

Registered Number. 03877703

## **NCM GP (Midlands) Limited**

### **Financial report for the year ended**

**30 June 2011**



**NCM GP (MIDLANDS) LIMITED**  
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**For the year ended 30 June 2011**

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# **NCM GP (MIDLANDS) LIMITED**

## **Directors' report**

### **For the year ended 30 June 2011**

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The directors present their report and the audited financial statements of NCM GP (Midlands) Limited (the "company") for the year ended 30 June 2011

#### **Principal activity**

The principal activity of the company is to act as General Partner for the Baring English Growth Fund (Midlands) LP

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

During the year, the Baring English Growth Fund (Midlands) LP entered into a liquidation phase. As part of this the fee income derived fell away. Going forward, no fees will be due, but the company will continue to operate as a General Partner to the fund until the liquidation is complete.

#### **Financial risk management**

The company uses various financial instruments which include cash, trade debtors, trade creditors and amounts due to group undertakings that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations. The existence of these financial instruments exposes the company to certain financial risks.

The main risk arising from the company's financial instruments is credit risk. The Directors review and agree policies for managing risks and they are summarised below. These policies have remained unchanged from previous years.

#### **Credit risk**

The company's principal financial assets are cash and trade debtors. The company's operations expose it to a variety of risks including fee collection from its fellow subsidiary and parent. The company has appropriate procedures in place that seek to limit the adverse effects of this risk.

#### **Results and dividends**

The results for the year and financial position of the company are as shown in the financial statements. No dividends will be distributed for the year ended 30 June 2011 (2010: £nil).

#### **Directors**

The directors who held office during the year were as follows:

J G Morton  
D S Williamson  
P G Austen

#### **Statement of directors' responsibilities**

The directors are responsible for preparing the 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 financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). 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 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 financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

**NCM GP (MIDLANDS) LIMITED**  
**Directors' report**  
**For the year ended 30 June 2011**

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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.

In so far as the directors are aware

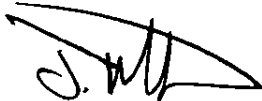
- there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

**Auditors**

Grant Thornton UK LLP have indicated their willingness to continue in office. In accordance with section 487(2) of the Companies Act 2006, they will be deemed reappointed unless the company receives written notice under section 488(1) of the Companies Act 2006.

On behalf of the Board



J G Morton  
Director

21 December 2011

**NCM GP (MIDLANDS) LIMITED**  
**Independent auditor's report**  
**For the year ended 30 June 2011**

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**Independent auditor's report to the members of NCM GP (Midlands) Limited**

We have audited the financial statements of NCM GP (Midlands) Limited for the year ended 30 June 2011 which comprise the profit and loss account and the balance sheet 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 members, as a body, in accordance with Chapter 3 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 auditors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 1, 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 (APB'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 APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

**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 30 June 2011 and of its results 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 other matter prescribed by 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.

**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 parent company 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.

*Grant Thornton UK LLP*

William Pointon  
Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
London

21 December 2011

**NCM GP (MIDLANDS) LIMITED**  
**Profit and loss account**  
**For the year ended 30 June 2011**

	Notes	Year ended 30 June 2011 £	Year ended 30 June 2010 £
<b>Turnover</b>	1	<b>23,333</b>	51,943
Administrative expenses		<b>(23,333)</b>	(51,943)
<b>Profit on ordinary activities before taxation</b>	2	-	-
Tax on profit on ordinary activities	5	-	-
<b>Retained profit for the financial year</b>		-	-

All of the results are derived from continuing activities

The company has no recognised gains and losses other than the profit reported above and therefore no separate statement of total recognised gains and losses has been presented

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

The notes on pages 6 to 8 form part of these financial statements

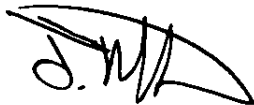
**NCM GP (MIDLANDS) LIMITED****Balance sheet****As at 30 June 2011**

Company number : 03877703

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	Notes	As at 30 June 2011 £	As at 30 June 2010 £
<b>Current assets</b>			
Debtors	6	<u>2</u>	<u>2</u>
		2	2
<b>Net assets</b>		<u>2</u>	<u>2</u>
<b>Capital and reserves</b>			
Called up share capital	7	<u>2</u>	<u>2</u>
<b>Shareholders' funds</b>	9	<u>2</u>	<u>2</u>

The financial statements on pages 4 to 8 were approved by the board of directors on 21 December 2011 and were signed on its behalf by



J G Morton  
Director

The notes on pages 6 to 8 form part of these financial statements

# **NCM GP (MIDLANDS) LIMITED**

## **Notes to the financial statements**

### **For the year ended 30 June 2011**

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#### **1. Accounting policies**

##### **(a) Basis of preparation**

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards. The principal accounting policies, which have been applied consistently, are set out below.

##### **(b) Turnover**

Turnover represents investment advisory and other investment related fees which are recognised over the period during which the service is provided which is in accordance with the investment advisory agreements under which the firm's revenue is calculated.

##### **(c) Taxation**

UK corporation tax is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

##### **(d) Deferred tax**

Deferred taxation is recognised as a liability or asset if transactions have occurred at the balance sheet date that give rise to an obligation to pay more taxation in future, or a right to pay less taxation in future. An asset is not recognised to the extent that the transfer of economic benefits is uncertain. Deferred tax assets and liabilities are not discounted.

##### **(e) Cash flow**

The company is a wholly owned subsidiary of Nova Capital Group Limited, and the cash flows of the company are included in the consolidated cash flow statement of Nova Capital Group Limited. Consequently, the company is exempt under the terms of FRS 1 'Cash flow statements' from publishing a cash flow statement.

##### **(f) Related party transactions**

The company is a wholly owned subsidiary of Nova Capital Group Limited, and under the terms of FRS 8 'Related party transactions', has taken advantage of the exemption not to disclose transactions with other members of the group.

#### **2. Operating profit**

The auditor's remuneration was borne by NCM Management (UK) Limited, the Manager of the Baring English Growth Fund. The company's share of the audit fee is £1,667 (2010: £1,800).

Fees paid to the company's auditor, Grant Thornton UK LLP, for services other than the statutory audit of the company are not disclosed in the accounts since the consolidated accounts of the ultimate parent company, Nova Capital Group Limited, are required to disclose non-audit fees on a consolidated basis.

#### **3. Staff costs**

There were no staff costs incurred during the year (2010: £nil). The staff are employed by other group companies but no recharge of their cost is made to the company. It is not possible to separately identify what element of the overall staff costs is in relation to the company.



**NCM GP (MIDLANDS) LIMITED**  
**Notes to the financial statements**  
**For the year ended 30 June 2011**

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**4. Directors' emoluments**

The members of the board of directors of NCM GP (Midlands) Limited in the year also served on the boards of other group companies and received emoluments centrally in this respect. No recharge for this expense was made to NCM GP (Midlands) Limited, and in the opinion of the directors of the group it is not possible to accurately split this remuneration between the different entities they served.

Mr D Williamson is a director of the ultimate holding company, Nova Capital Group Limited, and his remuneration is within the disclosures in the financial statements of that company. It is not practicable to allocate his remuneration to subsidiaries.

**5. Taxation**

**Analysis of the tax charge**

No liability to UK corporation tax arose on ordinary activities for the year ended 30 June 2011 or for the year ended 30 June 2010.

**6. Debtors**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Prepayments and other debtors	<u>2</u>	<u>2</u>
	<b>2</b>	<b>2</b>

**7. Called up share capital**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
<b>Authorised:</b>		
Ordinary shares of £1 each	<u>100</u>	<u>100</u>
<b>Allotted and fully paid:</b>		
Ordinary shares of £1 each	<u>2</u>	<u>2</u>

**NCM GP (MIDLANDS) LIMITED**  
**Notes to the financial statements**  
**For the year ended 30 June 2011**

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**8. Reserves**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Profit for the financial year	-	-
	-	-

**9. Reconciliation of movements in shareholders' funds**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Profit for the financial year	-	-
<b>Opening shareholders' funds</b>	<b>2</b>	<b>2</b>
<b>Closing shareholders' funds</b>	<b>2</b>	<b>2</b>

**10. Contingent liabilities**

In December 2008, Nova Capital Group Limited entered into a £1,100,000 loan facility with two of its shareholders, Caledonia Investments Plc and Johnson Brothers and Company Limited. As part of the security arrangements on the loan facility, in April 2009, NCM GP (Midlands) Limited became a party to the intercreditor deed via an accession letter dated 29 April 2009.

**11. Ultimate holding company and ultimate controlling party**

The immediate and ultimate parent undertaking and the ultimate controlling party of NCM GP (Midlands) Limited is Nova Capital Group Limited, a company registered in England and Wales.