

Burnfield Limited
Annual report and financial statements

Year ended 31 December 2015

Registered number: 1522736

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Directors' report

The Directors present their Directors' report and the financial statements for the year ended 31 December 2015.

Principal activity

The principal activity of the Company is that of facilitating group funding arrangements.

Results and dividends

The Company made a profit after tax in the year of £7,811,000 (2014: £26,544,000). This profit arises through the exchange gain on foreign currency loans held by the Company and the interest received on such loans.

During the year the Company did not pay a dividend to its parent company (2014: £326,486,000). The Directors do not recommend a payment of a dividend.

During the year the Company has transitioned from UK GAAP to FRS 101 – Reduced Disclosure Framework and has taken advantage of the disclosure exemptions allowed under this standard.

Directors

The Directors who held office during the year were:

R J Stephens

A Dumbleton

C Watson

Disclosure of information to auditor

The Directors who held office at the date of approval of the Director's report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is 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 auditor is aware of that information.

Auditor

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

By order of the Board


C Watson
Director

Registered Office:
Heritage House
Church Road
Egham
Surrey
TW20 9QD
9 May 2016

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), *including FRS 101 Reduced Disclosure Framework*.

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 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.

Independent Auditor's Report to the members of Burnfield Limited

We have audited the financial statements of Burnfield Limited for the year ended 31 December 2015 set out on pages 6 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 3, 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 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 31 December 2015 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 matters 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.



Richard Broadbelt (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

9 May 2016

Profit and Loss Account

For the year ended 31 December 2015

	Note	2015 £000	2014 £000
Interest receivable and similar income	4	8,187	26,544
Profit on ordinary activities before taxation		8,187	26,544
Tax on profit on ordinary activities	5	(376)	-
Profit for the financial year		7,811	26,544

The results in the profit and loss account relate entirely to continuing operations.

The notes on pages 9 to 15 form part of these financial statements.

Statement of Comprehensive Income

For the year ended 31 December 2015

	2015 £000	2014 £000
Profit for the financial year	7,811	26,544
Total comprehensive income for the year	7,811	26,544

Statement of Changes in Equity

For the year ended 31 December 2015

	Share capital	Share premium	Profit and loss account	Total equity
	£000	£000	£000	£000
Balance at 1 January 2015	3,594	17,265	99,549	120,408
Profit for the year	-	-	7,811	7,811
Total comprehensive income for the year	-	-	7,811	7,811
Balance at 31 December 2015	3,594	17,265	107,360	128,219

	Share capital	Share premium	Profit and loss account	Total equity
	£000	£000	£000	£000
For the year ended 31 December 2014				
At 1 January 2014	3,594	217,265	199,491	420,350
Profit for the year	-	-	26,544	26,544
Total comprehensive income for the year	-	-	26,544	26,544
Transactions with owners recorded directly in equity:				
Capital reduction	-	(200,000)	200,000	-
Dividends paid	-	-	(326,486)	(326,486)
Balance at 31 December 2014	3,594	17,265	99,549	120,408

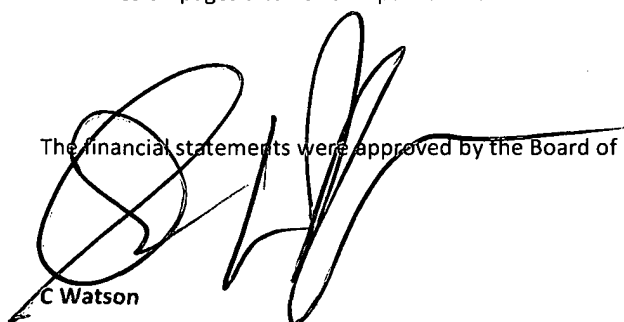
Balance Sheet

As at 31 December 2015

	Note	2015 £000	2014 £000
Current assets			
Debtors (including £128,534 (2014: £120,345) due after more than one year)	7	128,534	120,345
Cash at bank and in hand and short term deposits		63	63
		128,597	120,408
Creditors	8	(378)	-
Net current assets		128,219	120,408
Net assets		128,219	120,408
Capital and reserves			
Called up share capital	9	3,594	3,594
Share premium account		17,265	17,265
Profit and loss account		107,360	99,549
Shareholders' funds		128,219	120,408

The notes on pages 9 to 15 form part of these financial statements.

The financial statements were approved by the Board of Directors on 9 May 2016 and were signed on its behalf by:



C Watson
Director

Company Registration No. 1522736

Notes to the Accounts

1. Basis of preparation and summary of significant accounting policies

Burnfield Limited (the "Company") is a company incorporated and domiciled in the UK.

a) Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101').

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ('adopted IFRSs'), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In the transition to FRS 101, the Company has applied IFRS 1 whilst ensuring that its assets and liabilities are measured in compliance with FRS 101. An explanation of how the transition to FRS 101 has affected the reported financial position and financial performance of the Company is provided in note 11. The Company's parent undertaking, Spectris plc, was notified of and did not object to the use of disclosure exemptions.

The Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes.
- Comparative period reconciliations for share capital.
- Disclosures in respect of capital management.
- The effects of new but not yet effective IFRSs.
- An additional balance sheet for the beginning of the earliest comparative period following the reclassification of items in the financial statements (see note 11).
- Disclosures in respect of the compensation of Key Management Personnel.

The financial statements have been prepared on the historical cost basis, except for revaluation of financial instruments. Historical cost is generally based on the fair value of the consideration given in exchange for the assets. The principal accounting policies are set out below.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Going concern

The Company is expected to continue to generate positive cash flows on its own account for the foreseeable future.

On the basis of their assessment of the company's financial position the directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future and they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Notes to the Accounts continued

b) Summary of significant accounting policies

Trade and other debtors

Trade and other debtors are carried at the amounts expected to be received from counterparties.

Cash at bank and in hand and short term deposits

Comprises cash at bank and in hand and short-term deposits held on call or with maturities of less than three months at inception.

Trade and other creditors

Trade and other creditors are carried at the amounts expected to be paid to counterparties.

Taxation

Tax on the profit or loss for the year comprises both current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised either in other comprehensive income or directly in equity, in which case tax is recognised in the Statement of Comprehensive Income or the Statement of Changes in Equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustments to tax payable in respect of prior years.

Deferred taxation is provided on taxable temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and their corresponding tax bases. Deferred tax is measured using the tax rates expected to apply when the asset is realised or the liability settled based on tax rates enacted or substantively enacted by the balance sheet date. However, deferred tax is not provided on the initial recognition of goodwill, nor on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Foreign currency translation

The functional currency for the company is determined with reference to the currency of the primary economic environment in which it operates. Transactions in currencies other than the functional currency are initially recorded at the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. Exchange gains and losses on settlement of foreign currency transactions are translated at the rate prevailing at the date of the transactions, or the translation of monetary assets and liabilities at period end exchange rates, and are charged/credited to the profit and loss account. Non-monetary assets and liabilities denominated

Notes to the Accounts continued

in foreign currencies that are stated at historical cost are translated to the functional currency at the foreign exchange rate ruling at the date of the transaction.

Dividends

Dividends are recognised as a liability in the period in which they are approved by shareholders.

Interest payable and similar charges and interest receivable and similar income

Interest payable and similar charges comprises the interest payable on borrowings calculated using the effective interest method. Interest receivable and similar income comprises interest income on cash and funds invested and is recognised in the profit and loss account as it accrues.

2. Auditors remuneration

The fee for the audit of these financial statements has been borne by the ultimate parent company, Spectris plc.

	2015	2014
	£000	£000
Audit of the company	7	4

3. Employee numbers and costs

The Company had no employees during the current or previous year.

The Directors received no remuneration for their services to the Company in either year. The present directors are employed by, and receive remuneration for services from, the ultimate parent company.

4. Interest receivable and similar income

	2015	2014
	£000	£000
Interest receivable from group undertakings	1,857	15,376
Exchange gains on retranslation of loan balances with group undertakings	6,330	11,168
	8,187	26,544

Notes to the Accounts continued

5. Taxation

	2015	2014
	£000	£000
a) Tax charged in the profit and loss account		
Current tax:		
UK corporation tax	376	-
Current tax charge	376	-
Total current tax charge	376	-

b) Reconciliation of the total tax charge

The tax charge in the profit and loss account for the year is lower (2014: lower) than the standard rate of corporation tax in the UK of 20.25% (2014: 21.5%). The differences are reconciled below:

	2015	2014
	£000	£000
Profit before taxation	8,187	26,544
Corporation tax at standard rate of 20.25% (2014: 21.5%)	1,658	5,707
Non-taxable income and gains	(1,282)	(5,707)
Total tax charge reported in the profit and loss account	376	-

An election was made with effect from 18 July 2013 that the designated currency of the company will be USD for tax purposes. The taxable profit for the period since 18 July 2013 has been computed in USD resulting in foreign exchange differences arising for tax purposes only on non-USD balances from that date.

c) Unrecognised tax losses

No provision has been made for deferred tax on realised capital losses of £6,236,899 (2014: £6,236,899) on the basis that there is insufficient evidence that suitable taxable profits will arise in the future against which the losses may be offset and the asset recovered.

d) Change in corporation tax rate

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. Deferred tax at 31 December 2015 has been calculated based on these rates. An additional reduction to 17% (effective from 1 April 2020) was announced in the Budget on 16 March 2016. This will reduce the company's future current tax charge and deferred tax balance accordingly.

Notes to the Accounts continued

6. Dividends

	2015	2014
	£000	£000
Dividends declared during the year	-	326,486
	2015	2014
	£000	£000
Dividends paid during the year	-	326,486

Notes to the Accounts continued

7. Debtors

	2015	2014
	£000	£000
Amounts falling due after more than one year:		
Amounts owed by group undertakings	128,534	120,345

8. Creditors

	2015	2014
	£000	£000
Amounts falling due within one year:		
Current tax liability	376	-
Other creditors	2	-
	378	-

9. Share capital

	2015	2015
	Number of shares	£000
Authorised	thousands	
Ordinary Shares 10p each	50,000	5,000

	2015	2015
	Number of shares	£000
Allotted, called up and fully paid	thousands	
At 1 January 2015 and 31 December 2015	35,939	3,594

10. Ultimate holding company

The Company's ultimate holding company is Spectris plc, which is incorporated in the United Kingdom. The consolidated accounts of this company are available to the public and may be obtained from:

Spectris plc
Heritage House
Church Road
Egham
Surrey
TW20 9QD

11. Explanation of transition to FRS 101

As stated in note 1, these are the Company's first financial statements prepared in accordance with FRS 101.

Notes to the Accounts continued

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 December 2015, the comparative information presented in these financial statements for the year ended 31 December 2014 and in the preparation of an opening FRS 101 balance sheet at 1 January 2014.

In preparing its FRS 101 balance sheet, the Company has made no adjustments to the amounts reported previously in the financial statements prepared in accordance with its old basis of accounting (UK GAAP). As a result no transition tables have been prepared.