Tricomm Housing Limited Financial statements 30 September 2020



Financial statements

Year ended 30 September 2020

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Officers and professional advisers

The board of directors

Helen C Gordon

Vanessa K Simms Adam McGhin

Andrew P Saunderson

Company secretary

Adam McGhin

Registered office

Citygate

St James' Boulevard Newcastle upon Tyne

NE1 4JE

Auditor

KPMG LLP

15 Canada Square Canary Wharf London E14 5GL

Bankers

Royal Bank of Scotland 16 Northumberland Street Newcastle upon Tyne

NE1 7EL

Solicitors

Womble Bond Dickinson (UK) LLP

St Ann's Wharf 112 Quayside

Newcastle upon Tyne

NE1 3DX

Directors' report

Year ended 30 September 2020

The directors present their report and the financial statements of the company for the year ended 30 September 2020.

Principal activities

The principal activity of the company during the year was property investment. The directors do not recommend the payment of a dividend (2019: £nil).

Directors

The directors who served the company during the year were as follows:

Helen C Gordon Vanessa K Simms Adam McGhin Andrew P Saunderson

Directors' responsibilities statement

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), 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 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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

Directors' report (continued)

Year ended 30 September 2020

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all 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.

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.

Small company provisions

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

This report was approved by the board of directors on 26 February 2021 and signed on behalf of the board by:

Adam McGhin

Company Secretary

Independent auditor's report to the members of Tricomm Housing Limited

Opinion

We have audited the financial statements of Tricomm Housing Limited ("the company") for the year ended 30 September 2020 which comprise the Statement of comprehensive income, Statement of financial position, Statement of changes in equity and related notes, including the accounting policies in note 3.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Independent auditor's report to the members of Tricomm Housing Limited (continued)

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- · we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their 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; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Independent auditor's report to the members of Tricomm Housing Limited (continued)

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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 auditors' 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.

Richard Kelly (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants 15 Canada Square Canary Wharf London E14 5GL 2 March 2021

Statement of comprehensive income

Year ended 30 September 2020

Turnover	Note 4	2020 £000 8,367	£000 £000 8,517
Cost of sales		(1,352)	(1,182)
Gross profit		7,015	7,335
Administrative expenses Fair value gain on investment property	5	(49) 4,155	(27) 1,679
Operating profit	6	11,121	8,987
Interest payable and similar expenses Profit/(loss) before taxation	7	(6,054) 5,067	(9,163) (176)
Tax on profit/(loss)	8	(366)	308
Profit for the financial year and total comprehensive income		4,701 ———	132

All the activities of the company are from continuing operations.

Statement of financial position

30 September 2020

	Note	2020 £000	2019 £000
Fixed assets Investment property	9	127,249	123,094
Current assets Debtors Cash at bank and in hand	10	3,565 22,004 	4,779 18,232 23,011
Creditors: amounts falling due within one year	11	(36,752)	(33,562)
Net current liabilities		(11,183)	(10,551)
Total assets less current liabilities		116,066	112,543
Creditors: amounts falling due after more than one year	12	(64,308)	(65,486)
Net assets		51,758	47,057
Capital and reserves			
Called up share capital Profit and loss account	14 15	200 51,558	200 46,857
Shareholders' funds		51,758	47,057

These financial statements were approved by the board of directors and authorised for issue on 26 February 2021, and are signed on behalf of the board by:

Adam McGhin Director

Company registration number: 4278616

Statement of changes in equity

Year ended 30 September 2020

•	Called up	1	
	share	Profit and	
	capital k	oss account	Total
	£000	£000	£000
At 1 October 2018	200	46,725	46,925
Profit for the year	_	132	132
Total comprehensive income for the year		132	132
At 30 September 2019	200	46,857	47,057
Profit for the year	_	4,701	4,701
Total comprehensive income for the year		4,701	4,701
At 30 September 2020	200	51,558 ———	51,758 ———

Notes to the financial statements

Year ended 30 September 2020

1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is Citygate, St James' Boulevard, Newcastle upon Tyne, NE1 4JE.

2. Statement of compliance

The financial statements of Tricomm Housing Limited ("the company") for the year ended 30 September 2020 were authorised for issue by the board of directors on 26 February 2021 and the statement of financial position was signed on the board's behalf by Adam McGhin.

These financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework'.

The company's ultimate parent undertaking, Grainger plc, includes the company in its consolidated financial statements. The consolidated financial statements of Grainger plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Citygate, St James' Boulevard, Newcastle upon Tyne, NE1 4JE.

3. Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of investment property and derivative financial instruments, and in accordance with applicable UK accounting standards.

The financial statements are prepared on the going concern basis in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom, which have been applied consistently throughout the year.

Notes to the financial statements (continued)

Year ended 30 September 2020

3. Accounting policies (continued)

Going concern

Notwithstanding net current liabilities of £11,183,150 as at 30 September 2020 and a profit for the year then ended of £4,700,637, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The company is a subsidiary of Grainger plc. The directors of Grainger plc, the ultimate parent undertaking, manage the group's strategy and risks on a consolidated basis, rather than at an individual entity level. Similarly, the financial and operating performance of the business is assessed at a Grainger plc operating segment level. For these reasons, the directors do not prepare cash flow forecasts at an individual entity level.

On a consolidated basis, the Group has assessed its future funding commitments and compared these to the level of committed loan facilities and cash resources over the medium term. In making this assessment, consideration has been given to compliance with borrowing covenants along with the uncertainty inherent in future financial forecasts and, where applicable, reasonable severe sensitivities, including the potential impact of Covid-19, have been applied to the key factors affecting financial performance of the Group. This includes the potential impact on performance due to possible changes in the level of cash collection, rental growth, letting activity, sales performance and development activity. The Directors of the Group have a reasonable expectation that it has adequate resources to continue operating for the foreseeable future period, and not less than 12 months from the date of approval of these financial statements.

Whilst the entity does not expect to rely on future support from its ultimate parent undertaking, or any of its fellow subsidiaries, Grainger plc has indicated that it will make available such funds as are needed by the entity and that it does not intend to seek repayment of amounts due at the balance sheet date for the foreseeable future. As with any entity placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so. The directors do not intend to nor have they identified any circumstances which may lead to the entity being liquidated or to cease operating.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Notes to the financial statements (continued)

Year ended 30 September 2020

3. Accounting policies (continued)

Disclosure exemptions

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- (a) Cash flow statement and related notes;
- (b) Comparative period reconciliations for share capital;
- (c) Disclosures in respect of capital management;
- (d) The effects of new but not yet effective IFRSs;
- (e) Disclosures in respect of the compensation of key management personnel.

As the consolidated financial statements of Grainger plc include the equivalent disclosures, the company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instruments: Disclosures.

The company has considered the impact of the adoption of those new and revised International Financial Reporting Standards and interpretations that were effective for the first time from 1 October 2019. The most significant of these was IFRS 16 Leases. There has been no material impact on the company following the adoption of this standard.

Revenue recognition

Turnover comprises gross rentals, exclusive of VAT. Gross rentals are recognised on a straight line basis over the lease term on an accruals basis.

Income tax

The taxation charge for the year represents the sum of the tax currently payable and deferred tax. The charge is recognised in the statement of comprehensive income according to the accounting treatment of the related transaction.

Current tax payable or receivable is based on the taxable income for the period and any adjustment in respect of prior periods and is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

Tax payable upon the realisation of revaluation gains recognised in prior periods is recorded as a current tax charge with a release of the associated deferred tax.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will give rise to a future tax liability against which the deferred tax assets can be recovered.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same tax authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Notes to the financial statements (continued)

Year ended 30 September 2020

3. Accounting policies (continued)

Investment property

Property that is held for long-term rental yields or for capital appreciation or both is classified as investment property.

Investment property is measured initially at its cost, including related transaction costs.

After initial recognition, investment property is carried at fair value. Fair value is based on active market prices, adjusted if necessary, for any difference in the nature, location or condition of the specified asset. If this information is not available, the company uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections.

Subsequent expenditure is included in the carrying amount of the property when it is probable that the future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of comprehensive income during the financial period in which they are incurred.

Gains or losses arising from changes in the fair value of the company's investment properties are included in the statement of comprehensive income of the period in which they arise.

Derivative financial instruments

The company uses derivative instruments to help manage its interest rate risk. In accordance with its treasury policy, the company does not hold or issue derivatives for trading purposes. Derivatives are classified as current liabilities.

The derivatives are recognised initially at fair value. Subsequently, the gain or loss on re-measurement to fair value is recognised immediately in the income statement, unless the derivatives qualify for cash flow hedge accounting in which case any gain or loss is taken to equity in a cash flow hedge reserve via other comprehensive income.

In order to qualify for hedge accounting, the company is required to document in advance the relationship between the item being hedged and the hedging instrument. The company is also required to demonstrate that the hedge will be highly effective on an on-going basis. The effectiveness testing is re-performed at each period end to ensure that the hedge remains highly effective.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecasted transaction is ultimately recognised in the income statement. When a forecasted transaction is no longer expected to occur, the cumulative gain or loss that was recognised in equity is immediately transferred to the income statement.

The fair value of interest rate swaps is based on a discounted cash flow model using market information.

Notes to the financial statements (continued)

Year ended 30 September 2020

3. Accounting policies (continued)

Non-derivative financial instruments

Non-derivative financial instruments comprise trade and other debtors, cash and cash equivalents, loans and borrowings, other creditors.

Trade and other debtors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

Other creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make significant judgements. estimates and assumptions that affect the amounts reported. The judgements, estimates and assumptions that the directors consider to be most significant to the financial statements relate to the valuation of investment properties and are detailed at note 9.

4. **Turnover**

Turnover arises from:

	2020	2019
	£000	£000
Rental income	8,367	8,517
		

The total turnover of the company has been derived from its principal activity wholly undertaken in the UK as defined in the directors' report.

5. Fair value gain on investment property

	2020	2019
	£000	£000
Fair value gain on investment property	4,155	1,679
		
Operating profit		

2020

2010

6.

Operating profit or loss is stated after charging: 2020 2019 £000 £000 Fees payable for the audit of the financial statements

There are no persons holding service contracts with the company (2019: none). None of the directors received any remuneration from the company during the year, or in the previous year, in respect of their services to the company.

Notes to the financial statements (continued)

Year ended 30 September 2020

7. Interest payable and similar expenses

	2020	2019
	£000	£000
Interest due to group undertakings	4,493	4,355
Loss on financial instruments	1,260	4,670
Other interest payable and similar charges	301	138
	6,054	9,163

8. Tax on profit/(loss)

Major components of tax expense/(income)

	2020 £000	2019 £000
Current tax:		
UK current tax expense	22	141
Deferred tax:		
Origination and reversal of timing differences	344	(449)
Tax on profit/(loss)	366	(308)

There is no unprovided deferred tax liability or unrecognised deferred tax asset in these financial statements.

Reconciliation of tax expense/(income)

The tax assessed on the profit on ordinary activities for the year is lower than (2019: lower than) the standard rate of corporation tax in the UK of 19% (2019: 19%).

	2020 £000	2019 £000
Profit/(loss) on ordinary activities before taxation	5,067	(176)
Profit/(loss) on ordinary activities by rate of tax	963	(33)
Indexation included in deferred tax provision	(209)	(286)
Impact of tax rate changes	(375)	19
Capital allowances	(13)	(8)
Tax on profit/(loss)	366	(308)

Factors that may affect future tax expense

The UK corporation tax rate of 19%, effective 1 April 2020, reverses the previously enacted reduction in the rate from 19% to 17% at that date. Future tax charges will continue to be based on the current 19% corporation tax rate. Any changes in corporation tax rates, once enacted, will impact the company's future tax charge accordingly. Deferred tax at 30 September 2020 has been measured at 19% (2019: 17%).

Notes to the financial statements (continued)

Year ended 30 September 2020

9. Investment property

Cost or valuation	Investment property £000
At 1 October 2019	123,094
Revaluations	4,155
At 30 September 2020	127,249
Carrying amount At 30 September 2020	127,249
At 30 September 2019	123,094

The property assets owned by Tricomm Housing Limited and let under a long-term lease arrangement with the Secretary of State for Defence under a PFI Project Agreement have been valued by Allsop LLP. Allsop LLP has provided an Investment Valuation which is defined as 'the value of an asset to the owner or a prospective owner for individual investment or operational objectives'. The Investment Valuation has been made in accordance with RICS Professional Valuation Standards, is based on a discounted cash flow model, and results in an Investment Valuation of £127.2m as at 30 September 2020 (2019: £123.1m). The property is held in the company balance sheet as investment property at this figure.

The historical cost of these properties is £89,721,077 (2019: £89,721,077).

10. Debtors

		2020 £000	2019 £000
	Trade debtors	16	852
	Deferred tax asset	2,844	3,188
	Prepayments and accrued income	705	739
		3,565	4,779
11.	Creditors: amounts falling due within one year		
		2020	2019
		£000	£000
	Amounts owed to group undertakings	32,650	30,865
	Accruals and deferred income	180	119
	Social security and other taxes	314	351
	Derivative financial liability	3,331	2,071
	Other creditors	277	156
		36,752	33,562

Included within amounts owed to group undertakings is £1,264,564 (2019: £1,264,564) relating to Tranche A of the loans due to Grainger Finance (Tricomm) Limited (see note 12). Also included within amounts owed to group undertakings is £30,275,532 (2019: £28,101,773) which is unsecured, is repayable on demand and bears interest at a weighted rate of 7.50% in the year (2019: 7.50%). Interest payable for the year amounted to £2,173,759 (2019: £2,012,423). All other amounts owed to group undertakings are unsecured, bear no interest and are repayable on demand.

Notes to the financial statements (continued)

Year ended 30 September 2020

12. Creditors: amounts falling due after more than one year

	2020	2019
	£000	£000
Amounts owed to group undertakings	64,308	65,486

There are two tranches of loans due to Grainger Finance (Tricomm) Limited.

Tranche A is repayable over a period of 24 years and 6 months by way of semi-annual payments which commenced on 30 April 2004, with the last repayment due on 31 October 2028.

Tranche B is fully repayable on 31 October 2028 in one payment.

The total of the two tranches, including amounts due within one year, is £57,074,249 (2019: £58,338,813).

The loans with Grainger Finance (Tricomm) Limited are secured by way of a fixed and floating charge over the assets of the company.

Interest is charged at floating rates fixed by way of swap instruments at a weighted average interest rate of 3.0% per annum.

The company is hedging against interest rate movements by fixing the interest it will pay over the period of the loans with interest rate swaps.

Also included in amounts owed to group undertakings is a loan of £9,200,000 (2019: £9,200,000) owed to Tricomm Housing (Holdings) Limited.

The loan bears interest at 11% and is repayable in 2028.

13. Deferred tax

The deferred tax included in the statement of financial position is as follows:

Included in debtors (note 10)	£000 2,844	£000 3,188
The deferred tax account consists of the tax effect of timing difference	•	0040
	2020	2019
	£000	£000
Fair value adjustment of investment property	581	_
Derivative financial instrument	(3,425)	(3,188)
	(2,844)	(3,188)

2020

2019

14. Called up share capital

Issued, called up and fully paid

	2020		2019	
	No.	£000	No.	£000
Ordinary shares of £1 each	199,998	200	199,998	200
•				

Notes to the financial statements (continued)

Year ended 30 September 2020

15. Reserves

Profit and loss account - This reserve records retained earnings and accumulated losses.

16. Related party transactions

The company is exempt from disclosing related party transactions as they are with other companies that are wholly owned within the Grainger plc group.

17. Ultimate parent undertaking and controlling party

The directors regard Grainger plc, a company registered in England and Wales, as the ultimate parent undertaking and the ultimate controlling party, being the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Grainger plc consolidated financial statements may be obtained from The Secretary, Grainger plc, Citygate, St James' Boulevard, Newcastle upon Tyne, NE1 4JE.

Tricomm Housing (Holdings) Limited is the immediate controlling party and parent company by virtue of its 100% shareholding in the company.