

REGISTERED NUMBER: OC317841 (England and Wales)

Report of the Members and
Financial Statements for the Year Ended 31 March 2012
for
Circadia Ventures LLP



Circadia Ventures LLP (Registered number: OC317841)

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for the Year Ended 31 March 2012**

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Circadia Ventures LLP

General Information
for the Year Ended 31 March 2012

DESIGNATED MEMBERS:	S A Barnes D J Atkinson
REGISTERED OFFICE:	1 Kingsway London WC2B 6AT
REGISTERED NUMBER:	OC317841 (England and Wales)
AUDITORS.	S H Landes LLP Statutory Auditors 3rd Floor Fairgate House 78 New Oxford Street London WC1A 1HB
BANKERS:	Lloyds TSB PO Box 72 Bailey Drive Gillingham Business Park Kent ME8 0LS

Circadia Ventures LLP (Registered number: OC317841)

Report of the Members
for the Year Ended 31 March 2012

The members present their report with the financial statements of the LLP for the year ended 31 March 2012

PRINCIPAL ACTIVITY

The principal activity of the LLP in the year under review was that of a venture capital fund manager and providing other consultancy services. The LLP has entered into an agreement with its subsidiary which is a general partner of a limited partnership 'Tate & Lyle Ventures LP' whereby the subsidiary company remits the management fees received from the fund to the LLP in consideration for services as manager of the fund. The fund has been established for the purposes of investing in early stage businesses to deliver the next generation of food and industrial ingredients.

DESIGNATED MEMBERS

The designated members during the year under review were

S A Barnes
D J Atkinson

RESULTS FOR THE YEAR AND ALLOCATION TO MEMBERS

The profit for the year before members' remuneration and profit shares was £605,135 (2011 - £405,937 profit)

MEMBERS' INTERESTS

Members are required to subscribe a minimum level of capital, the amounts of which are determined by the LLP agreement. Members cannot transfer or pledge their interest in the LLP without prior consent of members holding not less than 75% of the LLP's capital interests. Any capital contribution made by any of the members of the LLP shall only be repayable with the unanimous agreement of all the designated members. On cessation of membership, the LLP will pay an amount equal to the net amount standing to the credit of the members account.

Each member is entitled to guaranteed drawings as determined by the LLP agreement provided that there is sufficient cash available to the LLP.

No profits or distributions shall be made from the LLP to its members if the LLP does not have sufficient regulatory capital required to be maintained by the LLP to comply with FSA regulations.

STATEMENT OF MEMBERS' RESPONSIBILITIES

The members are responsible for preparing the Report of the Members and the financial statements in accordance with applicable law and regulations.

Legislation applicable to limited liability partnerships requires the members to prepare financial statements for each financial year. Under that law the members have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under legislation applicable to limited liability partnerships the members 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 LLP and of the profit or loss of the LLP for that period. In preparing these financial statements, the members are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP will continue in business.

The members are responsible for keeping adequate accounting records that are sufficient to show and explain the LLP's transactions and disclose with reasonable accuracy at any time the financial position of the LLP and enable them to ensure that the financial statements comply with the Companies Act 2006 as applied to LLPs by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Circadia Ventures LLP (Registered number: OC317841)

Report of the Members
for the Year Ended 31 March 2012

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the members are aware there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the LLP's auditors are unaware, and each member has taken all the steps that he ought to have taken as a member in order to make himself aware of any relevant audit information and to establish that the LLP's auditors are aware of that information

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 as applied to LLPs by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 relating to small LLPs

ON BEHALF OF THE MEMBERS:

A handwritten signature in black ink, appearing to read 'D J Atkinson' with a stylized flourish at the end.

D J Atkinson - Designated Member

Date 9 July 2012

**Report of the Independent Auditors to the Members of
Circadia Ventures LLP**

We have audited the financial statements of Circadia Ventures LLP for the year ended 31 March 2012 on pages six to twelve. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the LLP's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied to LLPs by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the LLP's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the LLP and the LLP's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of members and auditors

As explained more fully in the Statement of Members' Responsibilities set out on page two, the members 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the LLP's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the members, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Members to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the LLP's affairs as at 31 March 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to LLPs by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

**Report of the Independent Auditors to the Members of
Circadia Ventures LLP**

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 as applied to LLPs 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
- we have not received all the information and explanations we require for our audit, or
- the members were not entitled to prepare the financial statements in accordance with the small LLPs regime and take advantage of the small LLPs' exemption in preparing the Report of the Members

Steven Landes (Senior Statutory Auditor)
for and on behalf of S H Landes LLP
Statutory Auditors
3rd Floor
Fairgate House
78 New Oxford Street
London
WC1A 1HB

Date

9/7/12

Circadia Ventures LLP (Registered number: OC317841)

Profit and Loss Account
for the Year Ended 31 March 2012

	Notes	31 3 12 £	31 3 11 £
TURNOVER		674,312	537,873
Administrative expenses		<u>69,177</u>	<u>131,936</u>
OPERATING PROFIT and PROFIT FOR THE FINANCIAL YEAR BEFORE MEMBERS' REMUNERATION AND PROFIT SHARES AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS	8	<u>605,135</u>	<u>405,937</u>

The notes form part of these financial statements

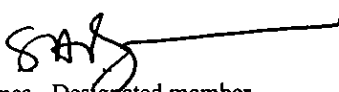
Circadia Ventures LLP (Registered number: OC317841)

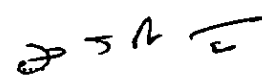
Balance Sheet
31 March 2012

	Notes	31 3 12 £	£	31 3 11 £	£
FIXED ASSETS					
Tangible assets	3		8,308		8,851
Investments	4		2		2
			<u>8,310</u>		<u>8,853</u>
CURRENT ASSETS					
Debtors	5	34,744		17,740	
Cash at bank		<u>68,186</u>		<u>109,392</u>	
		102,930		127,132	
CREDITORS					
Amounts falling due within one year	6	<u>21,111</u>		<u>15,867</u>	
NET CURRENT ASSETS			<u>81,819</u>		<u>111,265</u>
TOTAL ASSETS LESS CURRENT LIABILITIES					
and					
NET ASSETS ATTRIBUTABLE TO MEMBERS			<u>90,129</u>		<u>120,118</u>
LOANS AND OTHER DEBTS DUE TO MEMBERS					
	7		<u>90,129</u>		<u>120,118</u>
TOTAL MEMBERS' INTERESTS					
Loans and other debts due to members	7		<u>90,129</u>		<u>120,118</u>

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 as applied to LLPs by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 relating to small LLPs and with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements were approved by the members of the LLP on 9 July 2012 and were signed by


S A Barnes - Designated member


D J Atkinson - Designated member

The notes form part of these financial statements

Circadia Ventures LLP (Registered number: OC317841)

Cash Flow Statement
for the Year Ended 31 March 2012

	31 3 12		31 3 11	
	£	£	£	£
Cash generated from operations				
Operating profit	605,135		405,937	
Reconciliation to cash generated from operations				
Depreciation	2,036		2,138	
(Increase)/decrease in debtors	(17,004)		1,588	
Increase/(decrease) in creditors	5,244		(1,953)	
		595,411		407,710
Application of cash				
Purchase of tangible fixed assets	(1,493)		(1,079)	
Payments to members	(635,124)		(364,516)	
		(636,617)		(365,595)
Net (decrease)/increase in cash		(41,206)		42,115
Cash at bank at beginning of year		109,392		67,277
Cash at bank at end of year		68,186		109,392

The notes form part of these financial statements

Circadia Ventures LLP (Registered number: OC317841)

Notes to the Financial Statements
for the Year Ended 31 March 2012

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008) and the requirements of the Statement of Recommended Practice, Accounting by Limited Liability Partnerships

Preparation of consolidated financial statements

The financial statements contain information about Circadia Ventures LLP as an individual LLP and do not contain consolidated financial information as the parent of a group. The LLP has taken the option under Section 398 of the Companies Act 2006 as applied to LLPs by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 not to prepare consolidated financial statements

Turnover

Turnover comprises management fee received from a subsidiary undertaking in consideration for management of a venture capital fund

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Fixtures and fittings - 20% on reducing balance

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result

Allocation of profits and losses

A members' share in the profit for the year is accounted for as an allocation of profits. Losses of the LLP are allocated to the LLP Profit and Loss deficit account and to the extent there are outstanding losses, profits will be allocated to the LLP Profit and Loss deficit account. Any remaining profits are then allocated to the members entitled to guaranteed drawings, and as between them pro rata to their guaranteed drawings including the guaranteed drawings outstanding from previous financial years. The remaining profits are then allocated between the members in accordance with their profit sharing percentages as set out in the LLP agreement

Taxation

Taxation on partnership profits is solely the personal responsibility of individual members. Consequently neither taxation nor related deferred taxation arising in respect of the LLP are accounted for in these financial statements

Investments

Fixed assets investments are stated at lower of cost and net realisable value at the balance sheet date. Cost includes cost of purchase plus all contributions to the capital of the investment

2 OPERATING PROFIT

The operating profit is stated after charging

	31 3 12	31 3 11
	£	£
Depreciation - owned assets	2,036	2,138
Auditors' remuneration	4,500	4,500
Auditors' remuneration for non-audit work	18,914	16,755
	<u> </u>	<u> </u>

Circadia Ventures LLP (Registered number: OC317841)

Notes to the Financial Statements - continued
for the Year Ended 31 March 2012

3 TANGIBLE FIXED ASSETS

	Fixtures and fittings £
COST	
At 1 April 2011	24,141
Additions	1,493
At 31 March 2012	25,634
DEPRECIATION	
At 1 April 2011	15,290
Charge for year	2,036
At 31 March 2012	17,326
NET BOOK VALUE	
At 31 March 2012	8,308
At 31 March 2011	8,851

4 FIXED ASSET INVESTMENTS

	Shares in group undertakings £
COST	
At 1 April 2011 and 31 March 2012	2
NET BOOK VALUE	
At 31 March 2012	2
At 31 March 2011	2

The LLP's investments at the balance sheet date in the share capital of companies include the following

Circadian (General Partner) Limited

Nature of business General partner in a venture capital fund

	% holding		
Class of shares	100 00		
Ordinary		31 3 12	31 3 11
		£	£
Aggregate capital and reserves		(8,761)	(7,179)
Loss for the year		(1,582)	(1,500)

Circadia Ventures LLP (Registered number: OC317841)

Notes to the Financial Statements - continued
for the Year Ended 31 March 2012

4 FIXED ASSET INVESTMENTS - continued

Circadian (Scotland) Limited

Nature of business General Partner of a Founder Partner

Class of shares	% holding	31 3 12	31 3 11
Ordinary	100 00	£	£
Aggregate capital and reserves		<u>1</u>	<u>1</u>

5 DEBTORS. AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 3 12	31 3 11
	£	£
Amounts owed by group undertakings	-	9,009
VAT	2,367	429
Prepayments and accrued income	<u>32,377</u>	<u>8,302</u>
	<u>34,744</u>	<u>17,740</u>

6 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 3 12	31 3 11
	£	£
Amounts owed to group undertakings	2,954	-
Other creditors	1,078	1,141
Accruals and deferred income	<u>17,079</u>	<u>14,726</u>
	<u>21,111</u>	<u>15,867</u>

7 LOANS AND OTHER DEBTS DUE TO MEMBERS

	31 3 12	31 3 11
	£	£
Amounts owed to members in respect of profits	85,129	115,118
Capital account	<u>5,000</u>	<u>5,000</u>
	<u>90,129</u>	<u>120,118</u>
Falling due within one year	85,129	115,118
Falling due after more than one year	<u>5,000</u>	<u>5,000</u>
	<u>90,129</u>	<u>120,118</u>

Circadia Ventures LLP (Registered number: OC317841)

Notes to the Financial Statements - continued
for the Year Ended 31 March 2012

8 MEMBERS' INTERESTS

	Members' other interests Reserves £	Loans and other debts due to members £	Total £
Balance at 1 April 2011	-	120,118	120,118
Profit for the financial year available for discretionary division among members	605,135		605,135
Members' interests after profit for the year	605,135	120,118	725,253
Other divisions of profit	(605,135)	605,135	
Drawings		(635,124)	(635,124)
Balance at 31 March 2012	-	90,129	90,129

9 RELATED PARTY DISCLOSURES

During the period the LLP received management fees of £495,062 from Circadian (General Partner) Limited, a 100% subsidiary undertaking in consideration for management of a fund Tate & Lyle Ventures LP, a fund in which S A Barnes and D J Atkinson have an effective interest of 0.5%

At 31 March 2012, the LLP was owed £Nil (2011 £5,679) by Circadian (General Partner) Limited, a 100% subsidiary for expenses paid on behalf of the General Partner. During the year £7,261 owed by Circadian (General Partner) Limited was written off as irrecoverable.

At 31 March 2012, the LLP owed £2,954 (2011 the LLP was owed by Tate and Lyle Ventures LP £3,330) to Tate and Lyle Ventures LP in respect of VAT claimed on behalf of the fund.

10 ULTIMATE CONTROLLING PARTY

The ultimate controlling party are the members of the LLP.