

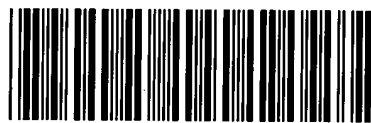
Registration number: 05843995

# Barchester New OpCo Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2016

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## **Barchester New OpCo Limited**

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## **Barchester New OpCo Limited**

### **Company Information**

<b>Directors</b>	Pete Calveley Mark Hazlewood Michael O'Reilly
<b>Company secretary</b>	Michael O'Reilly
<b>Registered office</b>	3rd Floor, The Aspect 12 Finsbury Square London EC2A 1AS
<b>Bankers</b>	The Royal Bank of Scotland Plc London Corporate Services 2 1/2 Devonshire Square London EC2M 4XJ
<b>Auditor</b>	KPMG LLP 37 Albyn Place Aberdeen AB10 1JB

## **Barchester New OpCo Limited**

### **Directors' Report for the Year Ended 31 December 2016**

The Directors present their report and the financial statements for the year ended 31 December 2016.

#### **Principal activity**

Barchester New OpCo Limited (the "Company") did not trade during the current or preceding year. There is no immediate intention to recommence trading.

#### **Fair review of the business**

The Company is consolidated as part of the Grove Limited group ("Group"). As the Company did not trade, the Group's business review and risk and uncertainties can be found in the Grove Limited consolidated financial statements. The Directors deem that there are no risks and uncertainties directly attributable to the Company as it is not currently trading.

The Company made a loss before tax of £1,000 (2015: £nil) due to interest payable in the year.

#### **Directors of the Company**

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

Pete Calveley

Mark Hazlewood

Ian Portal - Company secretary and Director (resigned 5 October 2016)

The following director was appointed after the year end:

Michael O'Reilly - Company secretary and director (appointed 3 April 2017)

#### **Dividends**

The Directors recommend no final dividend payment be made in respect of the financial year ended 31 December 2016.

#### **Going concern**

The Company did not trade during the current or preceding year. There is no immediate intention to commence trading and hence the financial statements have not been prepared on a going concern basis.

#### **Disclosure of information to the auditor**


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 auditor is aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

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#### **Reappointment of auditor**

The auditor KPMG LLP is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Approved by the Board on 26 June 2017 and signed on its behalf by:



Mark Hazlewood  
Director

## **Barchester New OpCo Limited**

### **Statement of Directors' Responsibilities in respect of the Directors' Report and the Financial Statements**

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and the Republic of 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 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 (as explained in note 2, the Directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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 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.

## **Barchester New OpCo Limited**

### **Independent Auditor's Report to the members of Barchester New OpCo Limited**

We have audited the financial statements of Barchester New OpCo Limited for the year ended 31 December 2016 set out on pages 6 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and the Republic of Ireland*. These financial statements have not been prepared on the going concern basis for the reason set out in note 2 to the financial statements.

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.

#### **Respective responsibilities of directors and auditor**

As explained more fully in the Statement of Directors' Responsibilities 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. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

#### **Opinion on the financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' Report:

- ~~we have not identified material misstatements in that report; and~~
- in our opinion, that report has been prepared in accordance with the Companies Act 2006.


## **Barchester New OpCo Limited**

### **Independent Auditor's Report to the members of Barchester New OpCo Limited (continued)**

#### **Matters on which we are required to report by exception**

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; or
- the Directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.



.....  
Paula Holland (Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor  
*Chartered Accountants*  
37 Albyn Place  
Aberdeen  
AB10 1JB

27 June 2017

# **Barchester New OpCo Limited**

## **Profit and Loss Account for the Year Ended 31 December 2016**

	Note	2016 £ 000	2015 £ 000
Operating profit/(loss)		-	-
Interest payable and similar charges		(1)	-
		(1)	-
Loss before tax		(1)	-
Taxation	5	-	-
Loss for the financial year		(1)	-

The notes on pages 10 to 13 form an integral part of these financial statements.



**Barchester New OpCo Limited**

**Statement of Comprehensive Loss for the Year Ended 31 December 2016**

	<b>2016</b>	<b>2015</b>
	<b>£ 000</b>	<b>£ 000</b>
Loss for the year	<u>(1)</u>	<u>-</u>
Total comprehensive income for the year	<u><u>(1)</u></u>	<u><u>-</u></u>

The notes on pages 10 to 13 form an integral part of these financial statements.

**Barchester New OpCo Limited**  
**(Registration number: 05843995)**  
**Balance Sheet as at 31 December 2016**

	Note	2016 £ 000	2015 £ 000
<b>Current assets</b>			
Debtors	6	38,046	37,302
Cash at bank and in hand	7	<u>6</u>	<u>4</u>
		38,052	37,306
<b>Creditors: Amounts falling due within one year</b>	8	<u>(37,620)</u>	<u>(36,873)</u>
		432	433
<b>Net current assets</b>		<u>432</u>	<u>433</u>
<b>Net assets</b>		<u>432</u>	<u>433</u>
<b>Capital and reserves</b>			
Called up share capital	9	25	25
Share premium reserve		1,475	1,475
Profit and loss account		<u>(1,068)</u>	<u>(1,067)</u>
<b>Total equity</b>		<u>432</u>	<u>433</u>

Approved and authorised by the Board on 26 June 2017 and signed on its behalf by:



Mark Hazlewood  
Director

# **Barchester New OpCo Limited**

## **Statement of Changes in Equity for the Year Ended 31 December 2016**

	<b>Share capital £ 000</b>	<b>Share premium £ 000</b>	<b>Profit and loss account £ 000</b>	<b>Total £ 000</b>
At 1 January 2016	25	1,475	(1,067)	433
Loss for the year	-	-	(1)	(1)
Total comprehensive income	-	-	(1)	(1)
At 31 December 2016	25	1,475	(1,068)	432

	<b>Share capital £ 000</b>	<b>Share premium £ 000</b>	<b>Profit and loss account £ 000</b>	<b>Total £ 000</b>
At 1 January 2015	25	1,475	(1,067)	433
At 31 December 2015	25	1,475	(1,067)	433

The notes on pages 10 to 13 form an integral part of these financial statements.

## **Barchester New OpCo Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2016**

#### **1 General information**

The Company is a private company limited by share capital and domiciled in the UK.

#### **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'. The amendments to Financial Reporting Standard 102 issued in July 2015 have been applied. The presentation currency of these financial statements is sterling.

##### **Basis of preparation**

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

##### **Summary of disclosure exemptions**

As the Company is a wholly owned subsidiary of Grove Limited the Company has taken advantage of the disclosure exemptions contained in FRS 102 Section 1.12. By virtue of FRS 102 Section 33.1A the Company has not disclosed transactions or balances with wholly owned entities which form part of the Group.

##### **Name of parent of group**

These financial statements are consolidated in the financial statements of Grove Limited.

The financial statements of Grove Limited may be obtained from [www.jersey.fsc.org](http://www.jersey.fsc.org).

##### **Going concern**

The Company has not traded for the current or preceding year and there are no plans to recommence trade. Due to this, the financial statements have not been prepared on a going concern basis. No adjustments were necessary to the amounts at which the remaining net assets are included in these financial statements.

##### **Judgements**

~~The Company makes an estimate of the recoverable value of amounts owed by the group undertakings and other debtors. When assessing impairment of group and other debtors, Management considers factors including the aging profile of debtors and historical experience. See note 6 for the net carrying amount of the debtors and any associated impairment provision.~~

##### **Tax**

The tax expense for the period comprises 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 is also recognised directly in other comprehensive income.

## **Barchester New OpCo Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)**

#### **2 Accounting policies (continued)**

Deferred income 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 income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

#### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

#### **3 Directors' remuneration**

The Company had no employees other than Directors (2015: Nil). The Directors received remuneration for services to Grove Limited of which Barchester New OpCo Limited is a subsidiary undertaking, however the proportion attributable to their services to Barchester New OpCo Limited is not separately identifiable.

#### **4 Auditor's remuneration**

The remuneration of the auditor in the current year was borne by another Group Company. The estimate of this for the current year is £2,000 (2015: £2,000).

#### **5 Taxation**

The tax charge for the year is £Nil (2015: £Nil).

The tax on profit before tax for the year is the same as the standard rate of corporation tax in the UK (2015 - the same as the standard rate of corporation tax in the UK) of 20% (2015 - 20.25%).

The differences are reconciled below:

	<b>2016</b>	<b>2015</b>
	<b>£ 000</b>	<b>£ 000</b>
Loss before tax	(1)	-
Corporation tax at standard rate	-	-
Tax increase arising from group relief	113	107
Tax decrease from transfer pricing adjustments	(113)	(107)
Total tax charge/(credit)	-	-

## Barchester New OpCo Limited

### Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

#### 5 Taxation (continued)

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 17% (effective 1 April 2020) were substantively enacted on 26 October 2015. This will reduce the Company's future current tax charge accordingly. The deferred tax asset at 31 December 2015 has been calculated based on these rates.

##### Deferred tax

Deferred tax assets and liabilities

	Asset £ 000
<b>2016</b>	
Accelerated tax depreciation	<u>1</u>
<b>2015</b>	
Accelerated tax depreciation	<u>2</u>

#### 6 Debtors

	2016 £ 000	2015 £ 000
Amounts owed by related parties	37,236	37,235
Other debtors	809	65
Deferred tax assets	<u>1</u>	<u>2</u>
Total current trade and other debtors	<u>38,046</u>	<u>37,302</u>

Amounts due from related parties stated above are legally due on demand and are thus recoverable within one year. It is not expected that a demand for these amounts will be made within the next year.

#### 7 Cash and cash equivalents

	2016 £ 000	2015 £ 000
Cash at bank	<u>6</u>	<u>4</u>

## Barchester New OpCo Limited

### Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

#### 8 Creditors

	2016 £ 000	2015 £ 000
<b>Due within one year</b>		
Trade creditors	12	63
Amounts due to related parties	<u>37,608</u>	<u>36,810</u>
	<u>37,620</u>	<u>36,873</u>

Amounts due to related parties are legally due on demand and are thus due within one year. It is not expected that a demand for these amounts will be made within the next year.

#### 9 Share capital

##### Allotted, called up and fully paid shares

	2016		2015	
	No.	£	No.	£
Ordinary shares of £1 each	<u>25,001</u>	<u>25,001</u>	<u>25,001</u>	<u>25,001</u>

#### 10 Parent and ultimate parent undertaking

The Company's immediate parent is Grove Limited, incorporated in Jersey.

The ultimate parent and controlling party is also Grove Limited, incorporated in Jersey. Its financial statements are available upon request from [www.jerseyfsc.org](http://www.jerseyfsc.org).

##### Relationship between entity and parents

The parent of both the smallest and the largest group in which these financial statements are consolidated is Grove Limited, incorporated in Jersey.

The address of Grove Limited is:

Queensway House  
Hilgrove Street  
St Helier  
Jersey  
JE1 1ES