

**RICHMOND LETCOMBE LIMITED**

**Registered Number: 05619157**

**ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED**

**31 DECEMBER 2017**

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## Directors' Report

The Directors present their annual report and the financial statements of Richmond Letcombe Limited ("the Company") for the year ended 31 December 2017.

### Principal Activities

The Company did not trade during the year or the proceeding financial year.

### Results

The result for the year, after taxation, amounted to £nil (2016: loss £6,000). The Company had net assets of £nil (2016: liabilities £6,000).

### Going Concern

The financial statements have been prepared on a going concern basis. After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

### International Financial Reporting Standards and Financial Reporting Requirements

The ultimate parent undertaking, The British United Provident Association Limited ("Bupa"), has prepared group accounts in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"). The Company is not required to report under IFRS and therefore these accounts are prepared in accordance with applicable UK accounting standards. As the Company is a wholly owned subsidiary undertaking of Bupa, the Company qualifies for application of Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101"), which has been adopted for these financial statements. FRS 101 uses the recognition and measurement bases of IFRS, while allowing exemptions from a number of disclosures required by full IFRS.

### Directors

Details of the present Directors and any other persons who served as a Director during the year are set out below:

Bupa Secretaries Limited  
J S Picken

### Companies (Audit, Investigations and Community Enterprise) Act 2004

As at the date of this report, indemnities are in force under which the Company has agreed to indemnify the Directors, to the extent permitted by law and the Company's Articles of Association, in respect of all losses arising out of, or in connection with, the execution of their powers, duties and responsibilities, as Directors of the Company.

### Disclosure of Information to Auditor

The Directors who held office at the date of approval of this Directors' Report confirm that:

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

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

## **Directors' Report (continued)**

### **Auditor**

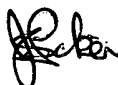
Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Registered Office:

1 Angel Court  
London  
EC2R 7HJ

27 April 2018

**By order of the Board**



**J S Picken**  
**Director**

## Statement of Directors' Responsibilities

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 they have elected to prepare the Financial Statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101.

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 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.

# **Independent Auditor's Report to the Members of Richmond Letcombe Limited**

## **Opinion**

We have audited the financial statements of Richmond Letcombe Limited ("the company") for the year ended 31 December 2017 which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity, and related notes, including the accounting policies in note 1.

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 result 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**

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 twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

## **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.

## **Independent Auditor's Report to the Members of Richmond Letcombe Limited (continued)**

### **Directors' responsibilities**

As explained more fully in their 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; 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.

### **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](http://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 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.



**Chris Butt (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
1 Sovereign Square  
Sovereign Street  
Leeds  
LS1 4DA  
27 April 2018

**Profit and Loss Account and Other Comprehensive Income**  
for the year ended 31 December 2017

	Note	2017 £'000	2016 £'000
Tax on profit on ordinary activities	5	-	(6)
<b>Profit/(Loss) for the financial year</b>		-	(6)
<b>Total comprehensive income/(loss) for the year</b>		-	(6)

The notes on pages 9 to 13 form part of these financial statements.



## Balance Sheet

as at 31 December 2017

	Note	2017 £'000	2016 £'000
<b>Debtors: amounts falling due within one year</b>	6	6	-
<b>Creditors: amounts falling due within one year</b>	7	(6)	(6)
<b>Net current assets/(liabilities)</b>		-	(6)
<b>Total assets less current liabilities</b>		-	(6)
<b>Net assets/(liabilities)</b>		-	(6)
<b>Capital and reserves</b>			
Called up share capital	8	9,002	8,996
Profit and loss account		(9,002)	(9,002)
<b>Shareholders' funds/(deficit)</b>		-	(6)

These financial statements were approved by the Board of Directors and were signed on its behalf by:



**J S Picken**  
Director

Registered number: 05619157

27 April 2018

## Statement of Changes in Equity

for the year ended 31 December 2017

	Notes	Called up share capital £'000	Profit and loss account £'000	Total £'000
<b>Balance at 1 January 2017</b>		8,996	(9,002)	(6)
Issued share capital	8	6	-	6
<b>Balance as at 31 December 2017</b>		<b>9,002</b>	<b>(9,002)</b>	<b>-</b>
<hr/>				
<b>Balance at 1 January 2016</b>		8,996	(8,996)	-
Loss for the year		-	(6)	(6)
<b>Balance as at 31 December 2016</b>		<b>8,996</b>	<b>(9,002)</b>	<b>(6)</b>

The notes on pages 9 to 13 form part of these financial statements.

## Notes to the Financial Statements

### 1. Accounting Policies

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.

#### (a) Basis of Preparation

The financial statements have been prepared on a going concern basis and under the historical cost convention, as modified by the revaluation of land and buildings, in accordance with applicable UK accounting standards.

These financial statements have been prepared in accordance with FRS 101. The amendments to FRS 101 (2016/17 Cycle) issued in July 2017 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of IFRS, but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

#### (b) Exemptions from the Requirements of IFRS

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;
- Comparative period reconciliations for investments;
- Disclosures in respect of transactions with wholly owned subsidiaries within the consolidated group;
- Disclosures in respect of capital management;
- An additional balance sheet for the beginning of the earliest comparative period following the transition to FRS 101;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

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

- The disclosures required by IFRS 7 and IFRS 13 regarding financial instrument disclosures have not been provided apart from those which are relevant for the financial instruments which are held at fair value and are not either held as part of trading portfolio or derivatives.

#### (c) Going Concern

The Company did not trade during 2017. After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

## Notes to the financial statements (continued)

### Accounting Policies (continued)

#### (d) Taxation and Deferred Taxation

The taxation expense on the profit for the year comprises current and deferred taxation. Income taxation is recognised in the profit and loss account except to the extent that it relates to items recognised directly in other comprehensive income, in which case it is recognised directly in the statement of comprehensive income.

Current taxation is the expected taxation payable on the taxable profit for the year, using taxation rates enacted or substantively enacted at the balance sheet date, and any adjustments to taxation payable in respect of previous years.

Deferred taxation is recognised in full using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The following temporary differences are not recognised: goodwill not deductible for taxation purposes and the initial recognition of an asset or liability in a transaction that is not a business combination and which, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The amount of deferred taxation recognised is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using taxation rates enacted or substantively enacted at the balance sheet date.

Deferred taxation is recognised on temporary differences arising on investments in subsidiary companies, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred taxation asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Trading losses surrendered to other Bupa Group subsidiary undertakings are made on a full payment basis.

#### (e) Financial Assets

##### Classification

The Company classifies its financial assets in the following categories: at fair value through profit or loss and loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. There were no identifiable financial assets measured at fair value through profit or loss in the year.

##### (i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than twelve months after the end of the reporting period. These are classified as non-current assets. The Company's loans and receivables comprise trade and other receivables.

## Notes to the financial statements (continued)

### Accounting Policies (continued)

#### (e) Financial Assets (continued)

##### Recognition and Measurement

Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

##### Impairment of Financial Assets

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a loss event) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

#### (f) Share Capital

Ordinary shares are classified as equity.

### 2. Immediate and Ultimate Parent Company

The immediate parent undertaking of the Company is Richmond Northampton Limited, with its registered office at 1 Angel Court, London, EC2R 7HJ.

The ultimate parent undertaking of the Company, and the largest group into which these financial statements are consolidated, is Bupa, with its registered office at 1 Angel Court, London, EC2R 7HJ. The smallest group into which these financial statements are consolidated is that headed by Bupa Finance plc, with its registered office at 1 Angel Court, London, EC2R 7HJ.

Copies of the accounts of all companies can be obtained from The Registrar of Companies, Cardiff, CF14 3UZ.

### 3. Staff Costs and Directors' Remuneration

The emoluments of the Directors are borne entirely by Bupa Group undertakings and are disclosed in the financial statements of those companies. Directors may also serve as Directors of other Bupa Group companies and part of their emoluments may be attributed to and disclosed in the financial statements of those companies. The total attributable value of Directors' emoluments assigned to the Company for the year was £nil (2016: £nil). The Company had no other employee costs during the current or preceding year.

## Notes to the financial statements (continued)

### 4. Profit on Ordinary Activities Before Taxation

	2017 £'000	2016 £'000
Fees payable to the Company's auditor for the audit of the Company's annual accounts	2	2

Fees for the audit of the Company represent the amount receivable by the Company's auditor. The amount is not borne by the Company.

### 5. Tax on Profit On Ordinary Activities

#### (i) Tax included in profit or loss

	2017 £'000	2016 £'000
Adjustments in respect of prior periods	-	6
Total current tax	-	6
<b>Total tax on profit on ordinary activities</b>	<b>-</b>	<b>6</b>

#### (ii) Reconciliation of effective tax rate

	2017 £'000	2016 £'000
Profit on ordinary activities before taxation	-	-
Tax on profit on ordinary activities at standard UK corporation tax rate of 19.25% (2016: 20%)	-	-
Effects of:		
Current income taxation adjustments in respect of prior periods	-	6
<b>Tax on profit on ordinary activities</b>	<b>-</b>	<b>6</b>

### 6. Debtors – Amounts Falling Due Within One Year

	2017 £'000	2016 £'000
Amounts owed by Bupa Group undertakings	6	-

Amounts owed by Bupa Group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

## Notes to the financial statements (continued)

### 7. Creditors – Amounts Falling Due Within One Year

	2017 £'000	2016 £'000
Amounts owed to Bupa Group undertakings	6	6

Amounts owed to Bupa Group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

### 8. Called up Share Capital

	2017 £'000	2016 £'000
<b>Allotted, called up and fully paid</b>		
<b>Equity interest</b>		
9,001,788 (2016: 8,995,788) ordinary shares of £1 each	9,002	8,996

The Company issued 6,000 ordinary shares at £1 each during the year ended 31 December 2017.

### 9. Contingent Liabilities, Guarantees And Other Financial Commitments

#### (i) Contingent Liabilities

There were no contingent liabilities at the end of either year.

#### (ii) Guarantees

The Company has no outstanding guarantees at the end of either year.

#### (iii) Financial Commitments

The Company has no outstanding commitments at the end of either year.

### 10. Related Party Transaction

The Company has applied the disclosure exemptions available under FRS 101 in respect of transactions with wholly owned subsidiaries within the consolidated group.