

Crozero Limited

**Directors' report and financial
statements**

Registered number 1269708

31 March 2010

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Directors' report and financial statements

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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 March 2010

Business review

The company did not trade during the year

Dividends

The directors do not recommend the payment of a dividend (2009 £nil)

Directors and directors' interests

The directors who held office during the year were as follows

BSE Freshwater (Chairman)
D Davis

The Articles of Association of the company do not require the directors to retire by rotation

The directors do not have service contracts nor do they receive any emoluments from the company

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company. Their interests, and those of their families and family trusts in the share capital of the ultimate holding company, Daejan Holdings PLC, are set out in the Directors' report of that company

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

In accordance with Section 487 of the Companies Act 2006 a resolution for the re-appointment of KPMG Audit Plc as auditors of the company is to be proposed at the forthcoming Annual General Meeting

By order of the board



MRM Jenner
Secretary

Registered office
Freshwater House
158-162 Shaftesbury Avenue
London WC2H 8HR

8 November 2010

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.

The financial statements are required by law to 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 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its 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 Crozera Limited

We have audited the financial statements of Crozera Limited for the year ended 31 March 2010 set out on pages 4 to 6. 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 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 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 APB's web-site at www.frc.org.uk/apb/scope/UKNP.

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 March 2010 and of its result 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.

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.

Andrew Marshall (Senior Statutory Auditor)

for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants

15 Canada Square
London E14 5GL

8 November 2010

Balance sheet
at 31 March 2010

	<i>Note</i>	2010 £	2009 £
Current assets			
Debtors	2	58 153	58 153
Creditors amounts falling due within one year	3	(48 361)	(48 361)
Net assets		<u>9 792</u>	<u>9 792</u>
Capital and reserves			
Equity share capital		2	2
Non-equity share capital		100	100
Called up share capital	4	102	102
Profit and loss account		9 690	9 690
Shareholders' funds		<u>9,792</u>	<u>9 792</u>

Other than the non-equity share capital of £100 shareholders' funds relate exclusively to equity shareholders' interests

Profit and loss account

During the financial year and the preceding financial year the company did not trade: it received no income and incurred no expenditure. Consequently, the company made neither a profit nor a loss and therefore a profit and loss account has not been prepared. The company has no other recognised gains or losses.

These financial statements were approved by the board of directors on 8 November 2010 and were signed on its behalf by


BSE Freshwater
Director

Notes

(forming part of the financial statements)

1 Basis of preparation

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

2 Debtors

	2010 £	2009 £
Amounts owed by fellow subsidiary undertakings	58 143	58 143
Other debtors	10	10
	58 153	58 153

3 Creditors: amounts falling due within one year

	2010 £	2009 £
Amounts due to parent undertaking	5 310	5 310
Amounts owed to fellow subsidiary undertakings	43 041	43 041
Other creditors and accruals	10	10
	48 361	48 361

4 Called up share capital

	2010 £	2009 £
<i>Authorised</i>		
Ordinary shares of £1 each	100	100
Deferred shares of £1 each	100	100
	200	200
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	2	2
Deferred shares of £1 each	100	100
	102	102

The deferred shares do not confer the right on the holders to receive a dividend

These shares would rank below ordinary shares and be redeemable at par, in the event of the winding up of the company. The deferred shares carry no voting rights

Notes *(continued)*

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

The company's ultimate holding company is Daejan Holdings PLC which is incorporated in Great Britain and registered in England and Wales.

The consolidated financial statements of Daejan Holdings PLC are available to the public and may be obtained from Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR.

No group financial statements include the results of the company.

6 Cash flow statement

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking of a UK company.