

Investmaster Holdings Limited

Report and Accounts

31 March 2014

Rees Pollock
Chartered Accountants

FRIDAY



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13/06/2014

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COMPANIES HOUSE

OFFICERS AND PROFESSIONAL ADVISERS

Director J L Nash
R J Horne

Company Secretary R Horne

Registered Office 3rd Floor
86-92 Regent Road
Leicester
LE1 7DD

Auditor Rees Pollock
35 New Bridge Street
London
EC4V 6BW

Registered Number 03756436

The directors present their report and the accounts of the company for the year to 31 March 2014.

Results and dividends

The company was dormant throughout the year and the previous financial period. The directors have not recommended a dividend.

Directors

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

P C Little (resigned 30 November 2013)

J L Nash

R J Horne

Directors' responsibilities

The directors are responsible for preparing the Directors' Report and the accounts of the company in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts of the company for each financial year. Under that law the directors have elected to prepare the accounts of the company 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 accounts of the company 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 accounts of the company, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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;
- prepare the accounts of the company 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 accounts of the company 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.

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Investmaster Holdings Limited

DIRECTOR'S REPORT *(continued)*

Disclosure of information to auditors

The directors at the date of approval of this annual report have confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- that director has taken all steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

Auditor

The auditors, Rees Pollock, will be proposed for re-appointment in accordance with section 485 of the Companies Act 2006.

ON BEHALF OF THE BOARD



R J Horne
Director

16 May 2014

Investmaster Holdings Limited

STRATEGIC REPORT

The strategic review of this company is aligned to the report disclosed in the financial statements of its ultimate UK parent, Dion Global Solutions (UK) Limited. Copies of the financial statements for Dion Global Solutions (UK) Limited can be obtained from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.

ON BEHALF OF THE BOARD



R J Horne
Director

16 May 2014



REES POLLOCK

Chartered Accountants

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London EC4V 6BW
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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF INVESTMASTER HOLDINGS LIMITED

We have audited the financial statements of Investmaster Holdings Limited for the year ended 31 March 2014, set out on pages 5 to 9. 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 Auditors' 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 auditors

As explained more fully in the Statement of Directors' Responsibilities, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 March 2014 and of its result for the period 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 Director's Report for the financial period 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.

Alexander Macpherson (Senior statutory auditor)
for and on behalf of
Rees Pollock, Statutory Auditor
20 May 2014

Investmaster Holdings Limited

PROFIT AND LOSS ACCOUNT
for the year to 31 March 2014

	Note	2014 £	2013 £
TURNOVER		—	—
Administrative expenses		—	—
		<hr/>	<hr/>
OPERATING RESULT AND RESULT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	—	—
Tax on loss on ordinary activities	4	—	—
		<hr/>	<hr/>
RESULT FOR THE FINANCIAL YEAR		<hr/>	<hr/>

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 period as set out above.

The notes on pages 7 to 9 form part of these accounts.

Investmaster Holdings Limited

Registered number: 03756436

BALANCE SHEET
at 31 March 2014

	Note	£	2014 £	2013 £
FIXED ASSETS				
Investments	5		3,100,000	3,100,000
CURRENT ASSETS				
Debtors	6	248,176		248,176
			248,176	248,176
TOTAL ASSETS			3,348,176	3,348,176
CAPITAL AND RESERVES				
Called-up equity share capital	7		11,822,000	11,822,000
Profit and loss account	8		(8,473,824)	(8,473,824)
SHAREHOLDERS' FUNDS	8		3,348,176	3,348,176

The accounts on pages 5 to 9 were approved by the board and authorised for issue on 16 May 2014 and are signed on its behalf by:



R J Home
Director

The notes on pages 7 to 9 form part of these accounts.

1. ACCOUNTING POLICIES

Basis of accounting

The accounts have been prepared under the historical cost convention.

Consolidation

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Cash flow statement

The company does not have a bank account and has not traded during the year. Accordingly, a cash flow statement has not been presented in the accounts.

Fixed asset investments

Fixed asset investments are initially recorded at cost, including directly attributable transaction costs, and are subsequently measured at cost less provision for impairment. Investments are reviewed for impairment when events or circumstances indicate that the carrying value of the asset may not be recoverable.

Deferred taxation

Deferred taxation is provided on all timing differences, without discounting, calculated at the rate at which it is estimated that tax will be payable, except where otherwise required by accounting standards.

Related party transactions

The company is a wholly owned subsidiary of Dion Global Solutions Limited, the consolidated accounts of which are publicly available. Accordingly the company has taken advantage of the exemption in FRS 8 from disclosing transactions with members of the Dion Global Solutions Limited group.

2. OPERATING LOSS

Operating loss is stated after crediting:

	2014	2013
	£	£
Directors' emoluments	—	—
Auditor's remuneration		
– as auditor	—	—
	<u>—</u>	<u>—</u>

The company's audit fee is borne by a subsidiary undertaking.

3. PARTICULARS OF EMPLOYEES

No salaries or wages have been paid to employees, including the directors, during the year.

NOTES TO THE ACCOUNTS

for the year to 31 March 2014

4. TAXATION ON ORDINARY ACTIVITIES

The company was dormant and no tax charge arises. There are no factors which may affect future tax charges.

5. INVESTMENTS

	Subsidiary undertakings £
Cost	
At 31 March 2013 and 31 March 2014	11,572,000
Amounts written off	
At 31 March 2013 and 31 March 2014	8,472,000
Net book value	
At 31 March 2014	3,100,000
At 31 March 2013	3,100,000

The company owns 100% of the issued share capital of the companies listed below

	2014 £	2013 £
Aggregate capital and reserves		
Dion Global Solutions (London) Limited	4,214,740	4,218,675
Consort Information Systems Limited (dormant)	554,000	554,000
Consort Securities Systems Limited (dormant)	444,534	444,534
Adminsource (UK) Limited (dormant)	1	1
Profit / (loss) for the year		
Dion Global Solutions (London) Limited	(3,935)	811,090
Consort Information Systems Limited (dormant)	—	—
Consort Securities Systems Limited (dormant)	—	—
Adminsource (UK) Limited (dormant)	—	—

Under the provision of section 400 of the Companies Act 2006 the company is exempt from preparing consolidated accounts and has not done so, therefore the accounts show information about the company as an individual entity.

6. DEBTORS

	2014 £	2013 £
Amounts owed by group undertakings	248,176	248,176

7. SHARE CAPITAL**Authorised share capital:**

	2014	2013
	£	£
12,000,000 Ordinary shares of £1 each	<u>12,000,000</u>	<u>12,000,000</u>

Allotted, called up and fully paid:

	2014	2013
	No	No
	£	£
Ordinary shares of £1 each	<u>11,822,000</u>	<u>11,822,000</u>

8. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

	Share capital	Profit and loss account	Total share- holders' funds
	£	£	£
At 31 March 2013 and 31 March 2014	<u>11,822,000</u>	<u>(8,473,824)</u>	<u>3,348,176</u>

9. ULTIMATE PARENT COMPANY

The company's immediate parent undertaking is Indigo (London) Limited, a company registered in England and Wales. The ultimate parent undertaking is Dion Global Solutions Limited, an Indian public company.

Dion Global Solutions (UK) Limited heads the smallest group of companies for which consolidated accounts including the company's position and results are prepared. These accounts are available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ. Dion Global Solutions Limited heads the largest group of companies for which consolidated accounts including the company's position and results are prepared. These accounts are available from www.dionglobal.com/annual-reports.aspx.