

HIMOR (Ship Canal House) Limited

**Directors' Report and Financial
Statements**

Registered number 04521168

30 June 2013

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Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 June 2013

Principal activities

The principal activity is the acquisition and letting of commercial property

Business performance

The results of the company are in line with expectations and its profit and loss account is set out on page 5

Proposed dividend and transfer to reserves

The profit on the ordinary activities of the company before taxation amounted to £261,000 (2012 *profit* £1,252,000) The directors do not propose the payment of a dividend

Directors

The directors who held office during the year were as follows

W Ainscough
W F Ainscough

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 they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Auditors

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

By order of the board



W F Ainscough
Director

Clarence House
Clarence Street
Manchester
M2 4DW

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 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 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



KPMG LLP

St James' Square
Manchester
M2 6DS
United Kingdom

Independent auditor's report to the members of HIMOR (Ship Canal House) Limited

We have audited the financial statements of HIMOR (Ship Canal House) Limited for the year ended 30 June 2013 set out on pages 5 to 13. 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 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 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 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 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 30 June 2013 and of its profit for the year 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.

Independent auditors' report to the members of HIMOR (Ship Canal House) Limited *(continued)*

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

Nicola Quayle

**Nicola Quayle (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants
St James' Square
Manchester
M2 6DS

17 March 2014

Profit and loss account
for the year ended 30 June 2013

| | <i>Note</i> | 2013 £000 | 2012 £000 |
|------------------------------------------------------|-------------|----------------------------|----------------------------|
| Revenue | <i>1</i> | 971 | 1,774 |
| Expenses | | (514) | (609) |
| Operating profit | | 457 | 1,165 |
| Other income | | 381 | 457 |
| Interest receivable | | - | 11 |
| Interest payable | | (577) | (381) |
| Profit on ordinary activities before taxation | <i>3</i> | 261 | 1,252 |
| Tax on profit on ordinary activities | <i>4</i> | (66) | (292) |
| Retained profit for the financial year | <i>11</i> | 195 | 960 |

The notes on pages 8 to 13 form part of these financial statements

All revenue and operating profits are derived from continuing operations

Balance sheet
at 30 June 2013

| | <i>Note</i> | 2013 £000 | 2012 £000 |
|--------------------------------------------------------|-------------|----------------------------|----------------------------|
| Fixed assets | | | |
| Tangible assets | 5 | 16,900 | 21,500 |
| Current assets | | | |
| Debtors | 6 | 12,024 | 16,598 |
| Cash at bank and in hand | | 312 | 370 |
| | | <u>12,336</u> | <u>16,968</u> |
| Creditors amounts falling due within one year | 7 | <u>(14,040)</u> | <u>(5,508)</u> |
| Net current (liabilities)/assets | | <u>(1,704)</u> | <u>11,460</u> |
| Total assets less current liabilities | | <u>15,196</u> | <u>32,960</u> |
| Creditors amounts falling due in greater than one year | 8 | - | (13,425) |
| Provisions for liabilities and charges | 9 | <u>(200)</u> | <u>(134)</u> |
| Net assets | | <u>14,996</u> | <u>19,401</u> |
| Capital and reserves | | | |
| Called up share capital | 10 | 11,163 | 11,163 |
| Revaluation reserve | 11 | (6,038) | (1,438) |
| Profit and loss account | 11 | 9,871 | 9,676 |
| | | <u>14,996</u> | <u>19,401</u> |

The notes on pages 8 to 13 form part of these financial statements

These financial statements were approved by the board of directors on 10/03/14 and were signed on its behalf by



W F Ainscough
 Director

Statement of total recognised gains and losses
for the year ended 30 June 2013

| | 2013 £000 | 2012 £000 |
|-------------------------------------------------------------------------|----------------------------|----------------------------|
| Profit for the financial year | 195 | 960 |
| Revaluation of properties | (4,600) | (1,450) |
| Total recognised gains and losses relating to the financial year | (4,405) | (490) |

Note of historical cost profits and losses
for the year ended 30 June 2013

| | 2013 £ | 2012 £ |
|---------------------------------------------------------------|-------------------------|-------------------------|
| Reported profit on ordinary activities before taxation | 261 | 1,252 |
| Historical cost profit on ordinary activities before taxation | 261 | 1,252 |
| Historical cost profit for the year retained after taxation | 195 | 960 |

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below

Basis of preparation

The financial statements have been prepared on the going concern basis in accordance with the Companies Act 2006 and applicable accounting standards using the historical cost convention except in respect of investment properties as set out below

As permitted by Financial Reporting Standard ('FRS') 1, the company has not included a cash flow statement as part of these financial statements, as it fulfils the criteria for exemption as a small company

The company has taken advantage of the exemption included in FRS 8 "Related Party Disclosures" (para 3) for wholly owned subsidiaries not to disclose transactions with entities that are part of the group

Going concern

After making enquiries, the directors have a reasonable expectation that the company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements

The bank loan is secured over the assets of the company and expires in 2015. Interest is charged at 2.5% above LIBOR. A valuation of the property securing the loan was undertaken after the year end resulting in the technical breach of a loan to value covenant at the year end. The loan has been classified within these accounts as falling due within one year, however, following a payment post year end the breach has been remedied. The loan remains in place and the expiry date has remained unchanged.

Fixed assets and depreciation

In accordance with SSAP 19, investment properties are revalued annually, the aggregate surplus or deficit is transferred to a revaluation reserve and no depreciation or amortisation is provided. This treatment may be a departure from the requirements of the Companies Act regarding depreciation of fixed assets but the directors consider that this accounting policy is necessary for the accounts to give a true and fair view, as the properties are held for investment not consumption. Depreciation or amortisation is only one of the factors reflected in the annual valuations and the amount which might otherwise have been shown cannot be separately identified or quantified. The properties are valued at the directors' estimate of open market values.

Revenue

Revenue represents the rental income receivable in the year (excluding value added tax) derived from the provision of the site services to customers during the year.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Notes (continued)

Classification of financial instruments issued by the Company

Following the adoption of FRS 25, financial instruments issued by the Company are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions

- a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial liabilities with another party under conditions that are potentially unfavourable to the Company, and
- b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes not obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument classified takes the legal form of the Company's own shares the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares

2 Employee costs and directors' remuneration

The company has no employees (2012 nil)

No directors' remuneration was paid in the year (2012 £nil)

3 Profit on ordinary activities before taxation

| | 2013 £000 | 2012 £000 |
|------------------------------------------------------------------------|--------------|--------------|
| Profit on ordinary activities before taxation is stated after charging | | |
| <i>Auditor's remuneration</i> | | |
| Audit of these financial statements | - | - |
| Amounts receivable by the auditors and their associates in respect of | | |
| Other services relation to taxation | - | - |
| | <hr/> | <hr/> |

The auditor's remuneration is paid by HIMOR Group Limited (the company's parent undertaking) in both 2013 and 2012 and hence no expense is recognised in the company's accounts

Notes (continued)

4 Taxation

a) Analysis of tax charge in the year

| | 2013 £000 | 2012 £000 |
|------------------------------------------------|--------------|--------------|
| <i>UK corporation tax</i> | | |
| Group relief | - | 197 |
| Adjustment in respect of prior periods | - | - |
| | <u>-</u> | <u>197</u> |
| <i>Deferred tax</i> | | |
| Origination and reversal of timing differences | 73 | 99 |
| Adjustment in respect of prior periods | (2) | (1) |
| Impact on deferred tax of change in tax rate | (5) | (3) |
| | <u>66</u> | <u>95</u> |
| | <u>66</u> | <u>292</u> |

b) Factors affecting the tax charge for the current year

The tax charge for the year is less than (2012 less than) the standard rate of corporation tax in the UK 23.75%, (2012 25.5%). The differences are explained below

| Current tax reconciliation | 2013 £000 | 2012 £000 |
|----------------------------------------------------------|--------------|--------------|
| Profit on ordinary activities before taxation | 261 | 1,252 |
| | <u>62</u> | <u>319</u> |
| Current tax at 23.75% (2012 25.5%) | 1 | (17) |
| Expenses not deductible for tax purposes | (11) | - |
| Income not taxable for tax purposes | 23 | - |
| Group relief surrendered | (75) | (105) |
| Capital allowance for the year in excess of depreciation | - | 197 |
| | <u>-</u> | <u>197</u> |

Factors affecting the future tax charge

Legislation to reduce the main rate of corporation tax from 24% to 23% from 1 April 2013 was substantively enacted on 3 July 2012

In addition to the change in rates of corporation tax disclosed above, further changes to the UK Corporation tax rates were substantively enacted as part of the Finance Bill 2013 on 2 July 2013. These include reductions to the main rate to reduce the rate to 21% from 1 April 2014 and to 20% from 1 April 2015.

Deferred tax has been calculated based on a rate of 20% at the balance sheet date

Notes (continued)

5 Investment properties

| | Investment properties £000 |
|--------------------------------|----------------------------------|
| <i>Cost or valuation</i> | |
| At 1 July 2012 | 21,500 |
| Additions in year | - |
| Revaluation | (4,600) |
| | <hr/> |
| At 30 June 2013 | 16,900 |
| | <hr/> |
| <i>Depreciation</i> | |
| At 1 July 2012 | - |
| Charge in year | - |
| | <hr/> |
| At 1 July 2013 | - |
| | <hr/> |
| Net book value at 30 June 2013 | 16,900 |
| | <hr/> |
| Net book value at 1 July 2012 | 21,500 |
| | <hr/> |

The investment properties were valued by the Directors at the year end. The valuation basis used was market value.

6 Debtors

| | 2013 £000 | 2012 £000 |
|------------------------------------|---------------|---------------|
| Amounts owed by group undertakings | 11,006 | 14,984 |
| Other debtors | 99 | 383 |
| Trade debtors | 80 | 240 |
| Prepayments and accrued income | 809 | 988 |
| Corporation tax | 30 | 3 |
| | <hr/> | <hr/> |
| | 12,024 | 16,598 |
| | <hr/> | <hr/> |

Notes (continued)

7 Creditors amounts falling due within one year

| | 2013 £000 | 2012 £000 |
|------------------------------------|---------------|--------------|
| Trade creditors | 5 | 2 |
| Accruals and deferred income | 595 | 653 |
| Bank Loan | 13,425 | 250 |
| Amounts owed to group undertakings | - | 4,539 |
| Other taxation | 15 | 64 |
| | <u>14,040</u> | <u>5,508</u> |

The bank loan is secured over the assets of the company and expires in 2015. Interest is charged at 2.5% above LIBOR.

8 Creditors amounts falling due after more than one year

| | 2013 £000 | 2012 £000 |
|-----------|--------------|---------------|
| Bank loan | - | 13,425 |
| | <u>-</u> | <u>13,425</u> |

9 Provisions for liabilities and charges

| | Deferred Taxation £000 |
|-----------------------|------------------------------|
| At beginning of year | 134 |
| Current year movement | 66 |
| | <u>200</u> |
| At end of year | <u>200</u> |

The amounts provided for deferred taxation are set out below

| | 2013 £000 | 2012 £000 |
|---------------------------------------------|--------------|--------------|
| Capital allowance in excess of depreciation | 200 | 134 |
| | <u>200</u> | <u>134</u> |

Notes (continued)

10 Share capital

| | 2013 No | 2012 No |
|------------------------------------------------|------------|------------|
| <i>Authorised</i> | | |
| Ordinary shares of £1 each | 50,000,000 | 50,000,000 |
| <i>Allotted and called up</i> | | |
| Ordinary shares (11,163,136 shares of £1 each) | 11,163,136 | 11,163,136 |

11 Reserves

| | Revaluation Reserve £000 | Profit and loss Account £000 | Total £000 |
|----------------------|--------------------------------|------------------------------------|---------------|
| At beginning of year | (1,438) | 9,676 | 8,238 |
| Profit for the year | - | 195 | 195 |
| Revaluation | (4,600) | - | (4,600) |
| At end of year | (6,038) | 9,871 | 3,833 |

12 Reconciliation of movements in shareholders' funds

| | 2013 £000 | 2012 £000 |
|----------------------------------------|--------------|--------------|
| Opening shareholders' funds | 19,401 | 19,891 |
| Retained profit for the financial year | 195 | 960 |
| Revaluation | (4,600) | (1,450) |
| Closing shareholders' funds | 14,996 | 19,401 |

13 Ultimate parent company and parent undertaking of larger group of which the company is a member

The Company is a wholly owned subsidiary of its parent undertaking, HIMOR Group Limited, a company registered in England and Wales. The financial statements of HIMOR Group Limited are available to the public and may be obtained from Companies House, Crown Way, Maindy, Cardiff.