

Registered number  
08313483

Neilcott Group Holdings Limited  
Annual Report and Financial Statements  
31 December 2013

TUESDAY



A14      \*A37SMSPJ\*      13/05/2014      #11  
COMPANIES HOUSE

**Neilcott Group Holdings Limited****Registered number:** 08313483**Directors' Report**

The directors present their report and financial statements for the period ended 31 December 2013

**Principal activities**

The Company's principal activity is that of a parent undertaking

**Review of the business**

The Company was incorporated on 29 November 2012

On 5th February 2013, Neilcott Holdings and its subsidiaries was sold by PJ Walls Holdings Ltd to Neilcott Group Holdings Limited

**Dividends**

The Company paid dividends of £169,319 during the year

**Directors**

The following persons served as directors during the period

M Elster (Appointed 20 December 2012)

G O'Shea (Appointed 27 February 2013)

**Disclosure of information to auditors**

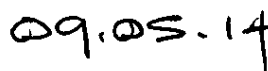
Each person who was a director at the time this report was approved confirms that

- so far as he is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- he has taken all the 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 Company's auditor is aware of that information

A resolution to reappoint Wilkins Kennedy as auditors will be put to the members at the Annual General Meeting



M Elster  
Director



Date

# Neilcott Group Holdings Limited

## Strategic Report

### The Neilcott Group

The Group was previously owned by the Walls Group, an Irish based development and construction organisation. In February 2013 Walls Group sold the UK holding Company, Neilcott Holdings Limited, to new investors.

Neilcott Group Holdings Limited was the vehicle set up to effect the purchase of the Neilcott Holdings Limited. The principal investor in Neilcott Group Holdings Limited is Gerryco, a vehicle established by a private family Trust to hold shares in Neilcott Group Holdings Limited. Tyrolese (751) Limited is also a vehicle established to hold shares in Neilcott Group Holdings Limited, thereby enabling the directors of Neilcott Holdings Limited to retain overall operational control of all trading activities.

Neilcott Construction Limited is the only active operational trading Company within the Group, the Strategic Report for which follows.

### Objectives

The Company aims to be the preferred contractor of choice for its clients. This will be achieved through consistently delivering the required end product in terms of time, cost and quality, in a manner which respects the overriding and absolute requirement to maintain the health, safety and welfare of all those that may come in to contact with our activities. All of our activities, large and small are therefore undertaken with a view to exceeding expectations wherever possible. By so doing and by adopting and promoting a collaborative approach throughout, the construction process is rendered an enjoyable and rewarding experience for all. This approach will support long term, repeat order trading relationships with clients and their advisors who value both the nature of the end product and the manner in which it is achieved. Development of such relationships provides the opportunity to secure steady work streams with a like minded client base whose credentials can be relied upon, affording the Company the best opportunity to realise a fair return on its activities.

The Company also aspires for similar excellence across a broader range of activities. Continuous improvement is sought in respect of the impact of the Company's activities upon the environment, seeking not just to minimise the potential for adverse impact but actively seeking out opportunities to create positive impacts. The Company also recognises that having a significant stake in the public sector supply chain imposes responsibilities upon the Company to maximise opportunities to generate community benefits arising from local capital expenditure.

### Operating Model

Fundamental to achieving these objectives is the attracting, developing and retaining of a high calibre and highly motivated management team who share the Company's collaborative ethos and for whom a proactive approach to problem solving is second nature. Such staff will be motivated by the challenges offered by the most demanding projects whereupon higher level skillsets can create the greatest competitive advantage.

The Company's approach to construction requires a stable supply chain to be maintained comprising partners who share the Company's ambitions and who possess the necessary technical credentials to allow them to contribute positively to the construction process whilst being able to provide appropriate levels of commercial security. Adoption of fair procurement and payment practices and provision of exemplary working environments promotes a partnership approach to working with the supply chain, ensuring the highest standards are achieved whilst allowing our partners to realise their own commercial expectations.

### Outturn, 2013

2013 trading set out herein reflects a strong performance during the year with turnover recovering to exceed its previous high of £57m in 2011 and net operating profit, being at 3.6%, the second highest on record. This outcome validates the directors' decision to exit from the Walls Group in February 2013, thereby eliminating a source of potential concern for clients. The year's success is reinforced by the level of cash held within the business which increased to £4.2m at year end, an increase of some 50%.

The growth in turnover was driven by an increase in enquiry levels during the year, reaching some £275m, another record for the Company. Encouragingly despite this increase a favourable success rate was maintained at around 14.5%. Existing key trading relationships were maintained and developed during the year and encouragingly, the foundations were laid for similarly beneficial relationships with a number of new clients.

### Forward Planning

The Company's immediate ambition is to maintain turnover at its current level whilst seeking to enhance management resources and Company infrastructure such as to provide opportunity for further growth in the medium term. Such growth is seen as important in order to continue to create opportunities for personal development amongst the management team within the Company. The Company however remains committed to maintaining profitability at its current level therefore future expansion must be on the basis that the additional risk inextricably linked to additional workload is properly balanced by increased profitability.

### Risks

The Company's potential turnover represents but a fraction of the workload which is potentially available within the market. Therefore provided flexibility is retained such as to allow the Company to respond to possible changes in market demographics and provided standards of delivery are maintained, the Company will continue to be largely immune to cyclical market trends. This is borne out by the Company's performance since the financial crisis of 2007 since when the Company has continued to grow enquiries to record levels and has enjoyed the two most successful trading years in its history.

This report was approved by the board and signed on its behalf



M Elster  
Director

09.05.14

Date

## **Neilcott Group Holdings Limited**

### **Statement of Directors' Responsibilities**

The directors are responsible for preparing the report and accounts in accordance with applicable law and regulations

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts 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 accounts 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 accounts, 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 accounts,
- prepare the accounts 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 accounts 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.

**Neilcott Group Holdings Limited**  
**Independent auditors' report**  
**to the members of Neilcott Group Holdings Limited**

We have audited the financial statements of Neilcott Group Holdings Limited for the period ended 31 December 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (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 auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Directors' Responsibilities, 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 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 accounts**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**Opinion on the accounts**

In our opinion the accounts

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice,
- 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 Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

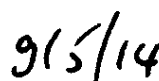
**Matters on which we are required to report by exception**

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 accounts 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.



Nicholas Parrett  
(Senior Statutory Auditor)  
for and on behalf of  
Wilkins Kennedy LLP  
Accountants and Statutory Auditors



Bridge House  
London Bridge  
London  
SE1 9QR

**Neilcott Group Holdings Limited**  
**Profit and Loss Account**  
**for the period from 29 November 2012 to 31 December 2013**

	<b>Notes</b>	<b>2013 £</b>
Administrative expenses		(76,875)
Other operating income		229,319
<b>Operating profit</b>		<u>152,444</u>
Income from investments		23,296
Interest payable	<b>2</b>	(169,319)
<b>Profit on ordinary activities before taxation</b>		<u>6,421</u>
Tax on profit on ordinary activities	<b>3</b>	-
<b>Profit for the period</b>		<u><u>6,421</u></u>

**Continuing operations**

None of the Company's activities were acquired or discontinued during the above period

**Statement of total recognised gains and losses**

The Company has no recognised gains or losses other than the profit for the above period

The notes on pages 8 to 11 form part of the financial statements

**Neilcott Group Holdings Limited**  
**Balance Sheet**  
**as at 31 December 2013**

	Notes	2013 £
<b>Fixed assets</b>		
Investments	4	3,375,000
<b>Current assets</b>		
Debtors	5	23,296
<b>Creditors: amounts falling due within one year</b>	6	(23,296)
<b>Net current assets</b>		-
<b>Net assets</b>		<u>3,375,000</u>
<b>Capital and reserves</b>		
Called up share capital	7	1,883,579
Share premium	8	1,485,000
Profit and loss account	9	6,421
<b>Shareholders' funds</b>	11	<u>3,375,000</u>

The notes on pages 8 to 11 form part of the financial statements

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



M Elster  
Director

09.05.14

Date

**Neilcott Group Holdings Limited**  
**Cash Flow Statement**  
**for the period from 29 November 2012 to 31 December 2013**

	<b>Notes</b>	<b>2013 £</b>
<b>Reconciliation of operating profit to net cash inflow from operating activities</b>		
Operating profit		152,444
Increase in debtors		(23,296)
Increase in creditors		23,296
<b>Net cash inflow from operating activities</b>		<u><u>152,444</u></u>

		<b>2013 £</b>
<b>CASH FLOW STATEMENT</b>		
<b>Net cash inflow from operating activities</b>		152,444
<b>Returns on investments and servicing of finance</b>	<b>12</b>	(146,023)
<b>Capital expenditure</b>	<b>12</b>	<u>(3,375,000)</u> (3,368,579)
<b>Financing</b>	<b>12</b>	3,368,579
<b>Increase in cash</b>		<u><u>-</u></u>
<b>Reconciliation of net cash flow to movement in net debt</b>		
Increase in cash in the period		-
<b>Change in net debt</b>	<b>13</b>	<u>-</u>
<b>Net funds at 29 November</b>		<u>-</u>
<b>Net funds at 31 December</b>		<u><u>-</u></u>

The notes on pages 8 to 11 form part of the financial statements



**Neilcott Group Holdings Limited**  
**Notes to the Accounts**  
**for the period from 29 November 2012 to 31 December 2013**

**1 Accounting policies**

***Basis of preparation***

The accounts have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards

***Deferred taxation***

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax with the following exceptions

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of underlying timing differences can be deducted

***Fixed Asset Investments***

Fixed asset investments are stated at cost less provision for any impairment

**2 Interest payable**

	2013 £
Non-equity dividends	<u>169,319</u>

**3 Taxation**

	2013 £
<b>Analysis of charge in period</b>	
Tax on profit on ordinary activities	<u>-</u>

**Factors affecting tax charge for period**

The differences between the tax assessed for the period and the standard rate of corporation tax are explained as follows

	2013 £
Profit on ordinary activities before tax	<u>6,421</u>
Standard rate of corporation tax in the UK	23%
	£
Profit on ordinary activities multiplied by the standard rate of corporation tax	1,477
Effects of	
Expenses not deductible for tax purposes	21,819
Group Relief	
Franked Investment income	<u>(23,296)</u>
Current tax charge for period	<u>-</u>

**Neilcott Group Holdings Limited**  
**Notes to the Accounts**  
**for the period from 29 November 2012 to 31 December 2013**

**4 Investments**

	<b>Investments in subsidiary undertakings £</b>
<b>Cost</b>	
Additions	3,375,000
At 31 December 2013	<u><u>3,375,000</u></u>

The company holds 20% or more of the share capital of the following companies

<b>Company</b>	<b>Shares held</b>		<b>Capital and reserves £</b>	<b>Profit (loss) for the year £</b>
	<b>Class</b>	<b>%</b>		
Neilcott Construction Limited	Ordinary	100	4,012,488	1,516,529
Neilcott Construction Services Limited	Ordinary	100	722,640	712,942
Neilcott Developments Limited	Ordinary	100	(470)	-
Neilcott Holdings Limited	Ordinary	100	1,391,005	699,974

**5 Debtors**

**2013  
£**

Amounts owed by group undertakings and undertakings in which the company has a participating interest

23,296

**6 Creditors: amounts falling due within one year**

**2013  
£**

Amounts owed to group undertakings and undertakings in which the company has a participating interest

23,296

**7 Share capital**

	<b>Nominal value</b>	<b>2013 Number</b>	<b>2013 £</b>
Allotted, called up and fully paid			
Ordinary shares	£1 each	15,000	15,000
10% Redeemable Preference shares	£1 each	1,868,579	1,868,579
			<u><u>1,883,579</u></u>

**Neilcott Group Holdings Limited**  
**Notes to the Accounts**  
**for the period from 29 November 2012 to 31 December 2013**

<b>8 Share premium</b>	<b>2013</b>
	<b>£</b>
Shares issued	1,485,000
At 31 December 2013	<u>1,485,000</u>
<b>9 Profit and loss account</b>	<b>2013</b>
	<b>£</b>
Profit for the period	6,421
At 31 December 2013	<u>6,421</u>
<b>10 Dividends</b>	<b>2013</b>
	<b>£</b>
Dividends for which the company became liable during the period	
Dividends paid	<u>169,319</u>
Analysis of dividends by type	
Non-equity dividends (note 2)	<u>169,319</u>
<b>11 Reconciliation of movement in shareholders' funds</b>	<b>2013</b>
	<b>£</b>
Profit for the financial period	6,421
Shares issued at a premium	3,368,579
At 31 December	<u>3,375,000</u>
<b>12 Gross cash flows</b>	<b>2013</b>
	<b>£</b>
<b>Returns on investments and servicing of finance</b>	
Dividends received	23,296
Interest paid	<u>(169,319)</u>
	<u>(146,023)</u>
<b>Capital expenditure</b>	
Payments to acquire investments	<u>(3,375,000)</u>
<b>Financing</b>	
Issue of share capital	<u>3,368,579</u>

**Neilcott Group Holdings Limited****Notes to the Accounts****for the period from 29 November 2012 to 31 December 2013****13 Analysis of changes in net debt**

	At 29 Nov 2012 £	Cash flows £	Non-cash changes £	At 31 Dec 2013 £
Total	-	-	-	-

**14 Related party transactions**

During the year, dividends were paid in respect of preference dividends totalling £169,319 to GerryCo Limited (incorporated in Jersey), a shareholder of the company

The Company was also charged management expenses of £60,000 by Gerry O'Shea, a director of the Company

**15 Ultimate controlling party**

For day to day operational purposes, the Company is under the control of Tyrolese (751) Limited by virtue of a controlling interest (directly or indirectly) of 55% of the issued share capital. GerryCo Limited (incorporated in Jersey) holds 45% of the issued share capital and retains an interest in certain high level corporate functions. The Company therefore is considered to be the effective parent company of the overall Neilcott Group.