

**Wittington Investments (VO1) Limited**

**Directors' report and financial  
statements**

**Registered number 6576342**

**15 September 2012**



## **Contents**

|   |   |
|---|---|
| Directors' report   | 1 |
| Statement of directors' responsibilities in respect of the Directors' Report and the financial statements | 2 |
| Independent auditors' report to the members of Wittington Investments (VO1) Limited                       | 3 |
| Profit and loss account   | 4 |
| Balance sheet   | 5 |
| Notes   | 6 |

## Directors' report

The directors present their directors' report and the audited financial statements for the 52 weeks ended 15 September 2012

### Principal activity

The principal activity is that of an investment company

### Business review and future developments

During the year the main activity of the company remained unchanged and the directors expect that any future developments will be related to this activity

### Trading results, dividends and transfer to reserves

The profit and loss account for the year is set out on page 4 The profit on ordinary activities after tax amounted to \$29,179 (2011 loss \$ 15,126)

No dividend is recommended for the year

### Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

### Directors and directors' interests

The directors who held office during the year were as follows

Guy Weston  
George Weston  
Kate Hobhouse  
Charles Mason  
Stephen Hancock

Notification of an interest in the shares of this company and shares in or debentures of other group companies by Guy Weston, George Weston, Kate Hobhouse and Stephen Hancock was not required because at the end of the period each was also a director of a company of which this company is a wholly owned subsidiary undertaking Charles Mason notified no interests

Amanda Geday was appointed as company secretary on 23 January 2012

No director had at any time during the year any material interest in a contract with the company

### Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office

By order of the board



Amanda Geday  
Secretary  
10 June 2013

Weston Centre  
10 Grosvenor Street  
London  
W1K 4QY

## **Statement of directors' responsibilities in respect of the Directors' Report and the 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK 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 year. 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, 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 enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



## **Independent auditors' report to the members of Wittington Investments (VO1) Limited**

We have audited the financial statements of Wittington Investments (VO1) Limited for the 52 weeks ended 15 September 2012 which comprise the Profit and Loss Account, the Balance Sheet and related notes. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 Directors' Responsibilities Statement set out on page 2, 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 to 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 web-site at [www.frc.org.uk/auditscopeukprivate](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 15 September 2012 and of its profit for the 52 weeks then ended,
- have been properly prepared in accordance with UK 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.

**Anthony Sykes (Senior Statutory Auditor)**  
for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants  
15 Canada Square  
London  
E14 5GL  
10 June 2013

## Profit and loss account

for the 52 weeks ended 15 September 2012

|  | Note | 52 weeks ended<br>15 September<br>2012<br>US\$ | 52 weeks ended<br>17 September<br>2011<br>US\$ |
|--|------|--|--|
| Administrative expenses                                |      | (60,380)                                       | (47,500)                                       |
| Reversal of impairment of current asset investments    |      | 82,365   | 19,549   |
| <b>Operating profit/(loss)</b>                         |      | <b>21,985</b>                                  | <b>(27,951)</b>                                |
| <b>Profit/(loss) on ordinary activities before tax</b> |      | <b>21,985</b>                                  | <b>(27,951)</b>                                |
| Tax credit on loss on ordinary activities              | 4    | 7,194  | 12,825   |
| <b>Profit/(loss) on ordinary activities after tax</b>  |      | <b>29,179</b>                                  | <b>(15,126)</b>                                |

There are no recognised gains or losses other than the loss for the year

There is no material difference between the company's results as reported and on an historical cost basis  
 Accordingly no note of historical cost profits and losses has been prepared

The profit/(loss) on ordinary activities before tax relates entirely to continuing activities

## Balance sheet

at 15 September 2012

|   | <i>Note</i> | 15 September<br>2012<br>US\$ | 17 September<br>2011<br>US\$ |
|---|-------------|------------------------------|------------------------------|
| <b>Current assets</b>                                 |             |                              |                              |
| Investments   | 5           | 2,425,000                    | 1,550,135                    |
| Debtors   | 6           | 33,423                       | 26,229                       |
| Cash at bank and in hand                              |             | 355,022                      | 1,195,022                    |
|   |             | <hr/>                        | <hr/>                        |
|   |             | 2,813,445                    | 2,771,386                    |
| <b>Creditors, amounts falling due within one year</b> | 7           | (3,007,225)                  | (2,994,345)                  |
|   |             | <hr/>                        | <hr/>                        |
| <b>Net current liabilities</b>                        |             | (193,780)                    | (222,959)                    |
|   |             | <hr/>                        | <hr/>                        |
| <b>Capital and reserves</b>                           |             |                              |                              |
| Called up share capital                               | 8           | 2                            | 2                            |
| Profit and loss account                               |             | (193,782)                    | (222,961)                    |
|   |             | <hr/>                        | <hr/>                        |
| <b>Shareholders' (deficit) – equity interests</b>     | 9           | (193,780)                    | (222,959)                    |
|   |             | <hr/>                        | <hr/>                        |

These financial statements were approved by the board of directors on 10 June 2013 and were signed on its behalf by



**Guy Weston**  
*Director*

Company registration number 6576342

## Notes

*(forming part of the financial statements)*

### 1 Accounting reference date

The accounting reference date of the company is the Saturday nearest to 15 September. Accordingly, these financial statements have been prepared to 15 September 2012.

### 2 Accounting policies

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

#### ***Basis of preparation***

The financial statements have been prepared under the historical convention and in accordance with applicable United Kingdom accounting standards (UK GAAP) and the Companies Act 2006.

Under Financial Reporting Standard 1 (revised) the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking. A group cash flow statement is included in the financial statements of Wittington Investments Limited.

As the company is a wholly owned subsidiary of Wittington Investments Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Wittington Investments Limited, within which this company is included, can be obtained from Companies House.

#### ***Functional Currency***

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The directors consider the US Dollar to be the company's functional and presentational currency as the investments and income derived from these investments are undertaken in US Dollars. The effective exchange rate at 15 September 2012 was £1 = US\$1.62 (18 September 2011: US\$1.58).

#### ***Going Concern***

The financial statements have been prepared on a going concern basis, notwithstanding net current liabilities of \$193,780 (net current liabilities 2011: \$222,959) which the directors believe to be appropriate for the following reasons:

The company is dependent upon its parent company, Wittington Investments Ltd (Wittington) for continuing financial support. Wittington has provided the company with an undertaking that it will continue to make available such funds as are needed by the company until presentation of its financial statements for the year ending 14 September 2013 and accordingly the directors consider it appropriate to continue to adopt the going concern basis in preparing the company's financial statements.

#### ***Current asset investments and Impairment***

Investments are stated at cost less amounts written off. The carrying amounts of the company's assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the investment's recoverable amount is estimated and an impairment loss is recognised for the excess of the carrying amount of an asset over its estimated recoverable amount. Impairment losses are recognised in the profit and loss account. An impairment loss is reversed on investments only if subsequent external events reverse the effect of the original event which caused the recognition of the impairment.

### 3 Operating costs

No charge was made during the year in respect of auditors' remuneration. The auditors' remuneration is borne by the parent company.

The directors received no emoluments in respect of their services to the company.

The administration expenses include foreign exchange loss of \$12,880 (2011: \$Nil).



## Notes (continued)

### 4 Tax

The difference between the total current tax charge shown and the amount calculated by applying the standard rate of UK Corporation tax to the profit before tax is as follows

|   | 15 September<br>2012<br>US\$ | 17 September<br>2011<br>US\$ |
|---|------------------------------|------------------------------|
| Profit/(loss) on ordinary activities before tax                                   | 21,985                       | (27,951)                     |
| Nominal tax charge at the standard<br>rate of corporation tax of 25 1% (2011 27%) | 5,518                        | (7,547)                      |
| Reversal of impairment not subject to tax   | (20,674)                     | (5,278)                      |
| Partnership taxable income  | 2,139                        | -                            |
| Prior period adjustment   | 5,823                        | -                            |
| Current year tax credit   | (7,194)                      | (12,825)                     |

The enactment of legislation in the UK has reduced the corporation tax rate from 26% to 24% from 1 April 2012 and to 23% from 1 April 2013. Proposed future reductions in the UK tax rate to 22% will be reflected when the relevant legislation is substantively enacted.

### 5 Current asset investments

|                            | US\$      |
|----------------------------|-----------|
| <b>Cost</b>                |           |
| At beginning of the year   | 1,632,500 |
| Additions during the year  | 792,500   |
| At end of year             | 2,425,000 |
| <b>Provisions</b>          |           |
| At beginning of the year   | 82,365    |
| Impairment during the year | (82,365)  |
| At end of year             | -         |
| <b>Net book value</b>      |           |
| At 15 September 2012       | 2,425,000 |
| At 11 September 2011       | 1,550,135 |

### 6 Debtors

|                                     | 15 September<br>2012<br>US\$ | 17 September<br>2011<br>US\$ |
|-------------------------------------|------------------------------|------------------------------|
| Amounts falling due within one year |                              |                              |
| Prepayment                          | 13,404                       | 13,404                       |
| Corporation Tax                     | 20,019                       | 12,825                       |
|                                     | 33,423                       | 26,229                       |

## Notes (continued)

### 7 Creditors

|   | 15 September<br>2012<br>US\$ | 17 September<br>2011<br>US\$ |
|---|------------------------------|------------------------------|
| Amounts falling due within one year       |                              |                              |
| Amounts owed to group undertakings        |                              |                              |
| Parent and fellow subsidiary undertakings | 3,007,225                    | 2 994,345                    |
|   | <u>                    </u>  | <u>                    </u>  |

### 8 Share capital

|                               | 15 September<br>2012<br>US\$ | 17 September<br>2011<br>US\$ |
|-------------------------------|------------------------------|------------------------------|
| <i>Allotted and called up</i> |                              |                              |
| 2 ordinary shares of £1 each  | 2                            | 2                            |
|                               | <u>                    </u>  | <u>                    </u>  |

### 9 Reconciliation of movement in shareholders' funds

|   | 15 September<br>2012<br>US\$ | 17 September<br>2011<br>US\$ |
|---|------------------------------|------------------------------|
| Opening shareholders' funds                       | (222,959)                    | (207,833)                    |
| Net addition/(reduction) to shareholders' deficit | 29,179                       | (15,126)                     |
|   | <u>                    </u>  | <u>                    </u>  |
| Closing shareholders' deficit                     | (193,780)                    | (222,959)                    |
|   | <u>                    </u>  | <u>                    </u>  |

### 10 Holding company

The ultimate holding company and controlling party as defined by Financial Reporting Standard 8, is Wittington Investments Limited which is incorporated in Great Britain and registered in England

The group in which the results of the company are consolidated is that headed by Wittington Investments Limited. The consolidated financial statements of Wittington Investments Limited are available to the public and may be obtained from Companies House

### 11 Registered office

The registered office of the company is Weston Centre, 10 Grosvenor Street, London W1K 4QY