

Registered No: 3155680

Belgholding Limited  
Annual report  
for the year ended 28 March 2004



# Belgholding Limited

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## **List of Directors and Advisers**

### **Directors**

IS Ashcroft  
PE Boardman

### **Secretary and registered office**

PE Boardman  
164 Deansgate  
Manchester  
M3 3GG

### **Registered Auditors**

**PricewaterhouseCoopers LLP**  
101 Barbirolli Square  
Lower Mosley Street  
Manchester  
M2 3PW

## **Directors' report for the year ended 28 March 2004**

The directors present their report and financial statements for the year ended 28 March 2004.

### **Principal activities**

During the year the company transferred 100% of the equity share capital of Inhoco 824 Limited to Guardian Media Group plc at cost.

### **Review of business and future developments**

The company became dormant during the year.

### **Dividends**

The directors did not declare any dividends in respect of the year ended 28 March 2004.

### **Directors**

The directors of the company at 28 March 2004, both of whom served throughout the year, are listed on page 1.

### **Directors' interests in shares of the company**

None of the directors at 28 March 2004 had any interest in the shares of the company nor any beneficial interest in shares of any other group company.

### **Directors' responsibility**

Company law requires the directors to prepare financial statements for each financial year that 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 those 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, 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 directors are responsible for keeping proper accounting records that 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 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.

### **Independent auditors**

A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the company will be proposed at the annual general meeting.

### **By order of the board**



**PE Boardman**

**Company secretary**

18<sup>th</sup> June 2004

**Independent auditors' report to the members of  
Belgholding Limited**

We have audited the financial statements which comprise the profit and loss account, balance sheet and the related notes.

**Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards 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 United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come, save where expressly agreed by our prior consent in writing.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions is not disclosed.

**Basis of audit opinion**

We conducted our audit in accordance with auditing standards 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.

**Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 28th March 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

**PricewaterhouseCoopers LLP**

Chartered Accountants and Registered Auditors  
Manchester  
18<sup>th</sup> June 2004

**Profit and loss account for the year ended 28 March 2004**

	Notes	2004 £	2003 £
<b>All discontinued operations:</b>			
Waiver of inter-company balance		-	1,850,000
<b>Profit on ordinary activities before taxation</b>	4	-	1,850,000
Tax charge on profit on ordinary activities	5	-	-
<b>Profit for the financial year</b>		-	1,850,000
Retained loss at 30 March 2003		(1,777,732)	(3,627,732)
Retained loss at 28 March 2004		(1,777,732)	(1,777,732)

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


The company has no recognised gains or losses other than those included in the results above, and therefore no separate statement of total recognised gains or losses has been presented.

**Balance sheet at 28 March 2004**

	Notes	2004 £	2003 £
<b>Fixed assets</b>			
Investments	6	-	1,850,000
<b>Current assets</b>			
Debtors	7	1,975,414	125,414
<b>Creditors: amounts falling due after more than one year</b>	8	(1,753,146)	(1,753,146)
<b>Net assets</b>		<b>222,268</b>	<b>222,268</b>
<b>Capital and reserves</b>			
Called up share capital	9	2,000,000	2,000,000
Profit and loss account		(1,777,732)	(1,777,732)
<b>Equity shareholders' funds</b>	10	<b>222,268</b>	<b>222,268</b>

The financial statements on pages 4 to 9 were approved by the board of directors on 18<sup>th</sup> June 2004 and were signed on its behalf by:

  
**PE Boardman**  
 Director

  
**IS Ashcroft**  
 Director

**Notes to the financial statements  
for the year ended 28 March 2004****1 Principal accounting policies**

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies is set out below.

**Basis of accounting**

The financial statements have been prepared in accordance with the historical cost convention.

The company has received confirmation from Guardian Media Group plc that it will not seek repayment of the loans outstanding at the balance sheet date in the foreseeable future.

The company is exempt from the requirement to produce consolidated financial statements on the basis that it is a wholly owned subsidiary of Guardian Media Group plc.

**Cashflow statement**

The company is a wholly owned subsidiary of GMG Auto Trader Limited, itself a wholly owned subsidiary of Guardian Media Group plc and the cashflows of the company are included in the consolidated group cashflow statement of Guardian Media Group plc. Consequently the company is exempt from publishing a cashflow statement under Financial Reporting Standard No.1.

**Investments**

The investment is stated at cost less any amounts written off for impairment.

**2 Directors' emoluments**

None of the directors received remuneration for their services as directors of the Company in either year.

**3 Employee information**

The average number of persons (including executive directors) employed during the year is nil (2003 nil). As such there are no associated staff costs.



#### 4 Profit on ordinary activities before taxation

	2004 £	2003 £
Profit on ordinary activities before taxation is stated after crediting:		
Waiver of inter-company balances with Auto Trader Belgium Bvba	-	1,850,000
Auditors remuneration for audit and non audit services has been borne by the holding company.		

#### 5 Taxation

	2004 £	2003 £
<b>a) analysis of charge in period</b>		
Current tax		
UK corporation tax charge on profits for the year	-	-
<b>b) factors affecting tax charge</b>		
Profit on ordinary activities before tax	-	-
Profit on ordinary activities multiplied by standard rate of CT of 30%	-	555,000
Effects of:		
Income not taxable for tax purposes	-	(555,000)
Current tax charge for year	-	-

#### 6 Subsidiaries

	£
<b>Cost and net book value</b>	
At 30 March 2003	1,850,000
Disposal	(1,850,000)
<b>At 28 March 2004</b>	-

During the year, the company disposed of 100% of the £1 ordinary shares in Inhoco 824 Limited.

**7 Debtors**

	2004 £	2003 £
Amount owed by parent company	125,414	125,414
Amounts owed by ultimate parent company	1,850,000	-
	<b>1,975,414</b>	<b>125,414</b>

All the above amounts are due within one year of the balance sheet date.

**8 Creditors: amounts falling due after more than one year**

	2004 £	2003 £
Unsecured loan stock issued to ultimate parent (Redeemable 31 December 2005)	1,753,146	1,753,146

The loan stock is an amount payable to Guardian Media Group plc and carries interest at 2% above National Westminster Bank base rate. Interest has been waived for the period.

**9 Called up share capital**

	2004 £	2003 £
<b>Authorised</b>		
2,000,000 (2003 2,000,000) ordinary shares of £1 each	2,000,000	2,000,000
<b>Allotted, called up and fully paid</b>		
2,000,000 (2003 2,000,000) ordinary shares of £1 each	2,000,000	2,000,000

**10 Reconciliation of movements in shareholders' funds**

	£
Opening shareholders' deficit	222,268
Retained profit for the financial year	-
<b>Closing shareholders' funds</b>	<b>222,268</b>

**11 Capital Commitments**

Contracts for capital expenditure amounted to £nil (2003 £nil).

**12 Related party transactions**

The company has taken advantage of the exemption under Financial Reporting Standard No 8 not to disclose transactions and balances with related parties which would normally be excluded on consolidation.

**13 Ultimate holding company**

The company's immediate holding company is GMG Auto Trader Limited, a company wholly owned by the Guardian Media Group plc, which itself is a company incorporated in Great Britain and registered in England and Wales. Copies of the ultimate holding company's consolidated financial statements may be obtained from The Secretary, Guardian Media Group plc, 164 Deansgate, Manchester, M3 3GG. All the ordinary shares of Guardian Media Group plc are owned by the Scott Trust.