

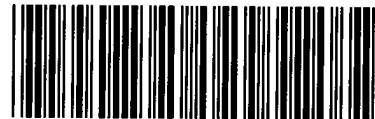
TMS Group UK Limited

Report of the Directors and financial statements

For the year ended 30 June 2015

Registered number: 1440618

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TMS Group UK Limited

Report of the Directors and financial statements

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TMS Group UK Limited

Report of the Directors

The directors present their report and the financial statements for the year ended 30 June 2015.

Principal activity and business review

The state of the company's affairs at 30 June 2015 is shown in the annexed financial statements. The company was dormant throughout the year.

Dividends

The directors do not recommend the payment of a dividend (2014: £Nil).

Directors

The directors who served during the year were as follows:

P C Scott
S Bender
A Varley

The company maintains insurance to cover directors' and officers' liability as defined by section 246 of the Companies Act 2006 as amended.

Statement of Directors' Responsibilities

The directors are responsible for preparing 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;

TMS Group UK Limited

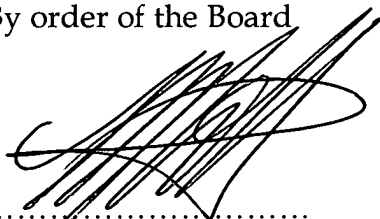
Report of the Directors continued

Statement of Directors' Responsibilities (continued)

- 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 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.

By order of the Board



.....
P C Scott
Secretary

Registered office:
Unit 2 Langley Park
Waterside Drive
Langley SL3 6AD

16 July 2015

TMS Group UK Limited

Balance sheet

at 30 June 2015

	Notes	30 June 2015 £	30 June 2014 £
Fixed assets			
Investment	3	<u>2</u>	<u>2</u>
Creditors: amounts falling due within one year	4	<u>(259,495)</u>	<u>(259,495)</u>
Net liabilities		<u>(259,493)</u>	<u>(259,493)</u>
Capital and reserves			
Called up share capital	5	20,000	20,000
Profit and loss account	6	<u>(279,493)</u>	<u>(279,493)</u>
Shareholders' funds		<u>(259,493)</u>	<u>(259,493)</u>

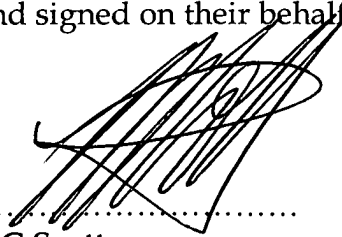
The company is entitled to exemption from audit for the year ended 30 June 2015 under section 480 of the Companies Act 2006.

The members have not required the company to obtain an audit of its financial statements for the year ended 30 June 2015 in accordance with section 476 of the Companies Act 2006.

The director's acknowledge their responsibility for:

- (i) Ensuring the company keeps accounting records which comply with section 386 and 387 of the Companies Act 2006: and
- (ii) Preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial period, and of its profit and loss for the financial period in accordance with the requirements of section 394 and 395, and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

These financial statements were approved by the board of directors on 16 July 2015 and signed on their behalf by:


.....
P C Scott
Director

TMS Group UK Limited

Notes to the accounts

(forming part of the financial statements)

1. Principal accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost basis of accounting and in accordance with applicable Accounting Standards.

Consolidation

The company is exempt from the obligation to prepare and deliver group financial statements as permitted by Section 400 of the Companies Act 2006. The group financial statements are prepared by the ultimate parent undertaking, Bid Services Division (UK) Limited, a company incorporated in the United Kingdom. The accounts present information about the company as an individual undertaking and not about its group.

Comparatives

The comparative figures are for the year ended 30 June 2014.

2. Directors and staff

The directors who were the only employees have neither received nor waived any emoluments during the year (2014: £Nil).

3. Investments

	30 June 2015	30 June 2014
	£	£
At 1 July 2014 and 30 June 2015	<u>2</u>	<u>2</u>

The investment represents ordinary £1 shares in Embassy Homes (Northern) Limited which is a wholly owned subsidiary.

Embassy Homes (Northern) Limited is incorporated in Great Britain and registered in England and Wales. Its principal activity is that of property development.

TMS Group UK Limited

Notes to the accounts

(forming part of the financial statements)

4. Creditors: amounts falling due within one year

	30 June 2015 £	30 June 2014 £
Amounts owed to group undertakings	<u>259,495</u>	<u>259,495</u>

5. Called up share capital

	30 June 2015 £	30 June 2014 £
<i>Authorised:</i>		
Ordinary shares of £1 each	<u>20,000</u>	<u>20,000</u>
<i>Allotted, called up and fully paid:</i>		
Ordinary shares of £1 each	<u>20,000</u>	<u>20,000</u>

6. Profit and loss account

	Profit and loss account £
At 1 July 2014 and at 30 June 2015	<u>(279,493)</u>

7. Related party transactions

Advantage has been taken of the exemption available under Financial Reporting Standard No 8 from disclosing transactions with other members of the Bid Services Division (UK) Limited group.

8. Cash flow statement

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

TMS Group UK Limited

Notes to the accounts

(forming part of the financial statements)

9. Contingent liability

The company has a cross guarantee in support of banking arrangements with fellow subsidiary undertakings.

10. Ultimate parent undertaking

At 30 June 2015 the company was a wholly owned subsidiary of Embassy Property Group Limited whose ultimate United Kingdom holding company is Bid Services Division (UK) Limited, whose ultimate holding company is The Bidvest Group Limited. All the holding companies are incorporated in Great Britain and registered in England and Wales apart from the ultimate holding company, The Bidvest Group Limited, which is incorporated and registered in South Africa. Copies of the group financial statements are available from Unit 2 Langley Park, Waterside Drive, Langley, SL3 6AD.