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TESCO GREY (2LP) LIMITED  
ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE 52 WEEKS ENDED 25 FEBRUARY 2012  
Registered Number: FC027196



## **TESCO GREY (2LP) LIMITED**

### **DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 25 FEBRUARY 2012**

The Directors present their report and the financial statements of Tesco Grey (2LP) Limited (the "Company") for the 52 week period ended 25 February 2012 (prior period 52 weeks ended 26 February 2011)

#### **Business review and principal activities**

The principal activity of the Company is to act as an investment company for the Tesco Group into the Tesco Grey Limited Partnership Group. There has been no significant change in the nature or level of this activity during the period and the Directors do not expect this to change significantly throughout the next financial period.

#### **Results and dividends**

The results for the period show a pre-tax loss of £1,279 (2011 £1,365)

The Directors do not recommend payment of a dividend for the 52 weeks ended 25 February 2012 (2011 £nil)

The Company had net assets of £510,781 at 25 February 2012 (2011 £512,060)

#### **Principal risks and uncertainties**

The principal risks relate to the carrying value of investments that this company holds.

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Tesco PLC Group (the "Group") and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which include the Company, are discussed on pages 40-47 of the Tesco PLC Group Annual Report for the 52 weeks ending 25 February 2012 which does not form part of this report.

#### **Charitable and political contributions**

There were no charitable or political donations for the period (2011 £nil)

#### **Future outlook**

The Company's performance is expected to continue throughout the next financial period and it is anticipated that the current performance levels will be maintained.

#### **Key performance indicators (KPI's)**

Given the straightforward nature of the business, the Directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

#### **Research and development**

The Company does not undertake any research and development activities (2011 £nil)

## **TESCO GREY (2LP) LIMITED**

### **DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 25 FEBRUARY 2012 (continued)**

#### **Supplier payment policy**

The Company does not have any direct supplier relationships

#### **Employees**

The Company had no employees during the period (2011 nil)

#### **Directors and their interests**

The following Directors served during the period and up to the date of signing the financial statements

R Brasher	(Resigned 15 March 2012)
A Clark	
S Grumble	(Appointed 2 March 2011)
M Iddon	
D Potts	(Resigned 2 March 2011)

Save as set out below, none of the Directors had any disclosable interests in the Company during this period

R Brasher and D Potts are former directors of Tesco PLC, the Company's ultimate parent company, and as such their disclosable interests in Tesco PLC are all declared in the financial statements of that company

A qualifying third-party indemnity provision as defined in Section 234 of the Companies Act 2006 is in force for the benefit of each of the Tesco PLC directors listed above in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for which Directors may not be indemnified, the Company maintained a directors' and officers' liability insurance policy throughout the financial period.

#### **Cautionary statement regarding forward-looking information**

Where this review contains forward-looking statements, these are made by the Directors in good faith based on the information available to them at the time of their approval of this report. These statements should be treated with caution due to the inherent risks and uncertainties underlying any such forward-looking information. A number of important factors, including those in this document, could cause actual results to differ materially from those contained in any forward-looking statement.

## **TESCO GREY (2LP) LIMITED**

### **DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 25 FEBRUARY 2012 (continued)**

#### **Statement of Directors' responsibilities**

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

The Companies Act 2006 requires the Directors to prepare financial statements for each financial period. 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 the Companies Act 2006 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 those 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions, 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.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board

19 October 2012

A Clark  
Director  
Tesco Grey (2LP) Limited  
Registered Number FC027196  
Registered Office PO Box 265GT, George Town, Grand Cayman, Cayman Islands

## TESCO GREY (2LP) LIMITED

### PROFIT AND LOSS ACCOUNT FOR THE 52 WEEKS ENDED 25 FEBRUARY 2012

	Notes	52 weeks to 25 February 2012 £	52 weeks to 26 February 2011 £
Administrative expenditure		(1,279)	(1,365)
<b>Loss on ordinary activities before taxation</b>	2	<b>(1,279)</b>	<b>(1,365)</b>
Tax on loss on ordinary activities	3	-	-
<b>Loss for the financial period</b>	7,8	<b>(1,279)</b>	<b>(1,365)</b>

There are no recognised gains or losses other than those shown in the Profit and Loss Account above, and therefore no separate statement of total recognised gains and losses has been presented

There are no material differences between the loss on ordinary activities before taxation and for the period stated above and their historical cost equivalents

All operations are continuing for the financial period

The notes on pages 7 to 10 form part of these financial statements

# TESCO GREY (2LP) LIMITED

## BALANCE SHEET AS AT 25 FEBRUARY 2012

	Notes	25 February 2012 £	26 February 2011 £
<b>Fixed assets</b>			
Investments	4	533,930	533,930
<b>Current assets</b>			
Cash at bank and in hand		1,080	1,359
		-	-
Current liabilities – amounts falling due within one year	5	(24,229)	(23,229)
<b>Net current liabilities</b>		(23,149)	(21,870)
<b>Total assets less current liabilities</b>		<b>510,781</b>	<b>512,060</b>
<b>Net assets</b>		<b>510,781</b>	<b>512,060</b>
<b>Capital and reserves</b>			
Called up share capital	6	1,000	1,000
Share premium	7	532,932	532,932
Profit and loss account	7	(23,151)	(21,872)
<b>Total equity shareholder's funds</b>	8	<b>510,781</b>	<b>512,060</b>

The financial statements on pages 5 to 10 were approved by the board of Directors on 19 October 2012 and were signed on its behalf by



A Clark  
Director  
Tesco Grey (2LP) Limited  
Registered Number FC027196

# **TESCO GREY (2LP) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 25 FEBRUARY 2012**

### **1. ACCOUNTING POLICIES**

#### **Basis of preparation of financial statements**

The financial statements are prepared on the going concern basis, in accordance with applicable United Kingdom accounting standards, under the historical cost convention and in accordance with the Companies Act 2006. The Company's principal accounting policies have been applied consistently during the period.

In accordance with FRS 2 "Accounting for Subsidiary Undertakings" and Section 400 of the Companies Act 2006, group financial statements have not been prepared because the Company is a wholly owned subsidiary of Tesco PLC, incorporated in England and Wales.

#### **Cash flow statement**

The Company is a wholly owned subsidiary of Tesco PLC and is included in the consolidated financial statements of Tesco PLC which are publicly available. Consequently the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 "Cash Flow Statements".

#### **Fixed asset investments**

Fixed asset investments in subsidiaries and associates are stated at cost plus incidental expenses less where appropriate provisions for impairment.

#### **Impairment of fixed assets**

At each balance sheet date the Company reviews the carrying amounts of the fixed assets to determine whether there is any need for impairment in accordance with FRS 11 "Impairment of Fixed Assets and Goodwill". Any impairment is recognised in the Profit and Loss Account in the period in which it occurs.

#### **Current taxation**

The amount included in the Profit and Loss Account is based on the profit or loss on ordinary activities before taxation and is calculated at current local tax rates, taking into account timing differences and the likelihood of realisation of deferred tax assets and liabilities.

#### **Group relief on taxation**

The Company will receive or surrender group relief from group companies without payment and consequently there may be no tax charge in the Profit and Loss account.

## TESCO GREY (2LP) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 25 FEBRUARY 2012 (continued)

#### 2. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The Directors received no emoluments for their services to the Company (2011 £nil)

The Company had no employees during the period (2011 £nil)

#### 3. TAX ON LOSS ON ORDINARY ACTIVITIES

Through The Tesco Grey Limited Partnership, Tesco Grey (1LP) Ltd sold its 49.95% interest in four properties during the year. Two of those disposals give rise to potentially chargeable gains. Elections will be made to transfer the chargeable gains arising to another Tesco group company, which will claim rollover relief. The claim will be eligible because the group will reinvest the full proceeds from the sale. Without the elections or rollover, a liability of £977,344 would result. The other two disposals were made to companies within the Tesco tax group and therefore do not give rise to any chargeable gains.

##### Factors that have affected the tax charge

The standard rate of corporation tax in the UK was changed from 28% to 26% with effect from 1 April 2011. This gives an overall blended Corporation Tax rate for the company for the full year of 26.2%.

	52 weeks to 25 February 2012 £	52 weeks to 26 February 2011 £
<b>Current tax</b>		
UK Corporation tax on loss for the financial period	-	-
<b>Total current tax</b>	-	-
<b>Tax on loss on ordinary activities</b>	-	-

The tax assessed for the period is lower (2011 higher) than the blended rate of corporation tax in the UK of 26.2% (2011 28%). The differences are explained below.

	52 weeks to 25 February 2012 £	52 weeks to 26 February 2011 £
Loss on ordinary activities before tax	(1,279)	(1,365)
Loss on ordinary activities multiplied by the blended rate in the UK 26.2% (2011 28%)	(335)	(382)
Effects of		
Taxable share of partnership income	3,862,495	3,024,709
Group relief received without payment	(3,862,160)	(3,024,326)
<b>Current tax charge for the financial period</b>	-	-



# TESCO GREY (2LP) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 25 FEBRUARY 2012 (continued)

### 4. INVESTMENTS

	Company £
<b>Cost</b>	
At 27 February 2011	533,930
Additions	-
<b>At 25 February 2012</b>	<b>533,930</b>
<b>Provision for impairment</b>	
At 27 February 2011	-
Provision for impairment	-
<b>At 25 February 2012</b>	<b>-</b>
<b>Net book value</b>	
<b>At 25 February 2012</b>	<b>533,930</b>
At 26 February 2011	533,930

The Directors believe that the carrying value of the investments is supported by their underlying net assets

Details of the principal subsidiary undertakings at the period end are as follows

Subsidiary undertakings	Country of incorporation	% Interest held	Nature of business
The Tesco Grey Limited Partnership	England and Wales	49.95%	Property Investment

### 5. CURRENT LIABILITIES – AMOUNTS FALLING DUE WITHIN ONE YEAR

	25 February 2012 £	26 February 2011 £
Amounts due to group companies	24,229	23,229
	<b>24,229</b>	<b>23,229</b>

Amounts due to group undertakings are unsecured, interest free, have no fixed date of repayment and repayable on demand

### 6. CALLED UP SHARE CAPITAL

	25 February 2012 £	26 February 2011 £
Allotted, called up and fully paid		
1,000 (2011: 1,000) Ordinary shares of £1 each	1,000	1,000

## TESCO GREY (2LP) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 25 FEBRUARY 2012 (continued)

#### 7. RESERVES

	Share premium reserve £	Profit and loss reserve £
As at 27 February 2011	532,932	(21,872)
Loss for the financial period	-	(1,279)
As at 25 February 2012	532,932	(23,151)

#### 8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS AS AT 25 FEBRUARY 2012

	2012 £	2011 £
Loss for the financial period	(1,279)	(1,365)
Net decrease to shareholder's funds	(1,279)	(1,365)
Opening shareholder's funds	512,060	513,425
Closing shareholder's funds	510,781	512,060

#### 9. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking is Tesco Property Holdings Limited

The Company's ultimate parent undertaking and controlling party is Tesco PLC, which is registered in England and Wales and which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Tesco PLC financial statements can be obtained from the Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL

#### 10. RELATED PARTY TRANSACTIONS

Transactions with other subsidiary companies within the group are not disclosed as the Company has taken advantage of the exemption under paragraph 3(c) of FRS 8 "Related Party Disclosures", as the consolidated financial statements of Tesco PLC, in which the Company is included, can be obtained from the Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL

# OS AA01

## Statement of details of parent law and other information for an overseas company



Companies House

☒ **What this form is for**  
You may use this form to  
accompany your accounts  
disclosed under parent law

☒ **What this form is NOT for**  
You cannot use this form to register  
an alteration of manner of company  
with accounting requirements

SATURDAY

COMPANIES HOUSE

### Part 1 Corporate company name

Corporate name of overseas company ①	TESCO GRY (2LP) LIMITED
UK establishment number	B R 9 1 1 9

→ **Filling in this form**  
Please complete in typescript or in bold black capitals  
  
All fields are mandatory unless specified or indicated by \*  
  
① This is the name of the company in its home state

### Part 2 Statement of details of parent law and other information for an overseas company

#### A1 Legislation

Please give the legislation under which the accounts have been prepared and, if applicable, the legislation under which the accounts have been audited	② This means the relevant rules or legislation which regulates the preparation and, if applicable, the audit of accounts
Legislation ②	

#### A2 Accounting principles

Accounts	Have the accounts been prepared in accordance with a set of generally accepted accounting principles? Please tick the appropriate box <input type="checkbox"/> No Go to Section A3 <input checked="" type="checkbox"/> Yes Please enter the name of the organisation or other body which issued those principles below, and then go to Section A3	③ Please insert the name of the appropriate accounting organisation or body
Name of organisation or body ③	The United Kingdom Generally Accepted Accounting Practice	

#### A3 Accounts

Accounts	Have the accounts been audited? Please tick the appropriate box <input checked="" type="checkbox"/> No Go to Section A5 <input type="checkbox"/> Yes Go to Section A4	
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## OS AA01

Statement of details of parent law and other information for an overseas company

**A4**

### Audited accounts

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box

☒ ~~No~~ Go to Part 3 'Signature'

☐ Yes Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'

① Please insert the name of the appropriate accounting organisation or body

Name of organisation or body ①

**A5**

### Unaudited accounts

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box

☒ No.

☐ Yes

## Part 3

### Signature

I am signing this form on behalf of the overseas company

Signature

Signature

X 

X

This form may be signed by  
Director, Secretary, Permanent representative

## OS AA01

Statement of details of parent law and other information for an overseas company



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name Claudine O'Connor

Address Tesco House

Delamare Road

Post town Cheshunt

County/Region Herts

Postcode E N 8 9 S L

Country UK

DX

Telephone 01992 644 352



### Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form



### Important information

Please note that all this information will appear on the public record



### Where to send

You may return this form to any Companies House address:

#### England and Wales

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

#### Scotland

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

#### Northern Ireland

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

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