

BB&R Spirits Limited

***Annual report and financial statements for the
year ended 31 March 2021***



Company Registration No. 00379553

Directors and advisers

BB&R Spirits Limited

Director

L.M. Campbell

Company Secretary

N. J. McManus

Registered office

One Fleet Place
London
EC4M 7WS

Solicitor

Dentons LLP
1 George Square
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Annual report and financial statements

BB&R Spirits Limited

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Director's Report

BB&R Spirits Limited

The director presents their annual report and the financial statements for the year ended 31 March 2021.

Principal activities and review of the business

On 28 April 2017, the company including 'The Glenrothes' brand and associated business was sold to Highland Distillers Limited. All assets and liabilities associated with non-Glenrothes business were transferred to companies in the BB&R group. Following the sale, the trade and assets of the company were transferred to Highland Distillers Limited at carrying value and therefore no gain or loss on disposal was generated.

The company had been dormant from 29 April 2017, however in 2019 it was realised by Berry Bros. & Rudd Limited that a title to land has mistakenly not been transferred out of BB&R Spirits Limited ownership prior to disposal. To rectify this, it was agreed that the title would be transferred to Berry Bros. & Rudd Limited for the value of £1 resulting in a gain recorded in the income statement in the year. This was the only transaction in the company.

Going concern

The company ceased to trade on the 28 April 2017 and has been dormant thereafter, the current year transaction was a result of a rectification of a title transfer and was deemed to be trading for the business. The company has the resources to manage its business risks and therefore the director believes the company can adopt the going concern basis in preparing the annual report and financial statements.

Directors

The directors who served during the year and to the date of this report were:

M.A. Cooke (resigned 1 September 2020)
L.M. Campbell (appointed 1 September 2020)

Director responsibilities statement

The director is responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including FRS 102. Under company law the director 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosure 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 director is 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.

Company Information

BB&R Spirits Ltd (the company) is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales; its registered number is 00379553. The address of the company's registered office is shown on 'Directors and advisers' page.

Director's Report (continued)

BB&R Spirits Limited

Small company provisions

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

Approved and signed by order of the Board:

A handwritten signature in black ink, appearing to read 'L. M. Campbell', is written over a horizontal line.

L. M. Campbell
Director
29 September 2021

Income Statement

For the year ended 31 March 2021

BB&R Spirits Limited

	Note	2021 £	2020 £
Gain on sale of asset	1	1	-
Profit before taxation		1	-
Tax on profit	2	-	-
Profit for the financial year		1	-

The accounting policies and notes on pages 7 to 10 form an integral part of these financial statements.

The Company had no recognised gains or losses other than those reported above; accordingly, no statement of other comprehensive income has been presented.

Statement of Financial Position

as at 31 March 2021

BB&R Spirits Limited

	Note	2021 £	2020 £
Current Assets			
Trade and other receivables	3	27,493,831	27,493,830
Current assets		<u>27,493,831</u>	<u>27,493,830</u>
Total Assets		<u>27,493,831</u>	<u>27,493,830</u>
Equity and Liabilities			
Called up share capital	5	250,000	250,000
Retained earnings		<u>27,243,831</u>	<u>27,243,830</u>
Total Equity		<u>27,243,831</u>	<u>27,243,830</u>
Total Equity and Liabilities		<u>27,243,831</u>	<u>27,243,830</u>

The accounting policies and notes on pages 7 to 10 form an integral part of these financial statements.

Statements

For the year ended 31 March 2021 the company as entitled to exceptions under section 480(1) of the Companies Act 2006.

Shareholders have not required the company to obtain an audit in accordance with section 476(1) of the Companies Act 2006.

The director acknowledges their responsibilities for

- Ensuring the company keeps accounting records in accordance with section 386, and
- Preparing financial statements with give a true and fair value of the state of affairs of the company as at the year end of the financial year and of its profit and loss for the financial year in accordance with the requirements of section 394 and 395, and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements of BB&R Spirits Limited (registered number 00379553) were approved by the Board and signed on behalf of the board



L. M. Campbell
Director
29 September 2021

Statement of changes in equity

For the year ended 31 March 2021

BB&R Spirits Limited

	Share capital	Retained earnings	Total equity
	£000s	£000s	£000s
Balance at 1 April 2020	250,000	27,243,830	27,493,830
Profit for the year	-	1	1
Total comprehensive income for the year	-	1	1
Balance at 31 March 2021	250,000	27,243,831	27,493,831

	Share capital	Retained earnings	Total equity
	£000s	£000s	£000s
Balance at 1 April 2019	250,000	27,243,830	27,493,830
Result for the year	-	-	-
Total comprehensive income for the year	-	-	-
Balance at 31 March 2020	250,000	27,243,830	27,493,830

The accounting policies and notes on pages 7 to 10 form an integral part of these financial statements.

Accounting policies

BB&R Spirits Limited

Basis of accounting

BB&R Spirits Ltd is a private company limited by shares which is incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales.

The financial statements are presented in sterling and all values are to the nearest £ except where otherwise indicated.

BB&R Spirits Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. BB&R Spirits Limited is consolidated in the financial statements of its parent, as disclosed in note 6. Exemptions have been taken in these separate company financial statements in relation to financial instruments, presentation of a cash flow statement and remuneration of key management personnel.

Going concern

The company ceased to trade on the 28 April 2017 and has been dormant thereafter, the current year transaction was a result of a rectification of a title transfer and was deemed to be trading for the business. The company has the resources to manage its business risks and therefore the director believes the company can adopt the going concern basis in preparing the annual report and financial statements.

Taxation

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or other comprehensive income.

Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Taxable income differs from the profit before tax reported in the income statement because of items of income/expense which are taxable/deductible in other years ("temporary differences") and items that are never taxable/deductible ("permanent differences"). Current tax is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Financial instruments

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 entity after deducting all of its financial liabilities.

Accounting policies (continued)

BB&R Spirits Limited

Financial Instruments (continued)

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the statement of financial position. Finance costs and gains or losses relating to financial liabilities are included in the income statement. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

When the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and contributions relating to equity instruments are debited directly to equity.

Loans and receivables

Trade receivables and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as "loans and receivables". Loans and receivables are initially measured at fair value and subsequently measured at amortised cost using the effective interest method less impairment. Allowances are made where there is evidence of a risk of non-payment taking into account ageing, previous experience and general economic conditions. Interest is recognised by applying the effective interest method except for short-term receivables when recognition of interest would be immaterial.

Notes to the financial statements

Year to 31 March 2021

BB&R Spirits Limited

1. Gain on sale of asset

During 2019 it was noted by Berry Bros & Rudd Limited that the title to land which should have been transferred prior to disposal of BB&R Spirits Limited remained mistakenly within the company.

It was agreed in 2020 to transfer the land title back to Berry Bros & Rudd Limited for the nominal value of £1.

2. Taxation on profit

	2021 £	2020 £
The taxation charge represents:		
Current year corporation tax at 19% (2020: 19%)	-	-
Adjustments in respect of prior periods	-	-
Total current tax and total tax	-	-

Factors affecting the current tax charge for the year

The charge for the year can be reconciled to the profit per the income statement as follow:

	2021 £	2020 £
Profit for the period – continuing activities	1	-
Tax on profit at standard UK tax rate of 19% (2020: 19%)	-	-
Effect of:		
Income not taxable	-	-
Tax charge for the period	-	-

UK corporation tax rate changes

A UK corporation tax rate of 19% (effective 1 April 2020) was substantively enacted on 17 March 2020, reversing the previously enacted reduction in the rate from 19% to 17%.

On the 3 March 2021, in the Budget, it was announced that in the UK tax rate will increase to 25% from 1 April 2023. This will have a consequential effect on the company's future tax charge.

3. Trade and other receivables

	2021 £	2020 £
Amounts owed by group undertakings	27,493,831	27,493,830
	27,493,831	27,493,830

Amounts from group undertakings are unsecured, non-interest bearing and repayable on demand.

4. Transactions with related parties

The Company is exempt under FRS 102 paragraph 33.1A from disclosing related party transactions with entities which are part of the 1887 group.

5. Share Capital

	Authorised £	Called up, Issued and fully paid £
At 31 March 2021 and 2020		
Ordinary shares of £ 1 each	300,000	250,000

Notes to the financial statements (continued)

Year to 31 March 2021

BB&R Spirits Limited

6. Ultimate Controlling Party

The Company's immediate parent company is Highland Distillers Limited, whose ultimate parent company is The Edrington Group Limited which is registered in Scotland and which is ultimately controlled by The Robertson Trust, a registered charity. Copies of The Edrington Group Limited financial statements, which is the largest group into which these financial statements are consolidated, are available from its registered office, 100 Queen Street, Glasgow, G1 3DN. The smallest group into which these financial statements are consolidated is The 1887 Company Limited and its financial statements are available from its registered office, 100 Queen Street, Glasgow, G1 3DN.