Registration number: 04655063

# The Canopy Company Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2017

KM
Chartered Accountants & Statutory Auditors
1st Floor, Block C
The Wharf
Manchester Road
Burnley
Lancashire
BB11 1JG





A30 27/09/2018
COMPANIES HOUSE

#190

# Contents

Company Information	l
Strategic Report	2
Directors' Report	3
Statement of Directors' Responsibilities	4
Independent Auditor's Report	5 to 7
Profit and Loss Account and Statement of Retained Earnings	8
Balance Sheet	9
Notes to the Financial Statements	10 to 19

# **Company Information**

Directors

C M Allen

A R Lowe

Company secretary

T E Cullen

Registered office

8 Manchester Square

London

W1U 3PH

Auditors

KM

Chartered Accountants & Statutory Auditors

1st Floor, Block C

The Wharf Manchester Road

Burnley Lancashire BB11 IJG

# Strategic Report for the Year Ended 31 December 2017

The directors present their strategic report for the year ended 31 December 2017.

#### Principal activity

The principal activity of the company is the fabrication of catering equipment.

#### Fair review of the business

The directors report a profit before tax for the year of £17,718 (2016 - £90,967), and net assets at the end of the year of £158,273 (2016 - £311,655).

On 31 December 2017 ownership of the company was transferred from The Acme Facilities Group Limited to Pentland Wholesale Limited.

The directors are pleased with the continued progress of the company.

#### Key performance indicators (KPI's)

The company's key performance indicators during the year were as follows:

Periods ended	31 December 2017	31 December 2016	31 December 2015 (17 months)
Turnover	£0.90m	£0.95m	£1.25m
Turnover growth	-5.38%	8.13%	19.67%
Gross profit margin	31.14%	36.69%	42.00%
Profit before tax	£17,718	£90,967	£222,262

# Principal risks and uncertainties

The directors of the company manage the company's risk in conjunction with the management of Pentland Group plc.

The company's operations are exposed to a variety of financial risks that include the effects of changes to customer credit risk, supply chain risk and trading seasonality. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company.

Policies are in place to limit the exposure to excess stock being carried forward from one year to the next. The company has no significant concentrations of credit risk. Receivable balances are monitored on an ongoing basis to ensure the company's bad debt exposure is not significant.

The company looks to mitigate supply chain risk by implementing a rigorous supplier selection process and working closely with a variety of suppliers.

Approved by the Board on 21 February 2018 and signed on its behalf by:

C M Allen Director

# Directors' Report for the Year Ended 31 December 2017

The directors present their report and the financial statements for the year ended 31 December 2017.

#### Directors of the company

The directors who held office during the year were as follows:

C M Allen

A R Lowe

#### **Dividends**

The directors paid a final dividend of £171,883, on 31 December 2017.

#### Events after the balance sheet date

No events have occurred since the year end which require reporting or disclosing in the financial statements.

#### Risk policies

As required by schedule 7.6(1)(a) and 7.6(1)(b) of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 the following information to be disclosed in the directors report has been disclosed in the Strategic Report on page 2:

- an indication of financial risk management objectives and policies;
- an indication of the different risks the company is exposed to.

#### Disclosure of information to the auditors

Each director has taken 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. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Approved by the Board on 21 February 2018 and signed on its behalf by:

C M Allen

Director

# Statement of Directors' Responsibilities

The directors acknowledge their responsibilities 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 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 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.

### Independent Auditor's Report to the Members of The Canopy Company Limited

#### Opinion

We have audited the financial statements of The Canopy Company Limited (the 'company') for the year ended 31 December 2017, which comprise the Profit and Loss Account and Statement of Retained Earnings, Balance Sheet, 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).

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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 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.

### Independent Auditor's Report to the Members of The Canopy Company Limited

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.

#### Opinion on other matter 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and 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 our 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 and 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.

#### Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities [set out on page 4], 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.

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

# Independent Auditor's Report to the Members of The Canopy Company Limited

- 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 purpose 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the company audit. We remain solely responsible for our audit opinion.

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.



Mark Heaton FCCA (Senior Statutory Auditor) For and on behalf of KM, Statutory Auditor

1st Floor, Block C The Wharf Manchester Road Burnley Lancashire BB11 1JG

21 February 2018

# Profit and Loss Account and Statement of Retained Earnings for the Year Ended 31 December 2017

	Note	2017 £	2016 £
Turnover	3	903,467	954,836
Cost of sales	-	(622,093)	(604,492)
Gross profit		281,374	350,344
Administrative expenses		(263,715)	(261,460)
Other operating income	4 _		2,014
Operating profit Other interest receivable and similar income	5 6 _	17,659 59	90,898 69
Profit before tax		17,718	90,967
Taxation	9 _	783	406
Profit for the financial year		18,501	91,373
Retained earnings brought forward		311,555	220,182
Dividends paid	_	(171,883)	
Retained earnings carried forward	=	158,173	311,555

# (Registration number: 04655063) Balance Sheet as at 31 December 2017

	Note	2017 £	2016 £
Fixed assets			
Tangible assets	11	74,976	90,507
Current assets			
Stocks	12	17,917	18,171
Debtors	13	95,001	218,776
Cash at bank and in hand	_	51,781	90,305
		164,699	327,252
Creditors: Amounts falling due within one year	14 _	(78,465)	(102,384)
Net current assets	_	86,234	224,868
Total assets less current liabilities		161,210	315,375
Provisions for liabilities	15	(2,937)	(3,720)
Net assets	=	158,273	311,655
Capital and reserves			
Called up share capital	17	100	100
Profit and loss account	_	158,173	311,555
Shareholders' funds	=	158,273	311,655

Approved and authorised by the Board on 21 February 2018 and signed on its behalf by:

C M Allen Director

#### Notes to the Financial Statements for the Year Ended 31 December 2017

#### 1 General information

The company is a private company limited by share capital, incorporated in England.

The address of its registered office is:

8 Manchester Square

London

W1U3PH

The principal place of business is: Unit 4, Riverside Business Park Holme Lane Rawtenstall

Lancashire

**BB4 6JB** 

These financial statements were authorised for issue by the Board on 21 February 2018.

#### 2 Accounting policies

#### Summary of significant accounting policies and key accounting estimates

The principal accounting policies 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.

#### Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

#### Basis of preparation

These financial statements have been prepared on a going concern basis using the historical cost convention.

#### Going concern

The financial statements have been prepared on a going concern basis.

#### Name of parent of group

These financial statements are consolidated in the financial statements of Pentland Group plc.

The financial statements of Pentland Group plc may be obtained upon request from 8 Manchester Square, London, W1U 3PH.

#### Summary of disclosure exemptions

The company is exempt under paragraph 1.12 of FRS 102 from the requirement to prepare a statement of cash flows as it is a member of a group where the parent of the group prepares publicly available consolidated financial statements and the company is included in the consolidation.

#### Revenue recognition

Turnover is the amount receivable by the company in the ordinary course of business for goods supplied as principal excluding trade discounts and value added tax.

The company recognises revenue when:

The amount of revenue can be reliably measured;

it is probable that future economic benefits will flow to the entity;

and specific criteria have been met for each of the company's activities.

#### Notes to the Financial Statements for the Year Ended 31 December 2017

#### Тах

Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

#### Tangible assets

Tangible assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

#### Depreciation

Depreciation is charged so as to write off the cost of assets over their estimated useful lives as follows:

Asset class	Depreciation method and rate
Leasehold improvements	10% per annum straight line basis
Fixtures and fittings	15% per annum reducing balance basis
Office equipment	25% per annum straight line basis
Motor vehicles	25% per annum reducing balance basis
Plant and machinery	15% per annum reducing balance basis

#### Goodwill

Goodwill is amortised over its useful life, which shall not exceed five years if a reliable estimate of the useful life cannot be made.

#### Trade debtors

Trade debtors are amounts due from customers for goods sold or services performed in the ordinary course of business

Trade debtors are recognised initially at the transaction price. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

#### Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

#### Notes to the Financial Statements for the Year Ended 31 December 2017

#### Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

#### Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

#### Share capital

Ordinary shares are classified as equity.

#### **Dividends**

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

### Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

#### Government grants

Government grants in respect of capital expenditure are credited to a deferred income account and are released to profit over the expected useful lives of the relevant assets by equal annual instalments.

#### Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

# Notes to the Financial Statements for the Year Ended 31 December 2017

3 Turnover		
The analysis of the company's turnover for the year from continuing operation	ions is as follows:	
	2017	2016
	£	£
Sales of goods and services	903,467	954,836
The analysis of the company's turnover for the year by market is as follows:	:	
	2017	2016
	£	£
UK	903,467	954,836
4 Other operating income		
The analysis of the company's other operating income for the year is as follows:	ows:	
	2017	2016
	£	£
Government grants		2,014
5 Operating profit		
Arrived at after charging/(crediting)		
	2017	2016
	£	£
Depreciation expense	17,316	15,347
Operating lease expense - plant and machinery	3,283	1,115
6 Interest receivable		
	2017	2016
	£	£
Interest income on bank deposits	59	69

# Notes to the Financial Statements for the Year Ended 31 December 2017

# 7 Staff costs

Payroll services

The aggregate payroll costs (including directors' remuneration) were as follows:

	2017 £	2016 £
Wages and salaries	373,349	363,059
Social security costs	32,142	32,861
Pension costs, defined contribution scheme	12,173	7,972
	417,664	403,892

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

category was as tonows.	2017 No.	2016 No.
Administration and support	4	4
Production	11	11
	15	15
8 Auditors' remuneration		
	2017 £	2016 £
Audit of the financial statements	3,200	3,500
Other fees to auditors		
Taxation services	200	150

572

772

1,698

1,848

# Notes to the Financial Statements for the Year Ended 31 December 2017

9 Taxation		
Tax charged/(credited) in the profit and loss account		
	2017 £	2016 £
Deferred taxation		
Arising from origination and reversal of timing differences	(783)	(406)
The tax on profit before tax for the year is lower than the standard rate lower than the standard rate of corporation tax in the UK) of 19.25% (2016)		the UK (2016 -
The differences are reconciled below:		
	2017 £	2016 £
Profit before tax	17,718	90,967
Corporation tax at standard rate	3,410	18,193
Effect of expense not deductible in determining taxable profit	291	392
Deferred tax expense/(credit) relating to changes in tax rates	(106)	- (10.001)
Tax increase/(decrease) arising from group relief	(4,378)	(18,991)
Total tax credit	(783)	(406)
Deferred tax		
2017		Liability £
Difference between accumulated depreciation and capital allowances		2,937
2016		Liability £
Difference between accumulated depreciation and capital allowances		3,720

# Notes to the Financial Statements for the Year Ended 31 December 2017

# 10 Intangible assets

	Goodwill £	Total £
Cost At 1 January 2017	30,000	30,000
At 31 December 2017	30,000	30,000
Amortisation At 1 January 2017	30,000	30,000
At 31 December 2017	30,000	30,000
Net book value		
At 31 December 2017	-	
At 31 December 2016	-	-

### Notes to the Financial Statements for the Year Ended 31 December 2017

### 11 Tangible assets

	Leasehold improvements £	Fixtures, fittings and equipment	Motor vehicles £	Plant and machinery £	Total £
Cost					
At 1 January 2017	31,697	11,795	17,722	106,528	167,742
Additions	1,785				1,785
At 31 December 2017	33,482	11,795	17,722	106,528	169,527
Depreciation					
At 1 January 2017	1,321	950	11,241	63,723	77,235
Charge for the year	3,348	2,352	2,088	9,528	17,316
At 31 December 2017	4,669	3,302	13,329	73,251	94,551
Net book value					
At 31 December 2017	28,813	8,493	4,393	33,277	74,976
At 31 December 2016	30,376	10,845	6,481	42,805	90,507

# Notes to the Financial Statements for the Year Ended 31 December 2017

12 Stocks	•	
	2017	2016
	£	£
Goods for resale	17,917	18,171
13 Debtors		
	2017	2016
	£	£
Trade debtors	80,131	122,866
Amounts owed by group undertakings	-	84,254
Prepayments	14,870	11,656
	95,001	218,776
14 Creditors		
14 Citations	2015	2016
	2017 £	2016 £
Trade creditors	38,621	65,766
Social security and other taxes	18,221	22,591
Outstanding defined contribution pension costs	1,322	_
Other payables	1,337	1,337
Accrued expenses	18,964	12,690
	78,465	102,384
15 Deferred tax and other provisions		
•	Deferred tax	Total £
At 1 January 2017	3,720	3,720
Increase/(decrease) in existing provisions	(783)	(783)
At 31 December 2017	2,937	2,937

### 16 Pension and other schemes

# Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £12,173 (2016 - £7,972).

Contributions totalling £1,322 (2016 - £Nil) were payable to the scheme at the end of the year and are included in creditors.

# Notes to the Financial Statements for the Year Ended 31 December 2017

### 17 Share capital

# Allotted, called up and fully paid shares

	2017		2016	
	No.	£	No.	£
Ordinary shares of £1 each	100	100	100	100
18 Obligations under leases				
Operating leases The total of future minimum lease paym	ents is as follows:			
			2017 £	2016 £
Not later than one year			29,165	28,843
Later than one year and not later than five	e years		43,035	99,357
			72,200	128,200

The amount of non-cancellable operating lease payments recognised as an expense during the year was £28,000 (2016 - £8,534).

### 19 Parent and ultimate parent undertaking

The company's immediate parent is Pentland Wholesale Limited,, incorporated in England.

The ultimate parent is Pentland Group plc, incorporated in England.

The most senior parent entity producing publicly available financial statements is Pentland Group plc. These financial statements are available upon request from 8 Manchester Square, London, W1U 3PH.

The ultimate controlling party is Mr R S Rubin and his close family.