

Registered Number: 3636755

Sabroe (U.K.) Holdings Limited
Annual report and financial statements
for the year ended 30 September 2016

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Sabroe (U.K.) Holdings Limited

Annual report and financial statements for the year ended 30 September 2016

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Sabroe (U.K.) Holdings Limited

Directors' report for the year ended 30 September 2016

The directors present their report and the audited financial statements of the company for the year ended 30 September 2016.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Review of business and future developments

The principal activity of the company during the financial year was that of a finance company. The company will continue as a finance company for the foreseeable future.

The results for the financial year and the financial position of the company are shown in the accompanying financial statements. The profit for the financial year ended 30 September 2016 was £41,000 (2015: profit of £31,000).

At the year end the company had net current assets totalling £3,117,000 (2015: net current assets of £3,076,000) due to amounts due from group undertakings.

Dividends

The directors do not recommend the payment of a dividend (2015: £nil).

Financial risk management

Credit risk

The company is not exposed to any credit risk other than in respect of inter-company balances within the Johnson Controls International plc group. The company does not have an external customer base. The company uses financial institutions authorised by Johnson Controls International plc who actively manage the global banking facilities. All cash held on deposit is pooled at a European level to mitigate risk.

Exchange rate risk

Potential exposure to currency exchange rate fluctuations is managed internally within the group. The only risk the company is exposed to is in relation to their investments in foreign companies and the companies' values fluctuating with changing exchange rates.

Price risk

The directors do not consider that the company's operations expose it to any price risk.

Liquidity and interest rate risk

Cash balances held with external institutions form part of the Johnson Controls International plc group global cash pool arrangement which minimises any interest rate exposure. If funding is required then this is achieved by either an internal loan from a Johnson Controls International plc group company or through cash pooling arrangements. As a result there is no interest rate risk as there is no external funding requirement.

Directors

The following served as directors during the year and up to the date of this report, unless otherwise stated:

M Ayre

P Roubi appointed 31 July 2016

B Cadwallader resigned 31 July 2016

Directors' indemnities

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity policy, held by the group, was in force throughout the last financial year and is currently in force. The group also purchased and maintained throughout the financial year directors' and Officers' liability insurance in respect of itself and its directors.

Sabroe (U.K.) Holdings Limited

Directors' report for the year ended 30 September 2016 (cont'd)

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard Applicable in the UK and Republic of Ireland", 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 year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent;
- notify the shareholders in writing about the use of disclosure exemptions, if any, of FRS102 used in the preparation of 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. The directors 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 information to auditors

Each of the persons who are directors at the date of approval of this report confirms that:

- so far as each director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- each director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the next Director's Board Meeting.

On behalf of the Board



M Ayre
Director

Date: 15 June 2017

Sabroe (U.K.) Holdings Limited

Independent auditors' report to the members of Sabroe (U.K.) Holdings Limited

Report on the financial statements

Our opinion

In our opinion, Sabroe (U.K.) Holdings Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 September 2016 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.

What we have audited

The financial statements, included within the Annual report and financial statements (the "Annual Report"), comprise:

- the Statement of financial position as at 30 September 2016;
- the Statement of comprehensive income for the year then ended;
- the Statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinions on other matters prescribed by the Companies Act 2006

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

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Directors' report. We have nothing to report in this respect.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Sabroe (U.K.) Holdings Limited

Independent auditors' report to the members of Sabroe (U.K.) Holdings Limited (cont'd)

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities 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.

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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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 company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Directors' report, we consider whether this report include the disclosures required by applicable legal requirements.



Julian Gray (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Southampton
Date: 19 June 2017

Sabroe (U.K.) Holdings Limited

Statement of comprehensive income for the year ended 30 September 2016

	Note	2016 £'000	2015 £'000
Administrative expenses		(7)	(3)
Operating loss		(7)	(3)
Interest receivable and similar income	4	48	34
Profit on ordinary activities before taxation	5	41	31
Tax on profit on ordinary activities	7	-	-
Profit for the financial year		41	31
Total comprehensive income for the year		41	31

All results derive from continuing operations.

Sabroe (U.K.) Holdings Limited

Statement of financial position as at 30 September 2016

	Note	2016 £'000	2015 £'000
Current assets			
Debtors	8	3,124	3,079
Creditors – amounts falling due within one year	9	(7)	(3)
Net current assets		3,117	3,076
Total assets less current liabilities		3,117	3,076
Capital and reserves			
Called up share capital	10	1,512	1,512
Share premium account		5,455	5,455
Accumulated losses		(3,850)	(3,891)
Total equity		3,117	3,076

The notes on pages 8 to 12 form an integral part of these financial statements.

The financial statements on pages 5 to 12 were approved by the Board of directors on 15 June 2017 and were signed on its behalf by:



M Ayre
Director
Sabroe (U.K.) Holdings Limited
Registered Number 3636755

Sabroe (U.K.) Holdings Limited

Statement of changes in equity for the year ended 30 September 2016

	Called up share capital £'000	Share premium account £'000	Accumulated losses £'000	Total equity £'000
Balance as at 1 October 2014	1,512	5,455	(3,922)	3,045
Profit for the financial year	-	-	31	31
Balance as at 30 September 2015	1,512	5,455	(3,891)	3,076
Profit for the financial year	-	-	41	41
Balance as at 30 September 2016	1,512	5,455	(3,850)	3,117

Accumulated losses represents accumulated comprehensive (expense) and income for the year and prior periods.

Sabroe (U.K.) Holdings Limited

Notes to the financial statements for the year ended 30 September 2016

1 General information

Sabroe (U.K.) Holdings Limited ("the company") is a private company limited by shares, domiciled and incorporated in England. The address of the company's registered office is 9/10 The Briars, Waterberry Drive, Waterlooville, Hampshire PO7 7YH, UK.

The company's principal activities are that of a finance company.

2 Statement of compliance

These financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (FRS 102) and in accordance with the Companies Act 2006.

3 Summary of significant accounting policies

The principal accounting policies, which have been 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. The company has adopted FRS 102 in these financial statements.

The company has also chosen to early adopt SI 2015/980, incorporating changes to FRS 102 as a result of EU Accounting Directive 2013/34/EU.

Details of the transition to FRS 102 are disclosed in note 12.

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. There are no areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant in these financial statements.

Reduced disclosures

In accordance with FRS 102, the Company has taken advantage of the exemptions from the following disclosure requirements on the basis that the information is provided in the consolidated financial statements of Johnson Controls International plc, which is registered in Cork, Ireland. Johnson Controls International plc prepares consolidated financial statements which are publicly available and can be obtained from the address given in note 11.

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a Statement of Cash Flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' & Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in the statement of comprehensive income.

Sabroe (U.K.) Holdings Limited

Notes to the financial statements for the year ended 30 September 2016 (cont'd)

3 Summary of significant accounting policies (cont'd)

Group financial statements

The company is exempt from the requirement to prepare and deliver consolidated financial statements under the provisions of Section 400 of the Companies Act 2006 as it is a wholly owned subsidiary undertaking of Johnson Controls International plc, which is registered in Cork, Ireland and which itself prepares consolidated financial statements which are publicly available and can be obtained from the address given in note 11. Accordingly consolidated financial statements have not been prepared and the financial information presented for the current year and prior year is for the company as an individual undertaking.

Functional and presentational currency

The company's functional and presentational currency is the pound sterling.

Foreign currencies

Transactions in currencies other than the functional currency (foreign currencies) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense.

Current tax

Current tax is the amount of income tax payable in respect of the taxable profits for the year at the standard effective rate of corporation tax in the UK.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

Financial instruments

Financial assets

Basic financial assets, including other receivables and cash and bank balances are initially measured at the transaction price. Where the arrangement with another debtor constitutes a financing transaction, the debtor is initially measured at the present value of future receipts discounted at a market rate of interest for a similar debt instrument.

Such assets are subsequently carried at amortised cost using the effective interest rate method and are assessed annually for evidence of impairment. Any impairment loss or reversal of an impairment loss is recognised in the statement of comprehensive income.

Sabroe (U.K.) Holdings Limited

Notes to the financial statements for the year ended 30 September 2016 (cont'd)

3 Summary of significant accounting policies (cont'd)

Financial instruments (cont'd)

Financial liabilities

Basic financial liabilities, including trade and other payables, bank overdrafts and loans from fellow group undertakings, are initially recognised at transaction price. Where the arrangement with a creditor constitutes a financing transaction, the creditor is initially measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument. Other creditors payable within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Such debt instruments are subsequently carried at amortised cost using the effective interest rate method.

Offsetting

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument, and are offset only when the company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Related party transactions

The company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

4 Interest receivable and similar income

	2016 £'000	2015 £'000
Interest receivable from group undertakings	48	34

5 Profit on ordinary activities before taxation

	2016 £'000	2015 £'000
Profit on ordinary activities before taxation is stated after charging:		
Auditors' remuneration for audit services	7	3

6 Directors and employees

The directors received no remuneration (2015: £nil) in respect of their services to the company during the year as their services as directors of the company were incidental to the other services within the Johnson Controls International plc group of companies. Directors' remuneration costs are borne by other members of the Johnson Controls International plc group of companies. The average monthly number of employees is nil (2015: nil).

Sabroe (U.K.) Holdings Limited

Notes to the financial statements for the year ended 30 September 2016 (cont'd)

7 Tax on profit on ordinary activities

There is no tax charge for the current or prior financial year.

Factors affecting the current tax charge for the year

The tax assessed for the year is lower (2015: lower) than the standard higher rate of corporation tax in the United Kingdom for the year ended 30 September 2016 of 20% (2015: 20.5%). The differences are explained below:

	2016 £'000	2015 £'000
Profit on ordinary activities before taxation	41	31
Profit on ordinary activities multiplied by standard rate of corporation tax rate of 20% (2015: 20.5%)	8	6
Effects of:		
Group relief surrendered for nil consideration	(8)	(6)
Total tax charge for the year	-	-

Finance Act 2015 (No 2) was substantively enacted on the 26 October 2015 and reduced the main rate of corporation tax in the UK to 19% from 1 April 2017 and to 18% from 1 April 2020. Finance Act 2016 was substantively enacted on 6 September 2016 and reduced the main rate of corporate tax in the UK to 17% with effect from 1 April 2020.

8 Debtors

	2016 £'000	2015 £'000
Amounts owed by group undertakings	3,124	3,079

Included within amounts owed by the group undertakings, is £3.1 million (2015: £78,104) in relation to group cash pooling arrangements in which interest may arise at 1.45% (2015: 1.45%) above Barclays base rate.

Amounts owed by group undertakings in 2015 included an unsecured loan of £3 million which matured in September 2016. The interest accrued on this loan at 2.1366% (2015: 2.1366%) is disclosed in note 4.

9 Creditors – amounts falling due within one year

	2016 £'000	2015 £'000
Accruals and deferred income	7	3

10 Called up share capital

	2016 £'000	2015 £'000
Authorised, allotted, and fully paid		
1,512,000 (2015: 1,512,000) ordinary shares of £1 each	1,512	1,512

Sabroe (U.K.) Holdings Limited

Notes to the financial statements for the year ended 30 September 2016 (cont'd)

11 Ultimate parent undertaking and controlling party

The immediate parent undertaking is York International Limited.

The ultimate parent undertaking and controlling party is Johnson Controls International plc, a company incorporated in Cork, Ireland.

Johnson Controls International plc is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements at 30 September 2016. The consolidated financial statements of Johnson Controls International plc are available from:

Johnson Controls International plc
1 Albert Quay
Cork
Ireland

12 Transition to FRS 102

This is the first year that the company has presented its results under FRS 102. The last financial statements under UK GAAP were for the year ended 30 September 2015. The date of transition to FRS 102 was 1 October 2014. There have not been any changes to accounting policies resulting in a change in profit for the financial year ended 30 September 2015 or changes to total equity as at 1 October 2014 and 30 September 2015 between UK GAAP as previously reported and FRS 102. Accordingly no reconciliations have been presented.