payroll costs of the above were:

	2014	2013
	£	£
Wages and salaries	2,169,292	2,027,616
Social security costs	<u>242,950</u>	<u>228,901</u>
	<u>2,412,242</u>	<u>2,256,517</u>

5. INTEREST PAYABLE AND SIMILAR CHARGES

	2014	2013
	£	£
Interest payable on bank borrowing	<u>9,833</u>	<u>17,943</u>

6. TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	2014	2013
	£	£
Current tax:		
In respect of the year:		
UK Corporation tax based on the results for the year at 21.49% (2013 - 23.25%)	<u>158,374</u>	<u>136,166</u>
Total current tax	158,374	136,166
Deferred tax:		
Origination and reversal of timing differences (note 11)		
Capital allowances	<u>12</u>	<u>81</u>
Tax on profit on ordinary activities	<u>158,386</u>	<u>136,247</u>

V.G. CLEMENTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST DECEMBER 2014

6. TAXATION ON ORDINARY ACTIVITIES *(continued)*

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 21.49% (2013 - 23.25%).

	2014	2013
	£	£
Profit on ordinary activities before taxation	<u>663,172</u>	<u>523,203</u>
Profit on ordinary activities by rate of tax	142,516	121,645
Expenses not deductible for tax purposes	15,918	14,622
Capital allowances for period in excess of depreciation	(60)	(101)
Total current tax (note 6(a))	<u>158,374</u>	<u>136,166</u>

7. DIVIDENDS

Equity dividends

	2014	2013
	£	£
Paid		
Equity dividends on ordinary shares	<u>495,000</u>	<u>—</u>

8. TANGIBLE FIXED ASSETS

	Office Equipment
	£
COST	
At 1st January 2014 and 31st December 2014	<u>11,930</u>
DEPRECIATION	
At 1st January 2014	3,233
Charge for the year	870
At 31st December 2014	<u>4,103</u>
NET BOOK VALUE	
At 31st December 2014	<u>7,827</u>
At 31st December 2013	<u>8,697</u>

V.G. CLEMENTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST DECEMBER 2014

9. DEBTORS

	2014	2013
	£	£
Trade debtors	2,396,645	1,454,189
Amounts owed by group undertakings	1,776,939	3,926,088
Other debtors	—	147,081
Prepayments and accrued income	32,418	27,403
	<u>4,206,002</u>	<u>5,554,761</u>

10. CREDITORS: Amounts falling due within one year

	2014	2013
	£	£
Trade creditors	410,878	619,123
Amounts owed to group undertakings	1,111,180	1,443,446
Other creditors including taxation and social security:		
Corporation tax	78,374	36,166
PAYE and social security	64,137	58,158
VAT	500,522	432,168
Other creditors	<u>3,354</u>	<u>102,451</u>
	646,387	628,943
Accruals and deferred income	379,644	273,574
	<u>2,548,089</u>	<u>2,965,086</u>

11. DEFERRED TAXATION

The movement in the deferred taxation provision during the year was:

	2014	2013
	£	£
Provision brought forward	534	453
Profit and loss account movement arising during the year	12	81
Provision carried forward	<u>546</u>	<u>534</u>

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2014	2013
	£	£
Excess of taxation allowances over depreciation on fixed assets	546	534
	<u>546</u>	<u>534</u>

V.G. CLEMENTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST DECEMBER 2014

12. CONTINGENCIES

There is an intercompany guarantee between V.G. Clements Limited, V.G. Clements (Contractors) Limited, VGC Services Limited, VGC Personnel Limited and V.G.C. Construction Limited in favour of National Westminster Bank Plc.

There is a guarantee between V.G. Clements Limited and Ashley Industrial Properties Limited of £2,281,200 payable on demand in favour of National Westminster Bank Plc

13. RELATED PARTY TRANSACTIONS

V.G. Clements Limited is a 100% owned subsidiary of VGC Group Limited. VGC Group Limited intends to prepare consolidated accounts therefore V.G. Clements Limited has taken advantage of the exemption contained within paragraph 3(c) of FRS 8 which eliminates the requirement to report related party balances.

VGC Group Limited owns 95% of Cole Services Limited and 50% of Ashley Industrial Properties Limited. The following transactions took place during the year:

Cole Services Limited

Included within cost of sales is £378,412 (2013 - £281,515) and within administrative expenses is £20,720 (2013 - £11,926) invoiced by Cole Services Limited.

At the balance sheet date £3,125 (2013 - £43,610) was owed by Cole Services Limited in respect of a short term interest free loan.

Ashley Industrial Properties Limited

Included in cost of sales is £43,239 (2013 - £43,207) invoiced by Ashley Industrial Properties Limited.

14. SHARE CAPITAL

Authorised share capital:

	2014	2013
	£	£
50,000 Ordinary shares of £1 each	<u>50,000</u>	<u>50,000</u>

Allotted, called up and fully paid:

	2014		2013	
	No	£	No	£
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

V.G. CLEMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST DECEMBER 2014

15. PROFIT AND LOSS ACCOUNT

	2014	2013
	£	£
Balance brought forward	2,682,403	2,295,447
Profit for the financial year	504,786	386,956
Equity dividends	(495,000)	—
Balance carried forward	<u>2,692,189</u>	<u>2,682,403</u>

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2014	2013
	£	£
Profit for the financial year	504,786	386,956
Equity dividends	(495,000)	—
Net addition to shareholders' funds	9,786	386,956
Opening shareholders' funds	<u>2,683,403</u>	<u>2,296,447</u>
Closing shareholders' funds	<u>2,693,189</u>	<u>2,683,403</u>

17. NOTES TO THE CASH FLOW STATEMENT

RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2014	2013
	£	£
Operating profit	672,225	540,337
Depreciation	870	966
Decrease in debtors	1,348,759	102,686
Decrease in creditors	(459,205)	(381,236)
Net cash inflow from operating activities	<u>1,562,649</u>	<u>262,753</u>

RETURNS ON INVESTMENTS AND SERVICING OF FINANCE

	2014	2013
	£	£
Interest received	780	809
Interest paid	(9,833)	(17,943)
Net cash outflow from returns on investments and servicing of finance	<u>(9,053)</u>	<u>(17,134)</u>

V.G. CLEMENTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST DECEMBER 2014

17. NOTES TO THE CASH FLOW STATEMENT *(continued)*

TAXATION

	2014 £	2013 £
Taxation	<u>(116,166)</u>	<u>(167,147)</u>

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	2014 £	2013 £
Increase in cash in the period	<u>942,430</u>	<u>78,472</u>
Movement in net funds in the period	<u>942,430</u>	<u>78,472</u>
Net funds at 1 January 2014	<u>85,565</u>	<u>7,093</u>
Net funds at 31 December 2014	<u>1,027,995</u>	<u>85,565</u>

ANALYSIS OF CHANGES IN NET FUNDS

	At 1 Jan 2014 £	Cash flows £	At 31 Dec 2014 £
Net cash:			
Cash in hand and at bank	<u>85,565</u>	<u>942,430</u>	<u>1,027,995</u>
Net funds	<u>85,565</u>	<u>942,430</u>	<u>1,027,995</u>

18. ULTIMATE PARENT COMPANY

100% of the share capital is owned by VGC Group Limited. The directors consider this to be the ultimate parent company.

The group consolidated accounts can be obtained from the company's registered office; the address is stated on page 4 of these accounts.