Braemar Castle Limited Annual Report and Financial Statements

For the 52 weeks to 10 March 2018



Braemar Castle Limited Strategic report for the 52 weeks to 10 March 2018

Principal activities and review of business

The principal activity of Braemar Castle Limited (the 'Company') is to act as the General Partner of Sainsbury's Property Scottish Limited Partnership (the 'Partnership'). The role of General Partner as laid out by the Limited Partnership Agreement (dated 12 May 2010) gives the Company the exclusive responsibility for the management and control of the business of the Partnership and the management of the assets of the Partnership.

The Company's profit for the financial year was £75,725 (2017: £102,157). The financial position as at 10 March 2018 is shown in the balance sheet set out on page 8.

All material operations are carried out in the United Kingdom.

A full review of the business and the market can be found in the 2018 Annual Report and Financial Statements of J Sainsbury plc, the ultimate parent undertaking, on the following website: www.about.sainsburys.co.uk.

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of J Sainsbury plc and its subsidiaries (the 'Group') and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which include those of the Company, are discussed on pages 30 to 34 of the Group's Annual Report and Financial Statements 2018, which does not form part of this report.

Future developments

No change is planned in the activities of the Company in the next financial year.

Key performance indicators (KPIs)

The Directors of J Sainsbury plc manage the Group's operations on a divisional basis. For this reason, the Company's Directors believe that analysis using KPIs for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The development, performance and position of the Group, which includes the Company, are discussed on pages 3 to 27 and 28 to 29 of the Group's Annual Report, which does not form part of this report.

Financial risk management

The financial risk management and policies of the Company are disclosed in note 12 of the financial statements.

By order of the Board:

Sarah Nelson On behalf of

Sainsburys Corporate Director Limited

Braemar Castle Limited
Directors' report
for the 52 weeks to 10 March 2018

The Directors present their report and the audited financial statements of Braemar Castle Limited (the 'Company') for the 52 weeks to 10 March 2018. The prior financial year's financial statements were for the 52 weeks to 11 March 2017.

Dividends

During the financial year, there were no dividends recommended or paid (2017: £nil).

Going Concern

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The ultimate parent company, J Sainsbury plc has confirmed its present intention to provide financial support such that the Company is able to repay its liabilities as they fall due. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Directors

The Directors of Braemar Castle Limited during the financial year and up to the date of signing the financial statements are shown below:

Duncan Cooper (Appointed 8 March 2018) Edward Barker (Resigned 8 March 2018)

Sainsbury's Corporate Director Limited (Appointed 22 December 2009)

Company Secretary

The Company Secretary of the Company who held office during the financial year and up to the date of signing the financial statements is shown below:

Timothy Fallowfield (Appointed 3 May 2018)
Anthony Guthrie (Resigned 3 May 2018)

Directors' indemnities

The Directors are indemnified to the extent permitted by the Articles of Association of the Company in respect of all losses arising out of or in connection with the execution of their powers, duties and responsibilities. The parent company purchased and maintained Directors' and Officers' liability insurance throughout 2017/18, which was renewed for 2018/19. The insurance covers all Directors and Officers of companies in the Group. Neither the indemnities nor insurance provide cover in the event that the Director or Officer is proved to have acted fraudulently.

Disclosure of information to auditors

Each of the Directors confirms that, so far as he is aware, there is no relevant audit information of which the auditors are unaware. Each Director has taken all steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the auditors are aware of that information.

Independent auditors

Ernst & Young LLP, have indicated their willingness to continue in office.

By order of the Board:

Sarah Nelson On behalf of

Sainsburys Corporate Director Limited

∟ September 2018

Braemar Castle Limited Statement of Directors' responsibilities for the 52 weeks to 10 March 2018

The Directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with International Financial Reporting Standards ('IFRSs') as adopted by the European Union. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

Duncan Cooper **Director**

Independent Auditor's Report to the members of Braemar Castle Limited

Opinion

We have audited the financial statements of Braemar Castle Limited for the 52 week period ended 10 March 2018 which comprise of the Statement of comprehensive income, the Balance sheet, the Cash flow statement, and the Statement of changes in equity and the related notes 1 to 13, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 10 March 2018 and of its profit for the period then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; 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 below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties
 that may cast significant doubt about the company's ability to continue to adopt the going
 concern basis of accounting for a period of at least twelve months from the date when the
 financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material

Independent Auditor's Report to the members of Braemar Castle Limited (continued)

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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, 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 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Independent Auditor's Report to the members of Braemar Castle Limited (continued)

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Ben Marles (Senior statutory auditor)

Ernot & Young Lip

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

Braemar Castle Limited Statement of comprehensive income for the 52 weeks to 10 March 2018

		2018	2017
	Note	£	£
Revenue		73,212	100,007
Operating profit	3	73,212	100,007
Finance income	5	2,513	2,150
Profit before tax		75,725	102,157
Income tax expense	6	-	-
Profit for the financial year		75,725	102,157

There was no other comprehensive income or expense during the financial year or the prior financial year.

The notes on pages 10 to 16 are an integral part of these financial statements.

Braemar Castle Limited Balance sheet as at 10 March 2018

		2018	2017
	Note	£	£
Non-current assets			
Investments	7	60,000,000	60,000,000
Current assets			
Other receivables	8	769,544	693,819
Total assets	_	60,769,544	60,693,819
Current liabilities			
Other payables	9	(60,000,000)	(60,000,000)
Net current liabilities		(59,230,456)	(59,306,181)
Net assets		769,544	693,819
Equity			
Called up share capital	10	10,001	10,001
Retained earnings	11 `	759,543	683,818
Total equity		769,544	693,819

The notes on pages 10 to 16 are an integral part of these financial statements.

The financial statements on pages 7 to 16 were approved by the Board of Directors and were signed on its behalf by:

Duncan Cooper

Director

Braemar Castle Limited Cash flow statement for the 52 weeks to 10 March 2018

There were no cash flows arising in the Company during the current or prior financial year.

The notes on pages 10 to 16 are an integral part of these financial statements.

Statement of changes in equity for the 52 weeks to 10 March 2018

	Called up share capital £	Retained earnings £	Total equity
At 12 March 2017	10,001	683,818	693,819
Profit for the financial year		75,725	75,725
At 10 March 2018	10,001	759,543	769,544
At 13 March 2016	10,001	581,661	591,662
Profit for the financial year		102,157	102,157
At 11 March 2017	10,001	683,818	693,819

The notes on pages 10 to 16 are an integral part of these financial statements.

1 General information

Braemar Castle Limited (the 'Company') is a private limited company incorporated and domiciled in England and Wales. The Company's registered address is 33 Holborn, London EC1N 2HT. The Company is part of the J Sainsbury plc (the 'Group').

The ultimate parent company and controlling party of the Company is J Sainsbury plc; which is registered in England and Wales, and forms the only Group into which the financial statements of the Company are consolidated. Copies of the parent company's financial statements may be obtained from www.about.sainsburys.co.uk.

The Company's financial year represents the 52 weeks to 10 March 2018 (prior financial year: 52 weeks to 11 March 2017).

2 Accounting policies

(a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRSs') as adopted by the European Union and International Financial Reporting Interpretations Committee ('IFRIC') interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRSs.

(b) Basis of preparation

The financial statements are presented in sterling, rounded to the nearest pound (£) unless otherwise stated. They have been prepared on a going concern basis under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2c.

The Company is a wholly-owned subsidiary of J Sainsbury plc and is included in the consolidated financial statements of J Sainsbury plc which are publicly available. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

Going concern

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The ultimate parent company, J Sainsbury plc has confirmed its present intention to provide financial support such that the Company is able to repay its liabilities as they fall due. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

2. Accounting policies (continued)

Amendments to published standards

Effective for the Group and Company in these financial statements:

The Group considered the following amendments to published standards that are effective for the Group for the financial year beginning 12 March 2017 and concluded that they are either not relevant to the Group or that they do not have a significant impact on the Group's financial statements other than disclosures. These standards and interpretations have been endorsed by the European Union.

- Amendments to IAS 7 'Statement of Cash Flows' on the disclosures in financial statements
- Annual Improvements Cycle 2014-2016
- Amendments to IFRS 12 'Disclosure of Interests in Other Entities': Clarification of the scope of disclosure requirements in IFRS 12

Standards and revisions effective for future periods:

- IFRS 9, 'Financial instruments'
- IFRS 15, 'Revenue from contracts with customers'
- IFRS 16, 'Leases'

The Company has considered the impact of the above standards and revisions and have concluded that they will not have a significant impact on the Company's financial statements, apart from additional disclosures.

The accounting policies set out below have been applied consistently to all periods presented in the financial statements.

Revenue

Revenue is earned by means of a distribution of profits from the Company's investment in Sainsbury's Property Scottish Limited Partnership of which the Company is the General Partner.

Finance income

Finance income is recognised in the income statement for financial assets and liabilities measured at amortised cost using the effective interest method.

Investments

Investments in partnerships are held at cost, less any recognised impairment loss.

2. Accounting policies (continued)

Financial instruments

Financial assets

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The company has no intention of trading these loans and receivables. Subsequent to initial recognition at fair value plus transaction costs these assets are carried at amortised cost less impairment using the effective interest method. Income from these financial assets is calculated on an effective yield basis and is recognised in the income statement.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where the company has substantially transferred all risks and rewards of ownership.

Financial liabilities

Bank loans and payables are recorded initially at fair value, which is generally the proceeds received, net of direct issue costs. Subsequently, these liabilities are held at amortised cost using the effective interest method.

Fair value estimation

The fair values of receivables, payables and loans of a maturity of less than one year are approximate to their book values.

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. The carrying amount of the asset is reduced for any impairment loss and the amount of the loss is recognised in the income statement.

Called up share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Current tax

Current tax is accounted for on the basis of tax laws enacted or substantively enacted at the balance sheet date. Current tax is charged or credited to the income statement, except when it relates to items charged to equity or other comprehensive income, in which case the current tax is also dealt with in equity, or other comprehensive income, respectively.

(c) Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with IFRSs requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Those which are significant to the Company are discussed separately below:

Estimates and assumptions

The areas where assumptions and estimates are significant to the financial statements are as described below. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

(c) Significant accounting judgements, estimates and assumptions (continued)

Impairment of assets

Financial and non-financial assets are subject to impairment reviews based on whether current or future events and circumstances suggest that their recoverable amount may be less than their carrying value. Recoverable amount is based on the higher of the value in use and fair value less costs to dispose. Value in use is calculated from expected future cash flows using suitable discount rates and includes management assumptions and estimates of future performance.

Income taxes

The Company recognises expected liabilities for tax based on an estimation of the likely taxes due, which requires significant judgement as to the ultimate tax determination of certain items. Where the actual liability arising from these issues differs from these estimates, such differences will have an impact on income tax and deferred tax provisions in the year when such determination is made. Detail of the tax charge is set out in note 6.

3 Operating profit

The auditors' remuneration, in the current and prior financial year, has been borne by Sainsbury's Supermarkets Ltd, a Group company that makes no recharge to the Company.

4 Employees and Directors' remuneration

The average monthly number of persons (including Directors) employed by the Company during the financial year was nil (2017: nil).

All of the Directors are also employees of the ultimate parent company, J Sainsbury plc, or other Group companies. The Directors' emoluments are borne by Sainsbury's Supermarkets Ltd, a Group company that makes no recharge to the Company. It is not possible to make an accurate apportionment of the Directors' emoluments as they serve as Directors to a number of Group companies. Accordingly, the income statement does not include emoluments in respect of the Directors.

5 Finance income

	2018	2017
	£	£-
Interest receivable from Group companies	2,514	2,150
Finance income	2,514	2,150

6 Income tax expense

The income tax expense for the financial year was £nil (2017: £nil).

The effective tax rate of nil per cent (2017: nil per cent) is lower than (2017: lower than) the standard rate of corporation tax in the UK. The differences are explained below:

	2018	2017
Profit before tax	75,725	102,157
Income tax at UK corporation tax rate of 19.06% (2017: 20.00%) Effects of:	14,433	20,431
Transfer pricing adjustment	(194,412)	(204,000)
Group relief surrendered for £nil consideration	179,979	183,569
Total income tax expense in income statement	-	-

The main rate of UK corporation tax reduced from 20 per cent to 19 per cent from 1 April 2017. A further reduction in the UK corporation tax rate from 19 per cent to 17 per cent, rather than 18 per cent, effective from 1 April 2020 was substantively enacted in the prior year. Deferred tax on temporary differences and tax losses as at the balance sheet date is calculated at the substantively enacted rates at which the temporary differences and tax losses are expected to reverse.

7 Investments

	2018	2017
	£	£
At start of financial year	60,000,000	60,000,000
At end of financial year	60,000,000	60,000,000

On 6 January 2010, the Company became the General Partner of a newly formed Partnership, Sainsbury's Property Scottish Limited Partnership (the 'Partnership'). On 12 May 2010 the Company made a capital contribution of £16,000,000 to the Partnership. On 25 March 2011, the Company made a second capital contribution of £44,000,000 to the Partnership. The Partnership is registered in Scotland and limited under the Limited Partnerships Act 1907. The Company has taken advantage of the exemption conferred by Regulation 7 of the Partnerships (Accounts) Regulations 2008 and has therefore not appended the financial statements of this qualifying partnership to these financial statements.

8 Other receivables

	2018	2017	
•	£	£	
Current			
Amounts due from parent company	1	1	
Amounts due from Group companies	769,543	693,818	
	769,544	693,819	

Amounts due from parent and Group companies are denominated in sterling and are interest bearing at Bank of England's base rate of 0.5, increasing from 0.25 in November 2017, (2017: 0.25) per cent per annum.

Amounts due from parent and Group companies are not considered overdue or impaired.

9 Other payables

	2018	2017
	£	£
Current		
Amounts due to Group companies	60,000,000	60,000,000

Current amounts due to Group companies are non-interest bearing and are payable on demand.

10 Called up share capital

	2018	2018	2017	2017
	number	£	number	£
Allotted and fully paid - £1 ordinary shares	10,001	10,001	10,001	10,001
Called up share capital	10,001	10,001	10,001	10,001

11 Retained earnings

	2018	2017
	£	£
At start of financial year	683,818	581,661
Profit for the financial year	75,725	102,157
At end of financial year	759,543	683,818

12 Financial risk management

Treasury management

Treasury policies are reviewed and approved by the ultimate parent company's board. The J Sainsbury plc Chief Executive and Chief Financial Officer have joint delegated authority from the ultimate parent company's board to approve finance transactions.

The Group operates a central treasury function which is responsible for managing the Company's liquid resources, funding requirements and interest rate and currency exposures.

Interest rate risk

The Company has no exposure to interest rate risk fluctuations as amounts due to group companies carry fixed rates of interest or are non-interest bearing.

Liquidity risk

The Company's exposure to liquidity risk is managed by funding cash flow requirements from the parent company.

Credit risk

The Company's exposure to credit risk is limited to amounts receivable from the parent and group companies. These are existing related party receivables with no history of default and none of the amounts are past due nor impaired.

Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide services to the Group and to maintain an optimal capital structure.

13 Related party transactions

The parent company and ultimate controlling party of the Company is J Sainsbury plc, which is registered in England and Wales, and forms the only group into which the financial statements of the Company are consolidated. Copies of the Group's financial statements may be obtained from www.about.sainsburys.co.uk. The Company does not have a bank account; all transactions are settled on an intercompany account.

(a) Key management personnel

The key management personnel of the Company comprise of the Board of Directors. The Directors do not receive any remuneration from the Company as their emoluments are borne by the Group companies. The Company did not have any transactions with the Directors during the financial year.

(b) Transactions with Parent company		•
	2018	2017
	£	£
Year end balances arising from transactions with parent company		
Receivables		
Amounts due from Parent company	1_	1
(c) Transactions with Group companies		
	2018	2017
	£	£
Advances given to Group companies		
Interest income in respect of interest bearing loans	2,514	2,150
Distribution of profits from Sainsbury's Property Scottish Limited Partnership	73,212	100,007
Year end balances arising from transactions with Group companies		
Receivables		
Amounts due from Group companies	769,543	693,818
Payables		
Amounts due to Group companies	60,000,000	60,000,000

(d) Transactions with other related parties

There have been no transactions with other related parties during the financial year.