Company No: FC 9216 BRANCH No: BR 00108

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REPORTS AND FINANCIAL STATEMENTS
EVERMORE INVESTMENT TRUST PLC
FOR THE YEAR ENDED 5 APRIL 2008

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# REPORTS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 5 APRIL 2008

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#### **DIRECTORS AND OTHER INFORMATION**

**DIRECTORS** 

Patrick Richard Evershed Sheena Anne Evershed Howard Boardman Knott Jonathan Paul Kingsland Tillett

SECRETARY AND REGISTERED OFFICE

Sheena Anne Evershed 29 Earlsfort Terrace

Dublin 2

**AUDITORS** 

Deloitte & Touche Chartered Accountants Deloitte & Touche House Earlsfort Terrace

Dublin 2

**BANKERS** 

Brown, Shipley & Co. Limited

Founders Court

Lothbury

London EC2R 7HE

**FUND MANAGERS** 

New Star Asset Management

1 Knightsbridge Green London SW1X 7NE

**COMPANY NUMBER** 

30106

#### **DIRECTORS' REPORT**

The Directors present herewith their report and the audited financial statements of the company for the year ended 5 April 2008.

#### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company is an investment holding company which, during the year concerned continued to invest in quoted and unquoted securities.

#### RISKS AND UNCERTAINTIES

The performance of the company is dependent on the performance of the listed companies in which the company has invested.

#### PROFIT AND DIVIDENDS

The profit for the year is disclosed on page 8.

A dividend of Stg£0.03 per share was paid on 5 November 2007.

#### **DIRECTORS**

The persons listed below acted as Directors of the company during the entire year covered by the financial statements and this report:

Patrick Richard Evershed Sheena Anne Evershed Howard Boardman Knott Jonathan Paul Kingsland Tillett

In accordance with the Articles of Association, Howard Boardman Knott retires by rotation and, being eligible, offers himself for re-election.

#### DIRECTORS' SHAREHOLDINGS

The following directors held shares in the company at 5 April 2007 and 5 April 2008.

	Number
Patrick Richard Evershed Sheena Anne Evershed Howard Boardman Knott	15,000 10,000 500

Shares

### **DIRECTORS' REPORT (CONTINUED)**

### **BOOKS OF ACCOUNT**

To ensure that proper books and accounting records are kept in accordance with Section 202 Companies Act, 1990, the directors have employed appropriately qualified accounting personnel and have maintained appropriate accounting systems. The books of account are located at the company's registered office.

#### **TAXATION STATUS**

In the opinion of the Directors, the company is a close company within the provisions of the Income and Corporation Taxes Act, 1988.

#### **AUDITORS**

In accordance with Section 160(2) of the Companies Act, 1963, Deloitte & Touche, Chartered Accountants, continue in office.

Signed on behalf of the Board:			Stat Rider & ar Rol
Patrick Richard Evershed	)	DIRECTORS	JPR Talae
Jonathan Paul Kingsland Tillett	)	DIRECTORS	

Date: 15 September 2008

### STATEMENT OF DIRECTORS' RESPONSIBILITIES

Irish company law requires the directors to prepare financial statements for each financial year which 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 those 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;
- 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 proper books of account which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements are prepared in accordance with accounting standards generally accepted in Ireland and comply with Irish statute comprising the Companies Acts, 1963 to 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.

**Deloitte** 

Deloitte & Touche Chartered Accountants & Registered Auditors

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EVERMORE INVESTMENT TRUST PLC

We have audited the financial statements of Evermore Investment Trust Plc for the year ended 5 April 2008, which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes 1 to 8. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 193 of the Companies Act 1990. 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

The directors are responsible, as set out in the statement of Directors' Responsibilities, for preparing the financial statements in accordance with applicable law and accounting standards issued by the Accounting Standards Board and published by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland).

Our responsibility, as independent auditors, is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, and are properly prepared in accordance with Irish statute comprising the Companies Acts, 1963 to 2006. We also report to you whether in our opinion: proper books of account have been kept by the company; whether, at the balance sheet date, there exists a financial situation requiring the convening of an extraordinary general meeting of the company; and whether the information given in the Directors' Report is consistent with the financial statements. In addition, we state whether we have obtained all the information and explanations necessary for the purposes of our audit and whether the company's balance sheet and profit and loss account are in agreement with the books of account.

We also report to you if, in our opinion, any information specified by law regarding directors' remuneration and directors' transactions is not disclosed and, where practicable, include such information in our report.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatement within it. Our responsibilities do not extend to other information.

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Members of Deloitte Touche Tohmatsu

# **Deloitte**

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# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EVERMORE INVESTMENT TRUST PLC

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we evaluated the overall adequacy of the presentation of information in the financial statements.

#### Opinion

In our opinion the financial statements:

- give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, of the state of the affairs of the company as at 5 April 2008 and of its profit for the year then ended; and
- have been properly prepared in accordance with the Companies Acts, 1963 to 2006.

We have obtained all the information and explanations we considered necessary for the purposes of our audit. In our opinion proper books of account have been kept by the company. The company's balance sheet and its profit and loss account are in agreement with the books of account.

In our opinion the information given in the Directors' Report is consistent with the financial statements.

The net assets of the company, as stated in the balance sheet, are more than half the amount of its called-up share capital and, in our opinion, on that basis there did not exist at 5 April 2008 a financial situation which, under Section 40(1) of the Companies (Amendment) Act, 1983, would require the convening of an extraordinary general meeting of the company.

Deloitte & Touche

Chartered Accountants and Registered Auditors

Dublin

15 September 2008

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 5 APRIL 2008

		2008	2007
	Notes	Stg£	Stg£
INCOME			
Income from investments	1(b)	19,225	31,718
Deposit interest received	` '	1,704	1,222
Profit on sale of investments		33,239	46,798
		54,168	79,738
EXPENSES		<del></del>	
Accounting and secretarial charges		<b>8,</b> 513	4,155
Auditors' remuneration		2,250	2,000
Bank interest		5,991	10,307
Miscellaneous		9,591	11,084
		26,345	27,546
PROFIT ON ORDIARY ACTIVITIES	2	27 922	52 102
BEFORE TAXATION	2	27,823	52,192
Taxation	3	(4,518)	(4,857)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	8	23,305	47,335

The company's activities during 2008 and 2007 consisted solely of continuing operations. The profit for the year (and for the previous year) represents all of the gains and losses recognised by the company.

The financial statements were appro	ved by the Board of Directors on 15 September 2008 and signed on its
behalf by: Street Robert (W.	Colin Adola Col
Patrick Richard Evershed	) TPU Tilled
Jonathan Paul Kingsland Tillett	) DIRECTORS

# **BALANCE SHEET AS AT 5 APRIL 2008**

2008	2007			
Stg£	Stg£			
437,398	614,733			
130,403	53,787			
(29,574) (10,261) (3,925) ————————————————————————————————————	(151,175) (10,137) (2,077) (163,389)			
86,643	(109,602)			
524,041	505,131			
	, , , , , , , , , , , , , , , , , , ,			
144,452 2,048 15,041 362,500	144,452 2,048 15,041 343,590			
524,041	505,131			
The financial statements were approved by the Board of Directors on 15 September 2008 and signed on its behalf by:  Patrick Richard Evershed  DIRECTORS  Jonathan Paul Kingsland Tillett				
	2,048 15,041 362,500 524,041			

# CASH FLOW STATEMENT FOR THE YEAR ENDED 5 APRIL 2008

	2008	2007
	Stg£	Stg£
NET CASH OUTFLOW FROM OPERATING ACTIVITIES	(81,908)	(33,896)
TAXATION AND DIVIDENDS PAID		· · · · · · · · · · · · · · · · · · ·
Corporation tax payment	(2,077)	-
Tax credits applicable to dividends received	(593)	(2,781)
Dividends paid in year	(4,395)	(3,662)
	(7,065)	(6,443)
INVESTING ACTIVITIES		
Purchase of quoted investments	(76,422)	(237,507)
Receipts from sales of quoted investments	286,996	281,567
	210,574	44,060
Decrease in bank loan and overdraft	121,601	3,721
RECONCILIATION OF OPERATIN TO NET CASH OUTFLOW FROM OPERA		<del></del>
Operating profit Increase in fund manager's balance	27,823 (76,616)	52,192 (38,814)
Decrease in debtors	(70,010)	(38,614)
Increase/(decrease) in creditors	124	(1,194)
Profit on sale of investments	(33,239)	(46,798)
	(81,908)	(33,896)
ANALYSIS OF CHANGES IN CASH AND BAN	K DURING THE Y	EAR
Balance 6 April 2007 (overdrawn)	(151,175)	(154,896)
Net cash inflow (see above)	121,601	3,721
		<del></del>
Balance 5 April 2008 (overdrawn)	(29,574)	(151,175)

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 5 APRIL 2008

#### 1. ACCOUNTING POLICIES

- (a) The financial statements are prepared under the historical cost convention.
- (b) Income from U.K. investments include all dividends and interest on securities, the dates of payment of which fell within the year. It includes the imputed tax credit relating to the dividends and this tax is written off within the taxation charge to the extent that it is not recoverable.
- (c) While the company was incorporated in Ireland, the financial statements have been expressed in sterling as almost all assets and liabilities are denominated in that currency.

2.	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2008 Stg£	2007 Stg£
	The profit on ordinary activities before taxation is stated after charging:		
	Directors' remuneration Auditors' remuneration	2,250	2,000
3.	TAX ON PROFIT ON ORDINARY ACTIVITIES  (a) Analysis of the tax charge for the year	2008 Stg£	2007 Stg£
	The taxation charge on the profit on ordinary activities for the year was as follows:		
	Corporation tax on the profit for the year	4,518	4,857
	(b) Factors affecting the tax charge for the year		<del></del>
	The differences are explained below:		
	Profit on ordinary activities before taxation	27,823	52,192
	Profit on ordinary activities multiplied by standard rate of tax in the United Kingdom 30% (2007: 30%)	8,347	15,658
	Effects of:		
	Indexation relief: Surplus on sale of investments	(2,640)	(1,489)
	Franked Investment Income Utilisation of losses	(1,189)	(5,562) (3,750)
	Offisation of fosses	-	(3,730)
		4,518	4,857

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 5 APRIL 2008

4.	DIVIDENDS	2008	2007
	Ordinary Shares: Stg£0.03 per share (paid 5 November 2007)	Stg£	Stg£
	(2007: Stg£0.025)	4,395	3,662
		**	
5.	FINANCIAL ASSETS	2008	2007
	Cost:	Stg£	Stg£
	At 6 April 2007	614,733	611,994
	Additions	76,422	237,507
	Disposals	(253,757)	(234,768)
	At 5 April 2008	437,398	614,733
	Market Value of quoted investments at 5 April	510,747	955,174
	The quoted investments are dealt on a recognised stock exchang	ee.	***************************************
6.	BANK OVERDRAFT	2008	2007
		Stg£	Stg£
	Bank overdraft	29,574	151,175
	The bank overdraft is repayable on demand.		
	The bank overdraft is secured by a guarantee from P.R. Evershe	d.	
7.	SHARE CAPITAL	2008	2007
		€	$\epsilon$
	Authorised:		
	200,000 Ordinary shares of €1.25 each	250,000	250,000
		Stg£	Stg£
	Allotted, called-up and fully paid: 146,500 Ordinary shares €1.25 each	144,452	144,452

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 5 APRIL 2008

# 8. RESERVES

	Share Premium Stg£	Profit & Loss Account Stg£	Total Stg£
At 6 April 2007	15,041	343,590	358,631
Profit for the year after taxation	-	23,305	23,305
Dividends paid	-	(4,395)	(4,395)
At 5 April 2008	15,041	362,500	377,541