Company Registration No. 11044582 (England and Wales)

GRANGE LANCASTER LIMITED

REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2019

GRANGE LANCASTER LIMITED

COMPANY INFORMATION

Directors	Mr H S Matharu Mr R S Matharu Mr T S Matharu
Secretary	Mr H S Matharu
Company number	11044582
Registered office	58 Rochester Row Westminster London SW1P 1JU United Kingdom
Auditor	RSM UK Audit LLP Chartered Accountants 25 Farringdon Street London EC4A 4AB United Kingdom

GRANGE LANCASTER LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2019

The directors present their annual report and financial statements for the year ended 31 March 2019.

Principal activities
On 11 May 2018, the trade and assets were acquired from a related party. As of this date, the company's principal activity became that of a hotelier.

Going concern
The company has net liabilities of £473,884 and cash at bank and in hand of £Nil. As a result of the post year end impact of Covid-19 (see note 14) the company is dependent on the continued support of its new ultimate parent company New Grange Holdings 3 Limited (NGH3) (see note 14).

NGH3 has provided a letter of support confirming that it will continue to provide financial support to the company so that it can continue to meet its obligations as they fall due for at least twelve months from the signing of these financial statements. The directors have set out in note 1 on page 7 material uncertainties that may cast significant doubt on the ability of the ultimate parent company to provide financial support to the Company to enable it to meet its debts as they fall due.

Directors
The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr H S Matharu
Mr R S Matharu
Mr T S Matharu

Auditor
RSM UK Audit LLP were appointed as auditor to the company, to fill a casual vacancy, in accordance with section 485 of the Companies Act 2006.

Statement of disclosure to auditor
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

On behalf of the board

....
Mr R S Matharu
Director

Date: 16/10/2020

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2019

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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; and
- 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GRANGE LANCASTER LIMITED

Disclaimer of opinion
We were engaged to audit the financial statements of Grange Lancaster Limited (the 'company') for the year ended 31 March 2019 which comprise the Statement of Comprehensive Income, the Statement of Financial Position and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

We do not express an opinion on the accompanying financial statements of the company. Because of the significance of the matters described in the Basis for disclaimer of opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the financial statements.

Basis for disclaimer of opinion
The audit evidence available to us was limited following the decision to formally break up the Globalgrange group and to trade under two separate groups. During the finalisation of the audit process we concluded that there was significant doubt as to whether we have been provided with all the audit evidence we require to form an opinion. As a result of this we have been unable to obtain sufficient appropriate audit evidence concerning multiple elements of the financial statements and have been unable to determine whether any adjustments might have been found to be necessary. The possible effects of this inability to obtain sufficient appropriate audit evidence are deemed to be both material and pervasive to the financial statements.

Other matter - prior period financial statements not audited
The company was exempt from audit in the period ended 31 March 2018 and consequently the corresponding figures are unaudited.

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 our 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 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 this other information, we are required to report that fact.

Disclaimer of opinion on other matters prescribed by the Companies Act 2006
Because of the significance of the matters described in the basis of opinion section of our report, we have been unable to form an opinion, whether based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Except for the matters referred to above, in our opinion the directors' report has been prepared in accordance with the applicable legal requirements.

Matters on which we are required to report by exception

Arising from the limitation of our work referred to above:

- we have been unable to determine whether there are material misstatements in the directors report in the light of the knowledge and understanding of the company and its environment obtained in the course of the audit;
- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether adequate accounting records have been kept.

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:

- 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
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the directors' report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, 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. However, because of the matters described in the Basis for disclaimer of opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the financial statements.

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.

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.

RSM UK Audit LLP

Euan Banks FCA (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB
16 October 2020

GRANGE LANCASTER LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2019

	Notes	Year ended 31 March 2019 £	Unaudited Period ended 31 March 2018 £
Turnover		1,007,307	-
Cost of sales		(932,644)	-
Gross profit		74,663	-
Administrative expenses		(387,491)	-
Operating loss		(312,828)	-
Interest payable and similar expenses	3	(145,246)	-
Loss before taxation		(458,074)	-
Tax on loss	4	(15,812)	-
Loss for the financial year		(473,886)	-

Company Registration No. 11044582

GRANGE LANCASTER LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2019

	Notes	2019 £	2019 £	Unaudited 2018 £	Unaudited 2018 £
Fixed assets					
Tangible assets	6		4,938,079		-
Current assets					
Stocks		563		-	
Debtors	8	83,549		-	
Cash at bank and in hand		-		2	
		84,112		2	
Creditors: amounts falling due within one year	9	(5,480,263)		-	
Net current (liabilities)/assets			(5,396,151)		2
Total assets less current liabilities			(458,072)		2
Provisions for liabilities	10		(15,812)		-
Net (liabilities)/assets			(473,884)		2
Capital and reserves					
Called up share capital	12		2		2
Profit and loss reserves			(473,886)		-
Total equity			(473,884)		2

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 16|10|2020 and are signed on its behalf by:

....

Mr R S Matharu
Director

1 Accounting policies

Company information

Grange Lancaster Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is 58 Rochester Row, Westminster, London, SW1P 1JU, United Kingdom.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the requirements of the Companies Act 2006, as applicable to companies subject to the small companies' regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in Sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Going concern

The company has net liabilities of £473,884 and cash at bank and in hand of £Nil. As a result of the post year end impact of Covid-19 (see note 14) the company is dependent on the continued support of its new ultimate parent company New Grange Holdings 3 Limited (NGH3) (see note 14).

NGH3 has provided a letter of support confirming that it will continue to provide financial support to the company so that it can continue to meet its obligations as they fall due for at least twelve months from the signing of these financial statements.

At 31 March 2019, the Group headed by NGH3 had £41,944,000 cash at bank and in hand and amounts owed to related parties of £25,820,000 falling due within one year. Since the year end the Group has continued to finalise a group re-organisation.

The current COVID-19 outbreak in the UK is already having a severe impact on the Group and its operations with much of the capacity mothballed and consolidated within one hotel. The Group has taken advantage of the UK Government Coronavirus Job Retention Scheme, VAT Deferral and Business Rates Relief. Given the unpredictable nature of the COVID-19 outbreak, and how rapidly the responses to the outbreak are changing, the directors of NGH3 are unable to predict the full extent of the future impact.

The Group has a number of options available to generate cash flows to meet the Group's working capital requirements and repay the Group's related party debts including potential asset disposals, but the ability to generate sufficient additional funds will depend on the economic situation, which is currently uncertain.

The material uncertainties as to when the Group's hotels will return to pre COVID-19 revenues and occupancies and the ability to generate sufficient funds from hotel disposals to meet the Group's related party debts as they fall due may cast significant doubt on the Group's ability to provide financial support to the company and consequently the Company's ability to continue as a going concern. Therefore, the Company may be unable to realise its assets and discharge its liabilities in the normal course of business.

Having considered the material uncertainties described above, the directors have, at the time of approving the financial statements, a reasonable expectation that the Group can provide the necessary financial support to the Company so it has adequate resources to continue in operational existence for a period of at least twelve months from the date these financial statements are approved. Thus, they continue to adopt the going concern basis of accounting in preparing the financial statements. The financial statements do not include the adjustments that may be necessary if the Company were unable to continue as a going concern.

1 Accounting policies (Continued)

Reporting period

The company was incorporated on 2 November 2017 and during the 5 month period ended 31 March 2018 the company was dormant. On 11 May 2018, the trade and assets were acquired from a related party (see note 7), therefore comparative amounts presented in these financial statements are not entirely comparable.

Turnover

Turnover represents the amount derived from the provision of accommodation, conference facilities and meals. Income is recognised on the date of occupation for accommodation and meals, and on the date of the event for conference facilities. Turnover excludes value added tax, and relates solely to the United Kingdom.

Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of unincorporated businesses over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is in the year of acquisition.

Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Property rights	in the year of acquisition

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold properties	1% to 2% on a straight line basis
Plant and machinery	4% to 20% on a straight line basis
Fixtures and fittings	4% to 20% on a straight line basis

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1 Accounting policies (Continued)

Impairment of fixed assets (continued)
Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Stocks
Stocks are valued at the lower of costs and net realisable value. Cost of goods for resale is computed on a first in first out basis. Net realisable value is based on estimated selling price less the estimated cost of disposal. Provision is made for obsolete and slow moving items.

Cash and cash equivalents
Cash and cash equivalents are basic financial instruments and include cash in hand and other short-term liquid investments with original maturities of three months or less.

Financial instruments
The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets
Basic financial assets, which include trade and other debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

Classification of financial liabilities
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities
Basic financial liabilities, including trade and other creditors and amounts owed to fellow group companies, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

1 Accounting policies (Continued)

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

2 Employees

The company uses a specialist outsourced hotelier staff provider. There were no employees other than the directors employed by the company during the year (2018: none).

The remuneration costs of the directors were borne by a related party in relation to their work for this company, although it is not practicable determine the amounts which are attributable to this company.

3 Interest payable and similar expenses

	2019	2018
	£	£
Interest payable and similar expenses includes the following:		
Interest payable to group undertakings	141,085	-
Interest payable to related parties	4,161	-
	145,246	-

4 Taxation

	2019	2018
	£	£
Deferred tax		
Origination and reversal of timing differences	15,812	-

5 Intangible fixed assets

	Goodwill	Property rights	Total
	£	£	£
Cost			
Acquisition of trade and assets (note 7)	1	1	2
At 31 March 2019	1	1	2
Amortisation and impairment			
Amortisation charged for the year	1	1	2
At 31 March 2019	1	1	2
Carrying amount			
At 31 March 2019	-	-	-
At 31 March 2018	-	-	-

6 Tangible fixed assets

	Leasehold properties	Plant and machinery	Fixtures and fittings	Total
	£	£	£	£
Cost				
Acquisition of trade and assets (note 7)	4,837,498	150,000	-	4,987,498
Additions	-	2,570	5,400	7,970
At 31 March 2019	4,837,498	152,570	5,400	4,995,468
Depreciation and impairment				
Depreciation charged in the year	30,265	27,124	-	57,389
At 31 March 2019	30,265	27,124	-	57,389
Carrying amount				
At 31 March 2019	4,807,233	125,446	5,400	4,938,079
At 31 March 2018	-	-	-	-

7 Acquisition of a business

On 11 May 2018, the company acquired the trade and assets of Grange Lancaster Hotel from Globalgrange Limited, a related party. The total consideration for the acquisition of the trade and assets was £4,987,500.

At 11 May 2018 (the 'acquisition date'), the assets acquired were recognised at their fair values to the company, which were also equal to their book values at that date, as set out below:

	Fair Value
	£
Property	4,837,498
Tangible fixed assets	150,000
Other intangible fixed assets	1
Total identifiable net assets	4,987,499
Goodwill	1
Total consideration	4,987,500

The consideration is left oustanding on the intercompany accounts.

8 Debtors

	2019	2018
Amounts falling due within one year:	£	£
Trade debtors	29,955	-
Amounts owed by group undertakings	2	-
Other debtors	53,592	-
	83,549	-

9 Creditors: amounts falling due within one year

	2019	2018
	£	£
Trade creditors	24,280	-
Amounts owed to group undertakings	5,128,585	-
Taxation and social security	13,310	-
Other creditors	314,088	-
	5,480,263	-

Included within amounts owed to group undertakings is a balance of £4,987,500 which accrues interest at the Bank of England base rate +2.5% per annum and is repayable on demand.

10 Provisions for liabilities

		2019	2018
		£	£
Deferred tax liabilities	11	15,812	-

11 Deferred taxation

The major deferred tax liabilities and assets recognised by the company are:

	Liabilities 2019	Liabilities 2018
Balances:	£	£
Fixed asset timing differences	15,812	-

	2019
Movements in the year:	£
Liability at 1 April 2018	-
Charge to profit or loss	15,812
Liability at 31 March 2019	15,812

The deferred tax liability set out above is expected to reverse within 12 months and relates to accelerated capital allowances that are expected to mature within the same period.

12 Called up share capital

	2019	2018
	£	£
Ordinary share capital		
Issued and fully paid		
150 Ordinary shares of 1p each	2	2
	2	2

13 Operating lease commitments

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2019	2018
	£	£
Within one year	140,250	-
Between one and five years	210,375	-
	350,625	-

14 Events after the reporting date

On 30 June 2019, the company was acquired by New Grange Holdings 3 Limited. The immediate parent company, Globalgrange 2 Limited, remained unchanged. The new ultimate parent company is New Grange Holdings 3 Limited.

In March 2020, the World Health Organization formally recognised COVID-19, the novel strain of coronavirus, as a pandemic. There remains significant uncertainty as to the extent and duration of the global economic impact. The effects are likely to be limited to the ability of the company's ultimate parent undertaking to provide financial support, as detailed in note 1 on page 7.

However, the directors are constantly monitoring the situation and will take all necessary steps to minimise the impact on the business.

15 Related party transactions

The following amounts, included in other creditors, were outstanding at the reporting end date:

Amounts due to related parties	**2019** **£**	**2018** **£**
Entities under common control	153,815	-

The Company has taken advantage of the exemptions provided by section 33 of FRS102 'Related Party Disclosures' and has not disclosed transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is party to the transaction is wholly owned by a member of that group.

16 Parent company

At the balance sheet date, Globalgrange 2 Limited, a company incorporated in the United Kingdom, was the immediate parent undertaking. New Grange Holdings 2 Limited, the ultimate parent undertaking, was the parent of the smallest and largest group for which consolidated accounts including Grange Lancaster Limited are prepared. The consolidated accounts of New Grange Holdings 2 Limited are available from its registered office 58 Rochester Row, Westminster, London, SW1P 1JU, United Kingdom.

Subsequent to the year end, there has been a change in control (see note 14).