

**VENT-AXIA AIR CONDITIONING LIMITED**

**(REGISTERED NUMBER 2755423)**

**REPORT AND FINANCIAL STATEMENTS**

**For the year ended 31 July 2011**

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# **VENT-AXIA AIR CONDITIONING LIMITED**

## **DIRECTORS' REPORT FOR THE YEAR ENDED 31 JULY 2011**

The directors present their report and the financial statements of the Company for the year ended 31 July 2011

### **PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS**

The Company was dormant throughout the year

### **DIRECTORS AND THEIR INTERESTS**

The directors of the Company during the year were as follows

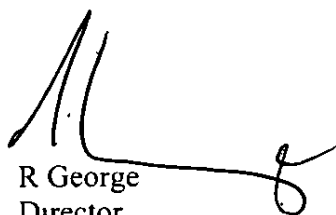
K Sargeant (resigned 3 February 2012)  
L F Rutter (resigned 3 February 2012)  
S J Diamond (resigned 3 February 2012)  
R George (appointed 3 February 2012)  
R R R Davis (appointed 3 February 2012)

The disclosable interests of the directors in the share capital of the UK parent company, Volution Group Limited at the beginning and end of the year are disclosed in the report and financial statements of that company

### **EVENTS SINCE THE BALANCE SHEET DATE**

Subsequent to the year-end, there was a change in the company's ultimate parent and controlling party. Further details are disclosed in note 4 to these financial statements

On behalf of the Board

A handwritten signature in black ink, appearing to be 'R George', with a long horizontal stroke extending to the right.

R George  
Director  
25 April 2012

# VENT-AXIA AIR CONDITIONING LIMITED

## BALANCE SHEET at 31 JULY 2011

	Notes	2011 £	2010 £
<b>CURRENT ASSETS</b>			
Calls due from Subscribers		<u>2</u>	<u>2</u>
<b>CAPITAL AND RESERVES</b>			
Authorised share capital 30,000 ordinary shares of £1 each			
Allotted and called up share capital		<u>2</u>	<u>2</u>

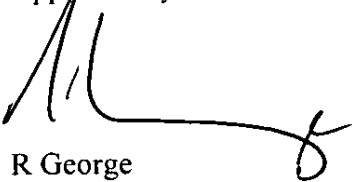
For the year ending 31 July 2011 the company was entitled to exemption from under section 480 of the Companies Act 2006. The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for

- (i) ensuring that the company keeps accounting records which comply with section 386, and
- (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 393, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

Approved by the Board on 25 April 2012 and signed on its behalf by



R George  
Director

The notes on page 3 to 4 form part of these financial statements

# VENT-AXIA AIR CONDITIONING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2011

### 1 ACCOUNTING POLICIES

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

### 2 CURRENT ASSETS

	2011 £	2010 £
Calls due from Subscribers	<u>2</u>	<u>2</u>

Amounts loaned to the parent company bear no interest and there are no fixed repayment terms on these amounts

### 3 SHARE CAPITAL

	2011 £	2010 £
<b>Authorised</b>		
30,000 Ordinary shares of £1 each	30,000	30,000
	<u>30,000</u>	<u>30,000</u>
<b>Allotted, called up and fully paid</b>		
2 Ordinary shares of £1 each	2	2
	<u>2</u>	<u>2</u>

## **VENT-AXIA AIR CONDITIONING LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2011 (continued)**

#### **4 ULTIMATE PARENT COMPANY AND CONTROLLING PARTY**

The company's immediate parent undertaking is Vent-Axia Group Limited. The parent undertaking of the smallest and largest group of undertakings for which group financial statements are drawn up and of which the company is a member, is Volution Group Limited ('the group'). Copies of the consolidated financial statements of Volution Group Limited are available from the Company Secretary at Fleming Way, Crawley, West Sussex RH10 9YX. The financial statements of Volution Group Limited are not consolidated into the financial statements of any other entity.

During the year, the group's immediate parent undertaking was the AAC UK Buy Out Fund LP, which is a limited partnership fund registered in England. The majority investor in this fund is AAC Capital NEBO Fund 1 LP, which is a limited partnership registered in Scotland. AAC Capital Partners (Guernsey) Limited (the general partner of AAC UK Buy Out Fund LP) was regarded as the direct controlling party of the company and AAC Capital Partners Holding BV (incorporated in the Netherlands) was regarded as the ultimate controlling party of the company.

Subsequent to the year-end, on 3 February 2012, the share capital of Volution Group Limited was sold and the group now has a new intermediate parent, Windmill Topco Limited. The majority shareholder in Windmill Topco Limited is Windmill Holdings BV, a company incorporated in the Netherlands and indirectly owned by TowerBrook Investors III, L P, TowerBrook Investors III Executive Fund, L P and TowerBrook Investors III (Parallel) L P ('the Funds'). Windmill Holdings BV is regarded as the direct controlling party of the company and the Funds are regarded as the ultimate controlling parties of the company.