

Registered number
3753206

BESTMEXICO LIMITED
Report and Financial Statements
29 November 2018



BESTMEXICO LIMITED
Company Information

Directors

K Arkley
S Fairs

Secretary

Vistra Company Secretaries Limited

Auditor

BDO LLP
55 Baker Street
London
UK
W1U 7EU

Registered office

The Old Library
The Drive
Sevenoaks
Kent
TN13 3AB

Registered number

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BESTMEXICO LIMITED
Report and Financial Statements
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BESTMEXICO LIMITED

Strategic Report

for the period ended 29 November 2018

The directors present their strategic report for the 52 week period ended 29 November 2018 (2017: 53 week period).

Business review

The performance of the company's principal trading subsidiary, Norton Crathorne (No 1) Limited, has been satisfactory and top line revenues continue to improve. Although the hotels' turnover has decreased by 0.7% to £8,704k, on a weekly basis year on year revenue has increased in 2018. The operating loss for the period was £781k compared to £466k loss in 2017. EBITDA for the period was £7k (2017: £536k).

Rooms performance showed a decrease of 0.7% in occupancy for the period but an increase of £1.35 in revpar (revenue per available room).

The hotels have continued to operate within the upmarket country house hotel business and have maintained the assets of the business through a programme of improvements to services and facilities.

The hotels are still well positioned for growth as the market recovers, driven by investment that will deliver increases in sales and EBITDA. The ongoing improvement in brand perception together with the continued drive towards excellence in service provision will also contribute to future growth.

Principal risks and uncertainties

The directors consider the following to be principal risks and uncertainties facing the company and its investments:-

- economic recession;
- changes to government regulations including legislation on employees, environmental and health and safety;
- natural disasters

The directors take a regular review of the company and its investment's exposure to these risks.

Expansion for the future

We are maintaining our investment in constantly upgrading and improving our existing bedroom stock and public areas held by our subsidiaries.

Environment

The hotels operate in beautiful locations and it is in our best interests to minimise the impact upon the environment, particularly by energy saving initiatives within the hotels.

This report was approved by the board on 29 August 2019



K Arkley
Director

BESTMEXICO LIMITED**Registered number: 3753206****Directors' Report**

The directors present their report and financial statement for the 52 week period ended 29 November 2018 (2017: 53 week period).

Principal activities

The company's principal activity during the period continued to be that of investment in companies that hold interests in hotels.

Results and dividend

The loss for the period, after taxation, amounted to £367k (2017: £343k).

No dividends were paid during the period ended 29 November 2018 (2017: £Nil).

Directors

The following persons served as directors during the period:

K Arkley

J Hands (resigned 9 March 2018)

S Fairs (appointed 9 March 2018)

Directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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 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 Ireland". 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;
- 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 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.

BESTMEXICO LIMITED

Registered number: 3753206

Directors' Report (continued)

Provision of information to auditor

Each person who was a director at the time when this report was approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware;
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing their report and to establish that the company's auditor is aware of that information.

This report was approved by the board on **29 August 2019** and signed on its behalf.

A handwritten signature in black ink, appearing to read 'K Arkley', with a long, sweeping underline that extends to the right.

K Arkley
Director

BESTMEXICO LIMITED
Independent Auditor's Report
to the members of BESTMEXICO LIMITED

Opinion

We have audited the financial statements of Bestmexico Limited (the 'Company') for the period ended 29 November 2018 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 29 November 2018 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 other information comprises the information included in the report and financial statements, other than the financial statements and our Auditor's Report thereon. The directors are responsible for the other information. 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.

BESTMEXICO LIMITED
Independent Auditor's Report
to the members of BESTMEXICO LIMITED (continued)

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 Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

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 Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

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, 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's Report.

BESTMEXICO LIMITED
Independent Auditor's Report
to the members of BESTMEXICO LIMITED (continued)

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 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.

BDO LLP

Ian Clayden (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London

Date: 30 August 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

BESTMEXICO LIMITED
Statement of Comprehensive Income
for the period ended 29 November 2018

	Notes	Period ended 29 November 2018 £	Period ended 30 November 2017 £
Administrative expenses		(493)	(456)
Operating loss	3	<u>(493)</u>	<u>(456)</u>
Interest payable and similar charges	5	(366,352)	(342,382)
Loss on ordinary activities before taxation		<u>(366,845)</u>	<u>(342,838)</u>
Tax on loss on ordinary activities	6	-	-
Loss for the period		<u>(366,845)</u>	<u>(342,838)</u>
Other comprehensive income for the period		-	-
Total comprehensive loss for the period		<u>(366,845)</u>	<u>(342,838)</u>

All amounts relate to continuing operations.

The notes on pages 10 to 16 form part of these financial statements.

BESTMEXICO LIMITED
Registered number: 3753206
Statement of Financial Position
as at 29 November 2018

	Notes	29 November 2018 £	30 November 2017 £
Fixed assets			
Investments	7	5,780,000	5,780,000
Creditors: amounts falling due within one year	8	(16,722)	(15,864)
Net current liabilities		(16,722)	(15,864)
Total assets less current liabilities		5,763,278	5,764,136
Creditors: amounts falling due after more than one year	9	(5,594,375)	(5,228,388)
Net assets		168,903	535,748
Capital and reserves			
Called up share capital	11	2,745,002	2,745,002
Capital contribution reserve	12	2,137,078	2,137,078
Profit and loss account	12	(4,713,177)	(4,346,332)
Total equity		168,903	535,748

The financial statements were approved and authorised for issue by the board and were signed on its behalf on **29 August 2019**



K Arkley
Director

The notes on pages 10 to 16 form part of these financial statements.

BESTMEXICO LIMITED
Statement of Changes in Equity
for the period ended 29 November 2018

	Share capital £	Capital contribution reserve £	Profit and loss account £	Total equity £
At 25 November 2016	2,745,002	2,137,078	(4,003,494)	878,586
Loss for the period	-	-	(342,838)	(342,838)
At 30 November 2017	<u>2,745,002</u>	<u>2,137,078</u>	<u>(4,346,332)</u>	<u>535,748</u>
Loss for the period	-	-	(366,845)	(366,845)
At 29 November 2018	<u>2,745,002</u>	<u>2,137,078</u>	<u>(4,713,177)</u>	<u>168,903</u>

The notes on pages 10 to 16 form part of these financial statements.

BESTMEXICO LIMITED
Notes to the Financial Statements
for the period ended 29 November 2018

1 Accounting policies

General information

Bestmexico Limited is a private limited company incorporated in England & Wales under the Companies Act. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activities are set out in the Strategic Report and Directors' Report.

Basis of preparation

The current year financial statements are prepared on a 52 week financial period (2017: 53 week period).

The financial statements have been prepared under the historical cost convention and in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied consistently throughout the preceding and current periods.

Financial reporting standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Hand Picked Hotels Limited as at 29 November 2018 and these financial statements may be obtained from Companies House.

Exemption from preparation of consolidated financial statements

The Company has taken advantage of section 400 of the Companies Act 2006 and elected not to prepare consolidated financial statements as it is included in the consolidated financial statements of a larger group. Accordingly these financial statements show company only results and not group.

Going concern

The Company reports net current liabilities and losses for the period. The parent company, Hand Picked Hotels Limited, has indicated that it will continue to provide financial support as necessary for the foreseeable future to ensure the Company can meet all liabilities as they fall due. On this basis, and having made appropriate enquiries at the parent company, the directors are satisfied that it is appropriate to prepare these accounts on a going concern basis.

BESTMEXICO LIMITED
Notes to the Financial Statements
for the period ended 29 November 2018

Accounting policies (continued)

Debtors

Short term debtors are measured at transaction price, less any impairment. Loans and other financial assets are initially recognised at transaction price including any transaction costs and subsequently measured at amortised cost determined using the effective interest method, less any impairment.

Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Creditors

Short term creditors are measured at the transaction price. Loans and other financial liabilities are initially recognised at transaction price net of any transaction costs and subsequently measured at amortised cost determined using the effective interest method.

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the country where the company operates and generates taxable income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Related party transactions

The company has taken advantage of the exemption under paragraph 33.1A of the Financial Reporting Standard 102 not to disclose transactions with other wholly owned members of the group.

BESTMEXICO LIMITED
Notes to the Financial Statements
for the period ended 29 November 2018

Accounting policies (continued)

Financial instruments

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the group would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an 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.

2 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

• **Investments (see note 7)**

Determine whether there are indicators of impairments of the company's investments. Where indicators of impairment exist, impairment reviews consider the current value of the investments' assets and liabilities along with its future performance and timing of the expected return on these investments.

3 Operating loss

The auditor's remuneration for the period ended 29 November 2018 has been borne by another group company.

BESTMEXICO LIMITED
Notes to the Financial Statements
for the period ended 29 November 2018

4 Staff costs

The average number of employees, including the directors, during the period was as follows:

	Number	Number
Administration	<u>2</u>	<u>2</u>

There were no staff costs for the period ended 29 November 2018 (2017: £nil).

None of the directors received any remuneration for the period (2017: £nil).

5 Interest payable	2018	2017
	£	£
Group interest payable	365	338
Unwinding of discount on shareholder loans	<u>365,987</u>	<u>342,044</u>
	<u>366,352</u>	<u>342,382</u>
 6 Taxation	 2018	 2017
<i>Current tax</i>		
UK corporation tax at 19% (2017: 19.35%)	-	-
<i>Deferred tax</i>		
Origination and reversal of timing differences	-	-
Tax on loss on ordinary activities	<u>-</u>	<u>-</u>
<i>Movement in deferred tax</i>		
Provision at start of period	-	-
Deferred tax charged in the statement of comprehensive income for the period	-	-
Provision at end of period	<u>-</u>	<u>-</u>
<i>Reconciliation of tax charge</i>		
Loss on ordinary activities before tax	(366,845)	(342,838)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2017: 19.35%)	(69,701)	(66,332)
Effects of:		
Expenses not deductible for tax purposes	69,538	66,178
Group relief surrendered	163	154
Deferred tax not recognised	-	-
Difference in tax rates	<u>-</u>	<u>-</u>
Tax charge for the period	<u>-</u>	<u>-</u>

The company has an unrecognised deferred tax asset of £1,200 (2017: £1,200) in respect of non-trade losses carried forward available for offset against future non-trade profits.

BESTMEXICO LIMITED
Notes to the Financial Statements
for the period ended 29 November 2018

7 Investments

	Shares in subsidiary undertakings £
Cost	
At 1 December 2017 and at 29 November 2018	<u>9,150,000</u>
Provision	
At 1 December 2017	<u>3,370,000</u>
At 29 November 2018	<u>3,370,000</u>
Net book value	
At 29 November 2018	<u>5,780,000</u>
At 1 December 2017	<u>5,780,000</u>

The company has investments in the following wholly owned subsidiaries:

Company	Country of incorporation	Shares held Class	%
Norton Crathorne (No. 1) Limited	England and Wales	Ordinary	100

Company	Country of incorporation	Shares held Class	%
Norton Crathorne (No. 2) Limited	England and Wales	Ordinary	100

The principal activities of Norton Crathorne (No.1) are that of running the operation of the Norton House and Crathorne Hall Hotels. The principal activity of Norton Crathorne (No.2) is to own the freehold of the Crathorne Hall and Norton House Hotels.

The registered address of both subsidiaries is:
The Old Library, The Drive, Sevenoaks, Kent TN13 3AB

BESTMEXICO LIMITED
Notes to the Financial Statements
for the period ended 29 November 2018

8 Creditors: amounts falling due within one year	2018	2017
	£	£
Amounts due to parent undertaking	8,316	7,458
Other creditors	8,406	8,406
	<u>16,722</u>	<u>15,864</u>
9 Creditors: amounts falling due after one year	2018	2017
	£	£
Unsecured loan stock (Note 10)	<u>5,594,375</u>	<u>5,228,388</u>
10 Loans	2018	2017
	£	£
Unsecured loan stock	<u>5,594,375</u>	<u>5,228,388</u>
Analysis of maturity of debt:		
Between one and two years	<u>5,594,375</u>	<u>5,228,388</u>

The unsecured loan stock is non-interest bearing. The holder has confirmed that it has been and remains their on-going intention that this amount will not be called for repayment for the foreseeable future and not until such time as the company is able to make such repayments.

Under FRS 102, interest free loans have to be discounted using an appropriate interest rate. 7% was considered to be in line with the market, based on a premium of 5.6% over government bond rates over a similar term of circa 1.4%. Based on a repayment date in 2020, this lead to a capital contribution from secured loans at the transition date of £2,137,078. The profit and loss impact of unwinding this discount in 2018 was £366k interest payable (£342k in 2017).

11 Share capital	2018	2017	2018	2017
	Number	Number	£	£
Allotted, called up and fully paid:				
Ordinary shares of £1 each	2,745,002	2,745,002	2,745,002	2,745,002

12 Reserves

Profit & loss account

This is cumulative profits or losses, net of dividends paid and other adjustments.

Capital contribution reserve

This comprises discounting adjustments to certain shareholder loans.

BESTMEXICO LIMITED
Notes to the Financial Statements
for the period ended 29 November 2018

13 Ultimate parent company, controlling party and related party transactions

Other creditors comprise £8,406 payable to Mr G Hands (2017: £8,406).

The unsecured loan stock of £6,405,000 (2017: £6,405,000) represents amounts owed to Mrs J Hands, a director of the company. The terms and conditions attached to the unsecured loan stock are described in note 10.

On 7 March 2018, the entire share holdings of the company held by its ultimate parent, Alscot S.a.r.l, were transferred to Hand Picked Hotels Holdings (Guernsey) Limited resulting in Julian Holdings Limited becoming the ultimate parent of the company as of that date.

The company's immediate parent is Hand Picked Hotels Limited. The largest and smallest group in whose financial statements the results of the company will be consolidated is Hand Picked Hotels Limited. The consolidated accounts of Hand Picked Hotels Limited will be available to the public and will be obtainable in due course from the Registrar of Companies, Companies House, Crown Way, Cardiff.

The ultimate parent company is Julian Holdings Limited, and the ultimate controlling party is Mr G Hands.

Julian Holdings Limited is a company incorporated in Guernsey, whose registered office address is PO Box 286, Floor 2 Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 4LY.