

Shenstone Group Limited

Directors' Report and Financial Statements

For the year ended 30 June 2018



Company Registration No. 03316786 (England and Wales)

Shenstone Group Limited

Company Information

Directors	R. Mansell J. Mansell R. Fokschaner
Secretary	W. D. McDaid
Company number	03316786
Registered office	Minster House Minster Pool Walk Lichfield WS13 6QT
Auditors	Kingston Smith LLP Devonshire House 60 Goswell Road London EC1M 7AD

Shenstone Group Limited

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Shenstone Group Limited

Directors' Report

For the year ended 30 June 2018

The directors present their report and financial statements for the year ended 30 June 2018.

Principal activities

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

Directors

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

R. Mansell
J. Mansell
R. Fokschaner

Post reporting date events

In October 2018 the company acquired the 3,030 Ordinary "A" shares of £1 each in Shenstone Properties Limited, which is now a 100% owned subsidiary at the date of signing these financial statements.

Auditor

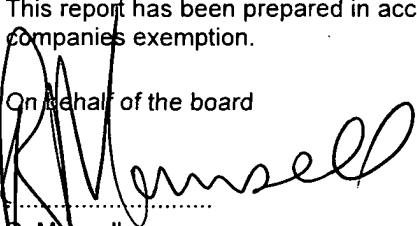
The auditors, Kingston Smith LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board



.....
R. Mansell
Director

20 MARCH 2019

Shenstone Group Limited

Directors' Responsibilities Statement

For the year ended 30 June 2018

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 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 these financial statements, the directors 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 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.

Shenstone Group Limited

Independent Auditor's Report

To the Members of Shenstone Group Limited

Opinion

We have audited the financial statements of Shenstone Group Limited (the 'company') for the year ended 30 June 2018 set out on pages 6 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

Shenstone Group Limited

Independent Auditor's Report (Continued)

To the Members of Shenstone Group Limited

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Directors' Report and take advantage of the small companies exemption from the requirement to prepare a Strategic Report.

Responsibilities of directors

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Shenstone Group Limited

Independent Auditor's Report (Continued)

To the Members of Shenstone Group Limited

As part of an audit in accordance with ISAs (UK) we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Use of our report

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 for no purpose other than to draw to the attention of the company's members those matters we are required to include in an auditor's report addressed to them. To the fullest extent permitted by law, we do not accept or assume responsibility to any party other than the company and the company's members as a body, for our work, for this report, or for the opinions we have formed.

Kingston Smith LLP

James Cross (Senior Statutory Auditor)
for and on behalf of Kingston Smith LLP
Statutory Auditor

25 March 2019
Devonshire House
60 Goswell Road
London
EC1M 7AD

Shenstone Group Limited

Profit and Loss Account

For the year ended 30 June 2018

	Notes	2018 £	2017 £
Administrative expenses		(1,319,854)	(1,318,341)
Operating loss	3	(1,319,854)	(1,318,341)
Interest receivable and similar income	5	1,340,000	1,340,000
Profit before taxation		20,146	21,659
Taxation	6	-	-
Profit for the financial year		20,146	21,659
Comprehensive income		-	-
Total comprehensive income for the year		20,146	21,659

Shenstone Group Limited

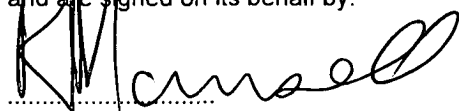
Balance Sheet

As at 30 June 2018

	Notes	2018 £	£	2017 £	£
Fixed assets					
Investments	7	5,393,443		5,393,443	
Current assets					
Cash at bank and in hand		15,692		15,785	
Creditors: amounts falling due within one year	9	(2,357,664)		(2,377,903)	
Net current liabilities		(2,341,972)		(2,362,118)	
Total assets less current liabilities		3,051,471		3,031,325	
Capital and reserves					
Called up share capital	10	1,780,444		1,780,444	
Other reserves		1,200,000		1,200,000	
Profit and loss reserves		71,027		50,881	
Total equity		3,051,471		3,031,325	

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

The financial statements were approved by the board of directors and authorised for issue on **20 MARCH 2019** and are signed on its behalf by:



R. Mansell
Director

Company Registration No. 03316786

Shenstone Group Limited

Statement of Changes in Equity For the year ended 30 June 2018

	Share capital £	Other reserves (see below) £	Profit and loss reserve £	Total £
Balance at 1 July 2016	1,780,444	1,200,000	29,222	3,009,666
Year ended 30 June 2017:				
Profit and total comprehensive income for the year	-	-	21,659	21,659
Balance at 30 June 2017	1,780,444	1,200,000	50,881	3,031,325
Year ended 30 June 2018:				
Profit and total comprehensive income for the year	-	-	20,146	20,146
Balance at 30 June 2018	1,780,444	1,200,000	71,027	3,051,471
Other reserves				
Reserves for own shares				
Balance at 1 July 2017 & 30 June 2018		1,200,000		

Shenstone Group Limited

Notes to the Financial Statements

For the year ended 30 June 2018

1 Accounting policies

Company information

Shenstone Group Limited is a private company limited by shares incorporated in England and Wales. The registered office is Minster House, Minster Pool Walk, Lichfield, WS13 6QT.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest pound.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Shenstone Group Limited is a wholly owned subsidiary of Shendor Limited and the results of Shenstone Group Limited are included in the consolidated financial statements of Shendor Limited which are available from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

1.2 Going concern

The company has net current liabilities of £2,341,972 (2017: £2,362,118) including £2,352,246 (2017: £2,372,485) due to a subsidiary undertaking. The company is reliant upon the support of its group undertakings for settling its liabilities as they fall due. This support has been confirmed in writing and will continue for a period of at least 12 months from the date of these financial statements and hence the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.4 Cash at bank and in hand

Cash and cash equivalents include deposits held at call with banks.

Shenstone Group Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2018

1 Accounting policies

(Continued)

1.5 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position 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.

The company only has basic financial instruments measured at amortised cost, with no financial instruments classified as other or basic instruments measured at fair value.

1.6 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.

1.7 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

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.

The directors do not consider that there are any material areas where estimates and assumptions are made in the current or preceding year, except for the carrying value of investments in group undertakings.

Shenstone Group Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2018

3 Operating loss

	2018	2017
	£	£
Operating loss for the year is stated after charging:		
Auditors' remuneration	3,315	3,245
Directors' remuneration	620,000	601,250
	<u> </u>	<u> </u>

4 Employees

The average monthly number of persons (including directors) employed by the company during the year was 21 (2017: 21).

5 Interest receivable and similar income

	2018	2017
	£	£
Interest receivable and similar income includes the following:		
Income from shares in group undertakings	1,340,000	1,340,000
	<u> </u>	<u> </u>

6 Taxation

Based upon these financial statements no provision has been made for corporation tax.

7 Fixed asset investments

	2018	2017
	£	£
Investments	5,393,443	5,393,443
	<u> </u>	<u> </u>

The company holds more than 20% of the share capital of the companies listed in note 8.

Shenstone Group Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2018

7 Fixed asset investments (Continued)

Movements in fixed asset investments

	Shares in group undertakings and participating interests £
Cost	
At 1 July 2017 & 30 June 2018	6,149,555
Provisions for diminuation in value	
At 1 July 2017 & 30 June 2018	756,112
Carrying amount	
At 30 June 2018	5,393,443
At 30 June 2017	5,393,443

8 Subsidiaries

Details of the company's subsidiaries at 30 June 2018 are as follows:

Name of undertaking	Nature of business	Class of shareholding	Shares held %
Hadrian Property Management Company Limited	Property management	Ordinary	100
Kings Norton Trust Co., Limited	Dormant	Ordinary	100
Shenstone Commodities Limited	Dormant	Ordinary	100
Shenstone Properties Limited	Property trading	Ordinary	99

All of the above subsidiaries are incorporated in England and Wales.

Shenstone Group Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2018

8 Subsidiaries

(Continued)

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

Name of undertaking	Profit/(loss) for the year £	Capital and Reserves £
Hadrian Property Management Company Limited	15,580	(3,833,738)
Kings Norton Trust Co., Limited	-	29,000
Shenstone Commodities Limited	-	-
Shenstone Properties Limited	2,775,686	6,899,974
	<u>2,775,686</u>	<u>6,899,974</u>

The directors are satisfied that the carrying value of fixed asset investments is at least equal to the amount shown in the balance sheet at 30 June 2018 on the basis that the carrying value is supported by the underlying net assets of the group as shown by the consolidated financial statements of Shendor Limited, the company's immediate and ultimate parent undertaking.

At 30 June 2018 the carrying value of the company's investment in Shenstone Commodities Limited was fully impaired.

9 Creditors: amounts falling due within one year

	2018 £	2017 £
Amounts due to group undertakings	2,352,246	2,372,485
Other creditors	5,418	5,418
	<u>2,357,664</u>	<u>2,377,903</u>

10 Called up share capital

	2018 £	2017 £
Allotted, called up and fully paid		
890,222 'A' Ordinary shares of £1 each	890,222	890,222
890,222 'B' Ordinary shares of £1 each	890,222	890,222
	<u>1,780,444</u>	<u>1,780,444</u>

11 Contingent liabilities

The company is party to an unlimited intercompany guarantee with Shenstone Properties Limited and Overseas Commodities Limited.

The company is subject to a fixed charge over the company's shareholding in Shenstone Properties Limited.

Shenstone Group Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2018

12 Control

The company's immediate and ultimate parent undertaking is Shendor Limited, a company incorporated in England and Wales, whose financial statements are available from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

R. Mansell, a director, is considered to be the ultimate controlling party by virtue of his 50% shareholding in Shendor Limited and his management of the group's day to day operations.

13 Post balance sheet events

In October 2018 the company acquired the 3,030 Ordinary "A" shares of £1 each in Shenstone Properties Limited, which is now a 100% owned subsidiary at the date of signing these financial statements.