

Company Registration No. 02172103 (England and Wales)

BILLY MARSH HOLDINGS LIMITED
ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2016

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BILLY MARSH HOLDINGS LIMITED

COMPANY INFORMATION

Directors	J Thoday R Allen-Turner R Aslett J Mowl G Perkins J Ball T Robinson	(Appointed 5 September 2016)
Company number	02172103	
Registered office	4a Exmoor Street London W10 6BD	
Accountants	Deloitte LLP Chartered Accountants and Statutory Auditor London United Kingdom EC4A 3BZ	
Bankers	National Westminster Bank PLC 1 Cavendish Square London W1G 0LA	

BILLY MARSH HOLDINGS LIMITED

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BILLY MARSH HOLDINGS LIMITED

DIRECTORS' REPORT

FOR THE PERIOD ENDED 30 JUNE 2016

The directors present their annual report and financial statements for the period ended 30 June 2016.

Principal activities

The principal activity of the company continued to be that of an intermediate holding company

Directors

The directors who held office during the period and up to the date of signature of the financial statements were as follows

J Thoday

R Allen-Turner

R Aslett

J Mowl

G Perkins

R Winters

(Resigned 31 July 2016)

J Ball

T Robinson

(Appointed 5 September 2016)

Results and dividends

There are no recognised gains and losses in the period. Accordingly, no profit and loss account or statement of comprehensive income is presented.

Nil dividends were declared or paid by Billy Marsh Holdings Limited for the period ended 7 April 2015 (2014 £nil).

Future developments

We are not aware of any trends or factors which are likely to have significant impact on the future development, performance and position of the company's business.

Post Balance Sheet events

There have been no significant events affecting the company since the year-end.

BILLY MARSH HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE PERIOD ENDED 30 JUNE 2016

Statement of directors' responsibilities

The directors are responsible for preparing the Annual 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 the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102).

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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements,
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of 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 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

Disclosure of Audit Requirements

The Company is a wholly owned subsidiary of Martinhoe Holdings Limited. It is included in the consolidated financial statements of Martinhoe Holdings Limited, which are publicly available.

Consequently, the company has taken advantage of the exemption from statutory audit according to The Companies and Limited Liability Partnership (Accounts and Audit Exemptions and Change of Accounting Framework) Regulations 2012.

Small Companies Exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. Accordingly the exemption has been taken from preparing a strategic report.

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. Further details regarding the adoption of the going concern basis can be found in the note 1 of the financial statements.

On behalf of the board



J Mowl
Director 12th December 2016

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BILLY MARSH HOLDINGS LIMITED

BALANCE SHEET

AS AT 30 JUNE 2016

	Notes	£	Period ended 30 June 2016 £	£	Period ended 7 April 2015 £
Fixed assets					
Investments	3		96,335		96,335
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	6		160,000		160,000
Profit and loss account			(63,665)		(63,665)
			<hr/>		<hr/>
Total equity			96,335		96,335
			<hr/>		<hr/>

The notes on pages 4 to 9 are an integral part of these financial statements

For the financial year ended 30 June 2016 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to non dormant subsidiary companies

Directors' responsibilities

- The members have not required the company to obtain an audit of its financial statements for the period in question in accordance with section 476,
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime

The financial statements on pages 4 to 9 were approved by the board of directors and authorised for issue on 12 December 2016 and are signed on its behalf by



J Mowl
Director

Company Registration No. 02172103

BILLY MARSH HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 30 JUNE 2016

	Share capital	Profit and loss account	Total
Notes	£	£	£
Balance at 1 April 2014	160,000	(63,665)	96,335
Period ended 7 April 2015.			
Profit and total comprehensive income for the period	-	-	-
	<u>160,000</u>	<u>(63,665)</u>	<u>96,335</u>
Balance at 7 April 2015	160,000	(63,665)	96,335
Period ended 30 June 2016:			
Profit and total comprehensive income for the period	-	-	-
	<u>160,000</u>	<u>(63,665)</u>	<u>96,335</u>
Balance at 30 June 2016	<u>160,000</u>	<u>(63,665)</u>	<u>96,335</u>

BILLY MARSH HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2016

1 Accounting policies

1.1 Principle activities

The principal activity of the company continued to be that of an intermediate holding company.

Billy Marsh Holdings Limited is a private company limited by shares incorporated in England and Wales. The registered office is 4a Exmoor Street, London, W10 6BD

1.2 Statement of compliance

The individual financial statements of Billy Marsh Holdings Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006

These financial statements for the year ended 30 June 2016 are the first financial statements of Billy Marsh Limited and the group prepared in accordance with FRS 102, the financial statements for the preceding period were prepared in accordance with previous UK GAAP Information on the impact of first-time adoption of FRS102 IS given in note 9.

1.3 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of Preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value.

(b) Going concern

In reaching their decision to prepare the accounts on a going concern basis, the Directors have considered the impact of the current economic climate on both the Company and the group of which it is a member

Having given due consideration to the above factors, the current year result and the anticipated future performance of the Company, taking into account reasonably possible changes in trading performance, the Directors have been able to form a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason they adopt the going concern basis in preparing the financial statements

(c) Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders

The Company has taken advantage of the following exemption, under FRS 102 paragraph 1 12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Tiverton 2 Limited, includes the company's cash flows in its own consolidated financial statements

(c) Consolidated financial statements

The company is a wholly owned subsidiary of Martinhoe Holdings Limited. It is included in the consolidated financial statements of Martinhoe Holdings Limited which are publicly available. Therefore the company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

These financial statements are the company's separate financial statements

BILLY MARSH HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 30 JUNE 2016

1 Accounting policies (Continued)

(d) Turnover

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for services rendered net of value added taxes. Revenue is recognised to the extent it is probable that the economic benefits will flow to the group and the revenue can be reliably measured.

1.4 Investments

Except as stated below, fixed asset investments are shown at cost less provision for impairment. Current asset investments are stated at the lower of cost and net realisable value.

In the company balance sheet, for investments in subsidiaries acquired for consideration including the issue of shares qualifying for merger relief, cost is measured by reference to the nominal value only of the shares issued. Any premium is ignored.

1.5 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.6 Financial instruments

The company has elected to apply the provisions of Section 11 and 12 of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

BILLY MARSH HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 30 JUNE 2016

1 Accounting policies

(Continued)

1.7 Equity Instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.8 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

(i) Current tax

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

(ii) Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

No material judgements or estimates have been used in the preparation of the Company's financial statements.

BILLY MARSH HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2016

3 Fixed asset investments

	2016 £	2015 £
Investments	96,335	96,335

Movements in fixed asset investments

	Shares in group undertakings £
Cost or valuation	
At 8 April 2015 & 30 June 2016	96,335
Carrying amount	
At 30 June 2016	96,335
At 07 April 2015	96,335

4 Subsidiaries

Details of the company's subsidiaries at 30 June 2016 are as follows

Name of undertaking and country of incorporation or residency	Nature of business	Class of shareholding	% Held	
			Direct	Indirect
Billy Marsh Associates Limited	UK Media Management	Ordinary	100	00

5 Financial instruments

	2016 £	2015 £
Carrying amount of financial assets		
Equity instruments measured at cost less impairment	96,335	96,335

Financial assets measured at amortised cost comprise of trade debtors, other debtors, amounts owed by group undertakings, and accrued income

BILLY MARSH HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 30 JUNE 2016

6	Called up share capital		
		2016	2015
		£	£
	Issued and fully paid		
	10,000 Ordinary of £1 each	10,000	10,000
		<u> </u>	<u> </u>
	Preference share capital		
	Issued and fully paid		
	150,000 of £1 each	150,000	150,000
		<u> </u>	<u> </u>

7 Control

The immediate parent undertaking is Martinhoe Holdings Limited

The ultimate parent undertaking and the smallest and largest group to consolidate these financial statements is Martinhoe Holdings Limited. Copies of consolidated financial statements can be obtained from Companies House, Crown Way, Mandy, Cardiff CF14 3UZ

The ultimate controlling party is J Thoday.

8 Related party transactions

The company has taken advantage of the exemption available in FRS 102 "Related party disclosure" whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertakings of the group

9 Transition to FRS 102

This is the first year that the company has presented its results under FRS 102. The last financial statements under the UK GAAP were for the period ended 7 April 2015. The date of transition to FRS 102 was 8 April 2015.

There were no adjustments to the company's balance sheet at 1 April 2014 or 7 April 2015 on transition to FRS 102.