

Company Registration No. 3930770

CLS Holdings UK Limited

Report and Financial Statements

31 December 2011

FRIDAY



L1AMZRQZ

LD6

08/06/2012

#32

COMPANIES HOUSE

CLS Holdings UK Limited

Report and Financial Statements 2011

Contents	Page
Directors' Report	1
Directors' Responsibilities Statement	3
Independent Auditor's Report	4
Profit and Loss Account	6
Balance Sheet	7
Notes to the Financial Statements	8

CLS Holdings UK Limited

Directors' Report

The Directors present their annual report and the audited financial statements for the year ended 31 December 2011

This Directors' Report has been prepared in accordance with the special provisions relating to small companies under section 415a of the Companies Act 2006

Principal Activities

The principal activity of the Company is to carry on investment business

Review of the business

The results for the year are shown on page 6. The Company has performed in line with expectations and the Directors expect the principal activity of the Company to remain unchanged for the foreseeable future.

The financial statements have been prepared on a going concern basis as described in note 1.2

Dividends

The Company did not pay a dividend during the year (2010: Nil)

Directors

The Directors of the Company during the year were as follows:

Mr A G P Millet
Mr E H Klotz
Mr J H Whiteley
Mr R J S Tice

Qualifying third-party indemnity provisions (as defined in section 234 of the Companies Act 2006) are in force for the benefit of the Directors and former Directors who held office in 2011.

CLS Holdings UK Limited

Directors' Report (continued)

Auditor

Each of the persons who is a Director at the date of approval of this report confirms that

- so far as he is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006

Pursuant to section 386 Companies Act 1985, an Elective Resolution was passed on 9 October 2002 dispensing with the requirement to appoint auditors annually. In accordance with that Elective Resolution and paragraph 45(2) Schedule 3 of the Companies Act 2006 (Commencement No. 3 Consequential Amendments, Transitional Provisions and Savings) Order 2007, Deloitte LLP is deemed to continue as auditor of the Company

Approved by the Board of Directors
and signed by order of the Board



Mr D F Fuller
Secretary

9 May 2012

Registered office:

86 Bondway
London
SW8 1SF

CLS Holdings UK Limited

Directors' Responsibilities Statement

The Directors are responsible for preparing the annual 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 period. In preparing these 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 to 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

Independent Auditor's Report to the members of CLS Holdings UK Limited

We have audited the financial statements of CLS Holdings UK Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 14. 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 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 auditor

As explained more fully in the Directors' Responsibilities Statement, 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. 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 31 December 2011 and of its loss 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

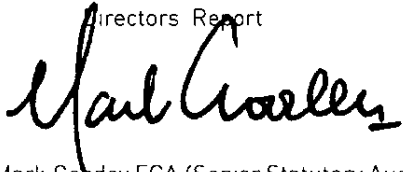
In our opinion, the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditor's Report to the members of CLS Holdings UK Limited

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 take advantage of the small companies exemption in preparing the Directors' Report



Mark Goudy FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom
9 May 2012

CLS Holdings UK Limited

Profit and Loss Account Year ended 31 December 2011

	Notes	2011 £	2010 £
Turnover	2	-	100
Administration expenses		(35,712)	(12 960)
Provision against inter-company loans	9	-	(116,408)
Operating loss		<u>(35 712)</u>	<u>(129,268)</u>
Income from shares in Group undertakings	4	-	479,474
Loss on sale of investments	8	-	(58)
Interest receivable and similar income		6,733	-
Interest payable and similar charges	5	<u>(74,501)</u>	<u>(74 296)</u>
(Loss)/profit on ordinary activities before taxation	3	(103,480)	275 852
Tax on (loss)/profit on ordinary activities	6	-	-
(Loss)/profit for the financial year	13	<u>(103,480)</u>	<u>275,852</u>

The Company has no other recognised gains or losses other than those reported in the Profit and Loss Account

There is no material difference between the (loss)/profit on ordinary activities before taxation and the (loss)/profit for the financial year stated above and their historical cost equivalents

All items included in the above Profit and Loss Account are part of continuing operations

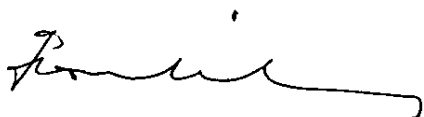
CLS Holdings UK Limited

Balance Sheet 31 December 2011

	Notes	2011 £	2010 £
Current assets			
Debtors due within one year	9	27,491	306,470
Debtors due after one year	9	250,000	-
		<u>277,491</u>	<u>306,470</u>
Creditors, amounts falling due within one year	10	<u>(226,854)</u>	<u>(2,555,627)</u>
Net current assets/(liabilities)		50,637	(2,249,157)
Creditors, amounts falling due after more than one year	11	<u>(2,403,274)</u>	<u>-</u>
Net liabilities		<u>(2,352,637)</u>	<u>(2,249,157)</u>
Capital and reserves			
Called up share capital	12	300,000	300,000
Profit and Loss Account	13	<u>(2,652,637)</u>	<u>(2,549,157)</u>
Shareholders' deficit		<u>(2,352,637)</u>	<u>(2,249,157)</u>

The financial statements of CLS Holdings UK Limited (registered number 3930770) were approved by the Board of Directors on 9 May 2012

Signed on behalf of the Board of Directors



Mr J H Whiteley
Director

CLS Holdings UK Limited

Notes to the Financial Statements 31 December 2011

1 Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

1.1 Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards. The Company has taken advantage of the exemption in Financial Reporting Standard No. 1 not to prepare a cash flow statement as a cash flow statement has been prepared for the Group. The Company is a wholly-owned subsidiary of CLS Holdings plc and has taken advantage of the exemption in Financial Reporting Standard No. 8 not to detail transactions with fellow Group undertakings which eliminate on consolidation. The Company has taken advantage of the exemption in the Companies Act 2006 (Section 400(1)(b)) and accordingly has not prepared consolidated financial statements.

1.2 Going concern

The Company's business activities and review of the business are set out in the Directors' Report.

At 31 December 2011 the Company has a significant equity deficit. However, the Directors are in receipt of an unequivocal letter of support from the parent company confirming that sufficient funds will be available to ensure all liabilities are met as they fall due for a period of 12 months from the date of approval of the financial statements, so long as the Company is a wholly owned direct or indirect subsidiary of its current ultimate parent company (note 14). The Directors do not expect that the ownership of the Company will change in the foreseeable future and as such have adopted the going concern basis in preparing the annual report and financial statements.

1.3 Fixed asset investments

Fixed asset investments are held at cost. A provision is made for any permanent diminution in value.

1.4 Turnover

Turnover comprises income receivable from investments, excluding VAT.

1.5 Taxation

Corporation tax is provided on taxable profits at the current rate.

Deferred tax is recognised in respect of all timing differences which have originated but not reversed at the balance sheet date, where transactions or events which result in an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the reversal of the underlying timing differences can be deducted.

Deferred tax is measured, on an undiscounted basis, at the average tax rates which are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

CLS Holdings UK Limited

Notes to the Financial Statements 31 December 2011

2 Turnover

	2011 £	2010 £
Interest receivable on investments	-	100

Turnover arose wholly within the United Kingdom

3 (Loss)/profit on ordinary activities before taxation

	2011 £	2010 £
This is stated after charging Fees payable to the Company's auditor for the audit of the Company's annual financial statements	1 800	1,763

4 Income from shares in Group undertakings

	2011 £	2010 £
Dividends	-	479,474

5. Interest payable and similar charges

	2011 £	2010 £
On loans from group undertakings	74 501	74,296

CLS Holdings UK Limited

Notes to the Financial Statements 31 December 2011

6 Tax on (loss)/profit on ordinary activities

	2011 £	2010 £
Total tax on (loss)/profit on ordinary activities	-	-
The differences between the total current tax and the amount calculated by applying the standard rate of UK corporation tax to the (loss)/profit on ordinary activities before tax is as follows		
	2011 £	2010 £
(Loss)/profit on ordinary activities before tax	(103,480)	275,852
(Loss)/profit on ordinary activities before taxation multiplied by the standard rate of UK corporation of 26.5% (2010: 28.0%)	(27,422)	77,239
Effect of		
Differences due to non-deductible expenses and items not included in the (loss)/profit for tax purposes	-	(101,658)
Losses surrendered by group/consortium relief for nil payment and differences between capital allowances and depreciation	27,422	24,419
Current tax credit in profit and loss account	-	-

The rate of corporation tax for the financial year 2010 was 28%. This fell to 26% on 1 April 2011 and the weighted corporation tax rate for the year ended 31 December 2011 was therefore 26.5%. Deferred tax has been calculated at a rate of 25% being the rate applicable from 1 April 2012 under legislation substantially enacted at the balance sheet date.

7. Directors' emoluments and employee information

None of the Directors received emoluments for their services to the Company during the year (2010: nil). The emoluments of the Directors of the Company, who are also directors of CLS Holdings plc, are disclosed in that company's financial statements in respect of their services to the Group as a whole. The Company had no employees during the year (2010: none).

CLS Holdings UK Limited

Notes to the Financial Statements 31 December 2011

8. Fixed asset investments

The movement in investments is analysed below

	2011 £	2010 £
At 1 January	-	5,000
Disposals	-	(5,000)
At 31 December	-	-

During the year to 31 December 2010, gilts with a cost of £5,000 were disposed of and a loss on disposal of £58 realised in the Profit and Loss Account

The Company owns 100% of the ordinary share capital of a fellow group undertaking Tweedwind Three Limited, which was made dormant in the year to 31 December 2010. The carrying value of this investment is £nil (2010: £nil)

9 Debtors: amounts falling due within one year

	2011 £	2010 £
Amounts due from group undertakings	27,491	306,470

During the year to 31 December 2010 a subsidiary undertaking of the Company Tweedwind (Three) Limited, was made dormant. When completing this process the equity funds of the subsidiary undertaking were distributed by way of an interim dividend following which £116,408 of loans made to the subsidiary undertaking were then fully provided against in the Profit and Loss Account for the year ended 31 December 2010.

Debtors: amounts falling due after more than one year

	2011 £	2010 £
Amounts due from group undertakings	250,000	-

10. Creditors: amounts falling due within one year

	2011 £	2010 £
Amounts due to group undertakings	226,854	2,555,627

CLS Holdings UK Limited

Notes to the Financial Statements 31 December 2011

11 Creditors amounts falling due after more than one year

	2011 £	2010 £
Amounts due to group undertakings	<u>2,403,274</u>	<u>-</u>

12 Called up share capital

	2011 £	2010 £
Authorised		
1,000 000 ordinary shares of £1 each	<u>1,000,000</u>	<u>1,000,000</u>
Allotted, called up and fully paid		
300,000 ordinary shares of £1 each	<u>300,000</u>	<u>300,000</u>

13 Combined statement of reserves and reconciliation of movement in shareholders' deficit

	Share capital £	Profit and loss account £	2011 Total £	2010 Total £
At 1 January	300,000	(2,549,157)	(2,249,157)	(2,525,009)
(Loss)/profit for the financial year	-	(103,480)	(103,480)	275,852
Balance at 31 December	<u>300,000</u>	<u>(2,652,637)</u>	<u>(2,352,637)</u>	<u>(2,249,157)</u>

14. Parent undertaking

The Directors consider that the immediate and ultimate parent undertaking and controlling party is CLS Holdings plc which is incorporated in Great Britain. Copies of the parent's group financial statements may be obtained from The Secretary, CLS Holdings plc 86 Bondway, London SW8 1SF.