Paragon Hotels Limited

Directors' report and financial statements Registered number 9854588 31 March 2017

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Paragon Hotels Limited Directors' report and financial statements 31 March 2017

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Strategic report

Objective

To operate a profitable and successful business providing returns to shareholders.

Strategy

To improve the estate of hotels, the experience of our customers and the trading performance.

Principal risks and uncertainty

The main uncertainties which the business faces are the level of economic activity, guest numbers, and competition in the form of prevailing room rates. The directors believe that these factors present both challenges and opportunities for the business.

Performance during the year

The directors monitor performance through production of a detailed annual budget and the comparison of actual performance against the budget.

Position at the end of the year

The Group has a sound financial base from which to further improve the business.

Key performance indicators

Additionally, the directors monitor key performance indicators to ensure they are within acceptable parameters, these include:

- · Room rate and occupancy
- The ratio of key costs to income
- Hotel operating profit
- Cash generated from operating activities

By order of the board

ML Widders
Director

Conway House Ackhurst Park Chorley Lancashire PR7 1NW

7 July 2017

Directors' report

The directors present their report, together with the financial statements for the year ended 31 March 2017.

Results and dividends

The Group's loss after tax for the year is £203,000 (2016: £53,000) and has been transferred from reserves. The directors do not recommend payment of a dividend (2016: £nil).

Principal activity

The Company was incorporated on 3 November 2015 and acquired its principal operating subsidiary company, Classic Lodges Limited, and three dormant companies on 9 December 2015 for £21,131,505. Merger accounting has therefore been adopted.

The Company issued 99 ordinary shares of £1 each on 14 December 2015 for £21,131,504.

On 21 December 2015, the Company cancelled its share premium account of £21,131,405.

The Group's principal activity is the ownership and operation of hotels.

Going concern

As set out in note 1, the directors consider that the Group has adequate resources to continue as a going concern for the foreseeable future and therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Directors

The directors who served during the period were as follows: CJ Hemmings JC Kay K Revitt ML Widders (appointed 8 June 2016)

Employee Policies

The Group's activities are geographically spread and local managers are responsible for employee relations and development on a day to day basis. This is supported by regular visits by senior executives who are available to explain and provide employees with information on matters of concern to them as employees and to enable their views to be taken into account.

It is the policy and practice of the Group to give equal consideration to applications for employment from disabled persons having regard to the particular aptitudes and abilities of the applicants concerned. The services of any existing employee who becomes disabled are retained wherever practicable.

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.

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 he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

By order of the board

ML Widders
Director

Conway House Ackhurst Park Chorley Lancashire PR7 1NW

17 July 2017

Statement of directors' responsibilities in respect of the Strategic report, the Directors' report and the financial statements

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements 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 group and parent company 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 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 group and parent company and of their profit or loss for that period. In preparing each of the group and parent company 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 group and parent company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent 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 group and to prevent and detect fraud and other irregularities.



KPMG LLP

One St Peter's Square Manchester M2 3AE United Kingdom

Independent auditor's report to the members of Paragon Hotels Limited

We have audited the financial statements of Paragon Hotels Limited for the year ended 31 March 2017 set out on pages 6 to 20. 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 Republic of Ireland.

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 auditor

As explained more fully in the Directors' Responsibilities 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. 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 the financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the company's affairs as at 31 March 2017 and of the group's 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 Strategic Report and 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 Strategic Report and the Directors' Report:

- · we have not identified material misstatements in those reports; and
- in our opinion, those reports have been prepared in accordance with the Companies Act 2016.

Independent auditor's report to the members of Paragon Hotels 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 by the parent company, or returns adequate for our audit
 have not been received from branches not visited by us; or
- the parent company 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.

Liam Finnigan (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

Manchester

21/7/, 2017

Consolidated profit and loss account for the year ended 31 March 2017

for the year ended 31 March 2017			
•	Note	2017	2016
		£000	£000
Turnover	1	15,662	15,471
Cost of sales		(9,266)	(8,406)
Gross profit		6,396	7,065
Administrative expenses		(6,438)	(7,140)
Profit on sale of fixed assets		7	295
One wasting (less)/ wwo fit		(35)	220
Operating (loss)/ profit Interest receivable and similar income	4	(35)	7
	4	- (165)	(170)
Interest payable and similar charges	5	(157)	(170)
(Loss)/profit before taxation	2	(192)	57
Taxation on (loss)/profit	6	(11)	(110)
Loss for the financial year		(203)	(53)

All amounts relate to continuing activities.

There were no material differences between the reported loss and the historical cost loss of the Group.

Statement of other comprehensive income

for the year ended 31 March 2017

There are no other gains and losses in either year, other than those disclosed in the profit and loss account above.

The notes on pages 12 to 20 form an integral part of these financial statements.

Consolidated balance sheet

as at 31 March 2017

	Note	2011 £000	7 £000	2016 £000	£000
Fixed Assets Tangible assets	7		25,900		26,449
Current Assets					
Stock	9	159		152	
Debtors	10	513		859	
Cash at bank and in hand		250		572	
		922		1,583	
Creditors: amounts falling due within one year	11	(4,731)		(5,493)	
Net current liabilities			(3,809)		(3,910)
Total assets less current liabilities			22,091		22,539
Creditors: amounts falling due after more than one year	12		(4,156)		(4,401)
Provisions for liabilities and charges	13		-		-
N. 44			17.025		10 120
Net assets			17,935		18,138
•					
Capital and reserves	• .				
Called up share capital	14		-		- 7
Capital Reserve			7		•
Profit and loss account			17,928		18,131
Shareholders' funds			17,935		18,138
					

The notes on pages 12 to 20 form an integral part of these financial statements.

Approved by the board of directors on in 3 \longrightarrow 2017 and signed on its behalf by:

M L Widders

Director

Registered number 9854588

Company balance sheet as at 31 March 2017

•	Note	2017 £000
Fixed Assets		
Investments	8	21,131
Net assets		21,131
Capital and reserves		
Called up share capital	14	-
Share premium		-
Profit and loss account	·	21,131
		21,131

The notes on pages 12 to 20 form an integral part of these financial statements.

Approved by the board of directors on 11 $3 \omega = 7$ 2017 and signed on its behalf by:

M L Widders

Director

Registered number 9854588

Group Statement of Changes in Equity for the year ended 31 March 2017

for the year ended 31 March 2017			,		
	Called Up	Share	Capital	Profit &	Total
	Share Capital	Premium	Reserve	Loss	Equity
	£000	£000	£000	Account £000	£000
Balance at 1 April 2015	-	-	600	(3,540)	(2,940)
Loss for the year			-	(53)	(53)
Transactions with owners, recorded directly in equity:					
Issue of shares	-	21,131	-	-	21,131
Capital reduction	-	(21,131)	(593)	21,724	-
•					
Total contributions by and distributions to owners	-	-	(593)	21,724	21,131
	· <u></u>				
Balance at 31 March 2016	-	-	7	18,131	18,138
	=				
Balance at 1 April 2016	-	-	7	18,131	18,138
Loss for the year	-	-	-	(203)	(203)
					
Balance at 31 March 2017	-	-	7	17,928	17,935

The notes on pages 12 to 20 form an integral part of theses financial statements.

Company Statement of Changes in Equity for the period ended 31 March 2017

jor ine perioù enueù 31 Murch 2017	Called Up Share Capital £000	Share Premium £000	Profit & Loss Account £000	Total Equity
Balance on incorporation	-	-	-	-
Profit for the year	-	-	-	-
Transactions with owners, recorded directly in equity: Issue of shares Capital reduction	- -	21,131 (21,131)	- 21,131	21,131
Capital resultion				
Total contributions by and distributions to owners	-	-	21,131	21,131
Balance at 31 March 2017			21 121	21,131
Dalance at 51 March 2017	<u> </u>		21,131	

The notes on pages 12 to 20 form an integral part of these financial statements.

Consolidated cash flow statement

the year ended 31 March 2017	Note	2017 £000	2016 £000
Co. I. Good Comment of the Control o			
Cash flows from operating activities Loss for the year		(203)	(53)
Adjustments for:		(200)	(55)
Depreciation and impairment of fixed assets		1,151	1,506
Interest receivable and similar income		-	(7)
Interest payable and similar charges		157	170
Gain on sale of tangible fixed assets		(7)	(295
Taxation		11	110
		1,109	1,431
Decrease / (increase) in trade and other debtors		346	(216
Increase in stocks		(7)	(1)
Increase in trade and other creditors		· 86	742
Tax paid		(109)	(95)
Net cash from operating activities		1,425	(1,861)
Cash flows from investing activities Proceeds from sale of tangible fixed assets		7	343
Interest received		-	7
Acquisition of tangible fixed assets		(602)	(2,556)
Net cash from investing activities		(595)	(2,206)
Cash flows from financing activities			
Proceeds from new loan		-	1,400
Interest paid		(157)	(170)
Repayment of borrowings		(245)	(210)
Net cash from financing activities		(402)	1,020
Net increase in cash and cash equivalents		428	675
Cash and cash equivalents at 1 April 2016		(928)	(1,603)
Cash and cash equivalents at 31 March 2017		(500)	(928)

The notes on pages 12 to 20 form an integral part of these Financial Statements.

Notes to the financial statements

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards, and under the historical cost accounting rules.

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014. The amendments to FRS 102 issued in July 2015 and effective immediately have been applied. The presentation currency of these financial statements is sterling.

The financial statements have been prepared based upon the Group's trading cycle of a 52 week period ending 30 March 2017 (2016: 31 March 2016) within seven days of the end of the accounting reference period as permitted by the Companies Act.

Going Concern

The Group's business activities, together with the factors likely to affect future trading are set out in the Strategic report on page 1.

During the year and subsequent period to date and forecast for the foreseeable future, the Group has operated within its banking facilities and has been compliant with the financial covenants.

The directors have no reason to believe that a material uncertainty exists that may cast doubt on the ability of the Group to continue as a going concern. It is therefore considered appropriate to continue to prepare the accounts on a going concern basis.

Basis of Consolidation

The consolidated financial statements incorporate the financial statements for the Company and its subsidiary undertakings which have been prepared for the year ended 31 March 2017.

Merger accounting has been applied for subsidiaries acquired under common control. The carrying values of the assets and liabilities of the parties to the combination are not required to be adjusted to fair value on consolidation. Consolidated comparative figures include the results of all of the combining entities and their balance sheets at the previous balance sheet date.

Under s408 of the Companies Act 2006 the Company is exempt from the requirement to present its own profit and loss account.

Turnover

Turnover comprises the value of sales of goods and services supplied in the normal course of operation of a hotel business (excluding value added tax).

Investments

Investments are stated at cost less provision for any impairment.

Tangible fixed assets and depreciation

Depreciation is provided to write down the assets to their estimated residual value by equal instalments over their useful economic lives as follows:

Land - not depreciated

Freehold hotel properties - 50 years

Fixture, fittings and equipment - 4-10 years

Stocks

Stocks are estimated at the lower of their cost or net realisable value.

Notes to the financial statements

1 Accounting policies (continued)

Taxation

Tax on the profit or loss for the year comprises current and deferred tax, where applicable. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense. Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Pensions

The Group makes employer contributions to defined contributions pension schemes on behalf of certain employees. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the schemes.

2 Expenses and auditor's remuneration

Included in the loss for the year are the following:

	2017	2016
	€000	£000
Auditors' remuneration Audit services	25	18
Non-audit services	10	10
Depreciation of owned assets Operating leases	1,151	1,506
Hire of plant and machinery	48	. 38

Notes to the financial statements

3 Staff numbers and costs

3	Stair numbers and costs		
		2017	2016
		£000	£000
	Staff costs		
	Wages and salaries	6,501	6,387
	Social security costs	462	. 437
	Other pension costs	75	83
		7,038	6,907
	The average monthly number of employees during the year (including direct	tors) was made	up
	as follows:		
		2017	2016
	, , , , , , , , , , , , , , , , , , ,	No.	No.
	Hotel staff	445	445
	Directors' emoluments		
	The directors received no remuneration for services provided to the Group.		
	The second 11 to 1		
4	Interest receivable and similar income		
		2017	2016
		£000	£000
	Bank interest		7
	Bank interest	-	,
_	The second of the second		
5	Interest payable and similar charges		
		2017	2016
		£000	£000
	Park interest namela	157	170
	Bank interest payable	137	170

6 Taxation on loss on ordinary activities

	2017 £000	2016 £000
UK Corporation tax at 20% (2016: 20%) on the loss for the year Adjustments in respect of prior years	7 4	6 104
Total current tax charge for the year	11	110
Deferred tax movement	-	-
Tax charge for the year	11	110

Factors affecting the current tax for the year

The tax charge assessed on the loss on ordinary activities for the year is lower (2016: higher) than the standard rate of corporation tax in the UK. The differences are explained below:

	2017 £000	2016 £000
Loss for the year	(203) 11	(53) 110
Total tax expense		
(Loss)/profit on ordinary activities before tax	(192)	57
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax	(20)	11
in the UK of 20% (2016: 20%)	(38)	11
Effects of:		
Disallowed expenses and non-taxable income	6	43
Difference between depreciation and capital allowances	89	30
Group relief surrendered	-	5
Payment receivable for group relief surrendered	-	(5)
Deferred tax not recognised	(49)	(78)
Income not taxable for tax purposes	(1)	-
Adjustment in respect of prior periods	4	104
Total tax charge included in profit or loss	11	110.

7 Tangible fixed assets

Group

	Freehold land and buildings	Fixtures, fittings and equipment	Total
	£000	£000	£000
Cost			•
As at 31 March 2016	25,968	16,361	42,329
Additions	59	543	602
			
As at 31 March 2017	26,027	16,904	42,931
Depreciation			
As at 31 March 2016	2,646	13,234	15,880
Provided during the period	273	878	1,151
As at 31 March 2017	2,919	14,112	17,031
Net book value			
At 31 March 2017	23,108	2,792	25,900
As at 31 March 2016	23,322	3,127	26,449

Company

There are no fixed assets held by the Company.

8 Fixed asset investments

Company	Subsidiary Undertakings £000
Cost	
On incorporation	.
Acquired in the period	21,131
At 31 March 2017	21,131
Impairment On incorporation	-
At 31 March 2017	-
Net book value	44.44
At 31 March 2017	21,131

8 Fixed asset investments (continued)

The subsidiary undertakings of the Group, all held by the Company, are as follows:

	, .	Country of incorporation	Nature of business	Proportion of shares held
	Classic Lodges Limited	Great Britain	Hotels	100%
	Grovefield Hotel Limited	Great Britain	Non trading	100%
	The Balmoral Hotel Harrogate Limited	Great Britain	Non trading	100%
	Classic Lodges Scotland Limited	Great Britain	Non trading	100%
9	Stock			
				Group
			2017	2016 £000
	Food		£000 31	. 32
	Liquor		94	88
	Other		34	32
	U			
			159	152
10	Debtors			
				roup
			2017	2016
	m 1 11.		£000	£000
	Trade debtors		263 250	446 413
	Other debtors and prepayments		230	————
			513	859
		•		
11	Creditors: amounts falling due with	iin one year	_	
				Froup
			2017 £000	2016 £000
	Bank overdraft		750	1,500
	Bank loan		245	245
	Trade creditors		439	929
	Amounts due to group undertakings		80 572	28 413
	Other taxation and social security Other creditors		1,535	1,435
	Accruals		1,110	943
			4,731	5,493

12 Creditors: amounts falling due after more than one year

	2017 £000	2016 £000
Bank loan	4,156	4,401
The bank loan is repayable as follows		
	2017 £000	2016 £000
Within one year Between 1 – 2 years Between 2 – 5 years Greater than 5 years	245 245 3,911	245 245 245 3,911
	4,401	4,646

The bank loan and overdraft are secured on all of the Group's properties and bear interest at a rate based on LIBOR plus a margin.

13 Provisions for liabilities and charges

Group

The amounts provided for deferred tax are set out below:		
	2017	2016
	£000	£000
Provision at 31 March 2017 and 31 March 2016	-	-
The elements of deferred tax are as follows:		
	2017	2016
	£000	£000
Fixed asset timings differences	145	165
Other timing differences	(29)	15
Tax losses	(116)	(180)
		
	-	•

13 Provisions for liabilities and charges (continued)

The Group has an unrecognised deferred tax asset of £573,427 (2016: £674,620) in respect of capital losses. These losses would be available for offset against future capital gains. This asset is not expected to crystallise in the foreseeable future.

The Group has an unrecognised tax asset of £211,468 (2016: £448,640) in respect of trading losses. This is available for offset against future trading profits. This asset is not expected to crystallise in the foreseeable future.

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 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. An additional reduction to 17% (effective from 1 April 2020) was announced in the Budget on 16 March 2016. This will reduce the Group's future current tax charge accordingly.

14 Share capital

	2017 £
Allotted, called up and fully paid	_
100 Ordinary shares of £1 each	100

15 Pensions

Certain of the Group's employees are members of defined contribution pension schemes. The assets of the schemes are held separately from those of the Group. The pension costs charge represents pension contributions payable by the Group to the funds and amounted to £75,000 (2016: £83,000). There were contributions outstanding at the end of the financial year of £7,000 (2016: £12,000).

16 Operating leases

The Group has non-cancellable operating lease commitments of £nil at the year end (2016: £nil).

17 Related party transactions

Northern Trust Group Limited

During the year the Group paid fees of £39,675 (2016: £44,287) to Northern Trust Group Limited for administration services. There were amounts of £475 (2016: £24,000) owed to Northern Trust Group Limited at the year end.

At the year end an amount of £11,000 (2016: £5,268) was due from Northern Trust Group Limited in respect of payments for corporation tax group relief surrendered for the year ended 31 March 2017.

Whittle Jones Group Limited

During the year the Group paid rental charges of £29,900 (2016: £29,900) to Whittle Jones Group Limited. There were amounts of £3,811 (2016: £3,637) owed to Whittle Jones Group Limited at the year end.

Preston North End Limited

During the year the Group received income of £54,254 (2016: £47,802) from Preston North End Limited. The amount owed by Preston North End to the Group at the end of the financial year was £5,787 (2016:£11,547).

Ramsey Park Hotel Limited

During the year the Group paid and recharged costs of £13,202 (2016: £10,542) to Ramsey Park Hotel Limited. The amount outstanding at the year end from Ramsey Park Hotel Limited was £982 (2016: £2,153).

Hemway Limited

During the year management fees of £200,000 (2016: £200,000) were paid to Hemway Limited. Further costs of £22,841 (2016: £13,940) were recharged by Hemway to the Group. At the end of the year the Group owed £75,600 (2016: £nil) to Hemway Limited.

The family interests of Mr TJ Hemmings are the ultimate controlling party of Paragon Hotels Limited and the above companies.

18 Immediate parent company and ultimate controlling party

The Company's immediate parent undertaking is Calgarth Limited, a company registered in the Isle of Man. The ultimate parent company is Wordon Limited, a company registered in the Isle of Man. The accounts of both companies are not available to the public.

The ultimate controlling party are the family interests of Mr T J Hemmings.