

Softvalley Limited

FINANCIAL STATEMENTS

for the year ended

31 May 2014

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COMPANIES HOUSE

COMPANY INFORMATION

DIRECTORS

V A Tchenguiz
Michael Watson

SECRETARY

John Kirwan-Taylor

COMPANY NUMBER

05496111 (England and Wales)

REGISTERED OFFICE

5th Floor
Leconfield House
Curzon Street
London
W1J 5JA

AUDITOR

Baker Tilly UK Audit LLP
3rd Floor
One London Square
Cross Lanes
Guildford
Surrey GU1 1UN

DIRECTORS' REPORT

The directors present their report and financial statements of Softvalley Limited for the year ended 31 May 2014.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of the company during the year was that of an investment company investing in unlisted investments. In December 2013, the company sold its unlisted investment to a related company as part of a group rationalisation and ceased to trade. The company is expected to remain dormant for the foreseeable future and the directors will consider any orderly winding up of the company in due course.

In the opinion of the directors the result for the year and the financial position of the company at 31 May 2014 were satisfactory, given the support of Vincos Limited, a fellow group company.

DIVIDENDS

The directors do not recommend the payment of a dividend.

DIRECTORS

The following directors have held office since 1 June 2013:-

V A Tchenguiz
Michael Watson

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR


The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is unaware. The directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

AUDITOR

The auditor, Baker Tilly UK Audit LLP, Chartered Accountants, has indicated its willingness to continue in office.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

By order of the board



Michael Watson
Director

30 October 2014

**DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF
FINANCIAL STATEMENTS**

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 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:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and accounting estimates that are reasonable and prudent;
- c. 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 taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SOFTVALLEY LIMITED

We have audited the financial statements on pages 5 to 10. 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 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 more fully explained in the Directors' Responsibilities Statement on page 3, 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 Financial Reporting Council's website at <http://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 May 2014 and of its result 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.

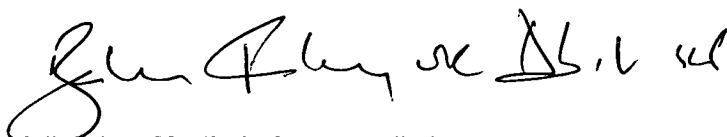
Opinion on other matter prescribed by the Companies Act 2006

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 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 from the requirement to prepare a strategic report or in preparing the directors' report



Colin Roberts FCA (Senior Statutory Auditor)
For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor
Chartered Accountants
3rd Floor
One London Square
Cross Lanes
Guildford
Surrey
GU1 1UN

7 November 2014

PROFIT AND LOSS ACCOUNT
for the year ended 31 May 2014

	Notes	2014 £	2013 £
Other operating expenses	1	(1,109)	(1,665)
Amounts written off investments		-	(35,025)
OPERATING LOSS		(1,109)	(36,690)
Investment income	2	8,889	15,500
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	3	7,780	(21,190)
Taxation	5	-	-
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION	11	7,780	(21,190)

All amounts derive from discontinued activities.

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account.

BALANCE SHEET (Company Registration Number: 05496111)
As at 31 May 2014

	Notes	2014 £	2013 £
FIXED ASSETS			
Investments	6	-	215,000
DEBTORS			
Amounts falling due within one year	7	33,961	-
CREDITORS			
Amounts falling due within one year	8	-	(1,632)
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>33,961</u>	<u>213,368</u>
CREDITORS			
Amounts falling due after more than one year	9	-	(187,187)
NET ASSETS		<u>33,961</u>	<u>26,181</u>
CAPITAL AND RESERVES			
Called up share capital	10	1	1
Profit and loss account	11	33,960	26,180
SHAREHOLDERS' FUNDS	12	<u>33,961</u>	<u>26,181</u>

The financial statements on pages 5 to 10 were approved by the board of directors and authorised for issue on 30 October 2014 and are signed on its behalf by:

Michael Watson
 Michael Watson - Director

ACCOUNTING POLICIES**Financial statements for the year ended 31 May 2014**

BASIS OF ACCOUNTING

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

The following accounting policies have been used consistently in dealing with items which are considered material in relation to the financial statements.

GOING CONCERN

On 3 December 2013, the company disposed of its only investment and ceased its main trading activities. The directors expect the company to remain dormant for the foreseeable future and may consider any orderly winding up in due course.

INVESTMENTS

Fixed asset investments are stated at cost less provision for impairments.

DEFERRED TAXATION

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that 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.

Deferred tax is measured at the tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain. Deferred tax is measured on a non-discounted basis.

CASH FLOW STATEMENT

The company has taken advantage of the exemption in Financial Reporting Standard 1 from the requirement to prepare a cash flow statement on the grounds that it is a small company.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 May 2014

	2014 £	2013 £
1. OTHER OPERATING EXPENSES		
Administration expenses	1,109	1,665
	<u>1,109</u>	<u>1,665</u>
2. INVESTMENT INCOME		
Dividends from unlisted investments	8,889	15,500
	<u>8,889</u>	<u>15,500</u>
3. PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		
Profit/(loss) on ordinary activities before taxation is stated after charging:		
Auditor's remuneration	1,092	1,632
Exceptional item – amounts written off investment	-	35,025
	<u>1,092</u>	<u>35,025</u>
4. EMPLOYEES		
There were no employees during the current or previous year apart from the directors, who received no emoluments.		
5. TAXATION		
UK Corporation tax:		
Current tax charge	-	-
	<u>-</u>	<u>-</u>
Factors affecting tax charge for the year		
Profit/(loss) on ordinary activities before taxation	7,780	(21,190)
	<u>7,780</u>	<u>(21,190)</u>
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23% (2013: 24%)	1,789	(5,086)
Effects of:		
Non-deductible expenses	-	8,406
Tax losses carried forward	519	1,099
UK transfer pricing	(264)	(699)
Foreign dividend income not taxed	(2,044)	(3,720)
	<u>(1,789)</u>	<u>5,086</u>
Current tax charge for the year	-	-
	<u>-</u>	<u>-</u>

The company has estimated losses of £48,831 (2013: £46,633) available for carry forward against future trading profits.

The deferred tax asset arising on the losses carried forward has not been recognised as their utilisation in the foreseeable future is considered remote.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 May 2014

6. TANGIBLE FIXED ASSETS

Unlisted
investments
£

Cost and net book value

At 1 June 2013

215,000

Disposals

(215,000)

At 31 May 2014

-

7. DEBTORS – amounts falling due within one year

2014

2013

£

£

Amounts owed by group undertakings

33,961

-

8. CREDITORS – amounts falling due within one year

2014

2013

£

£

Accruals and
income

-

1,632

9. CREDITORS – amounts falling due after more than one year

2014

2013

£

£

Amounts owed to group undertakings

-

187,187

The group undertaking loan represented an interest free and unsecured loan from Vincos Limited.

10. SHARE CAPITAL

2014

2013

£

£

Equity shares:

1 Ordinary share of £1 each

1

1

11. RESERVES

**Profit and
loss account
£**

Balance at 1 June 2013

26,180

Profit for the year

7,780

Balance at 31 May 2014

33,960

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 May 2014

12.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2014 £	2013 £
	Opening shareholders' funds	26,181	47,371
	Profit/(loss) for the financial year	7,780	(21,190)
	Closing shareholders' funds	33,961	26,181

13. CONTROL

The company's immediate holding company is Ciano Investments Limited, a company registered in the British Virgin Islands.

The company's ultimate holding company is Amora Investments Limited, a company registered in the British Virgin Islands.

The ultimate controlling party is the Tchenguiz Family Trust.

14. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemptions provided by Financial Reporting Standard Number 8 "Related Party Disclosures" and has not disclosed transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is party to the transaction is wholly owned by a member of that group.