

Goode Durrant Administration Limited

Report and Financial Statements

Financial year ended 30 April 2019



Company Registration No. 00059051

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REPORT AND FINANCIAL STATEMENTS YEAR ENDED 30 APRIL 2019

OFFICERS

DIRECTORS

KL Tasker-Wood
RD Podmore

SECRETARY

KL Tasker-Wood

REGISTERED OFFICE

Northgate Centre
Lingfield Way
Darlington
DL1 4PZ

STRATEGIC REPORT

The Directors present their strategic report for Goode Durrant Administration Limited for the year ended 30 April 2019.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The Directors consider the performance of the Company to be satisfactory and remain optimistic about its future prospects.

The profit on ordinary activities after taxation for the financial year was £8 (2018: £2). The Directors do not propose a dividend (2018: £Nil).

PRINCIPAL RISKS AND UNCERTAINTIES AND KEY PERFORMANCE INDICATORS

The Directors of Northgate plc, the ultimate parent company, manage the Group's risks and performance on a divisional basis. The Directors of Goode Durrant Administration Limited therefore believe that the principal risks and uncertainties of Northgate plc, as well as the key performance indicators of Northgate plc, encompass those of Goode Durrant Administration Limited. The principal risks and uncertainties of Northgate plc are discussed on pages 30 and 31 of the Group's Annual Report, which does not form part of this report. The key performance indicators of Northgate plc are discussed on pages 26 and 27 of the Group's Annual Report, which does not form part of this report.

Signed on behalf of the Board



KL Tasker-Wood
Director
11 September 2019

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements for the year ended 30 April 2019.

PRINCIPAL ACTIVITIES

The principal activity of the Company is an investment holding company.

DIRECTORS

The Directors who served during the year and subsequently was:

KL Tasker-Wood

RD Podmore (appointed 20 June 2019)

GOING CONCERN

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the strategic report. The Directors have reviewed the Company's forecasts and projections taking account of reasonably possible downside sensitivities. The Company relies upon the support of its parent company, Northgate plc, and the going concern status of the Company is dependent upon the ongoing support of its parent.

The parent company has confirmed that it will provide sufficient financial support to enable the Company to meet its liabilities as they fall due for a period of not less than 12 months from the date of approval of the financial statements. The Directors have considered this letter of support, have made enquiries of Group management and have concluded that the Company is a going concern. On this basis, the Directors have concluded that it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

Approved by the Board of Directors and signed on behalf of the Board



KL Tasker-Wood

Director

11 September 2019

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the annual 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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 the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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.

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.

DISCLOSURE OF INFORMATION TO AUDITORS

In the case of each Director in office at the date the Directors' report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GOODE DURRANT ADMINISTRATION LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, Goode Durrant Administration Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 30 April 2019; the income statement for the year then ended, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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. We have nothing to report based on these responsibilities.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GOODE
DURRANT ADMINISTRATION LIMITED (CONTINUED)**

With respect to the strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the strategic report and Directors' report for the year ended 30 April 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the Directors for the financial statements

As explained more fully in the Directors' responsibilities statement set out on page 4, the Directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GOODE
DURRANT ADMINISTRATION LIMITED (CONTINUED)**

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Ian Morrison

Ian Morrison (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
11 September 2019

INCOME STATEMENT

Year ended 30 April 2019

	Note	2019 £	2018 £
Interest income		<u>8</u>	<u>2</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	8	2
Taxation	5	<u>-</u>	<u>-</u>
PROFIT FOR THE YEAR		<u>8</u>	<u>2</u>

All results relate to continuing operations.

There are no other items of comprehensive income for the current or preceding financial year. Therefore, no separate statement of comprehensive income has been presented.

BALANCE SHEET
As at 30 April 2019

	Note	2019	2018
		£	£
FIXED ASSETS			
Investments	6	<u>2</u>	<u>2</u>
CURRENT ASSETS			
Trade and other receivables	7	1,152,792	1,152,792
Cash and cash equivalents		<u>3,447</u>	<u>3,439</u>
		<u>1,156,239</u>	<u>1,156,231</u>
NET CURRENT ASSETS		1,156,239	1,156,231
TOTAL ASSETS LESS CURRENT LIABILITES		<u>1,156,241</u>	<u>1,156,233</u>
EQUITY			
Share capital	8	707,500	707,500
Retained earnings		<u>448,741</u>	<u>448,733</u>
TOTAL SHAREHOLDERS' FUNDS		<u>1,156,241</u>	<u>1,156,233</u>

The financial statements on pages 8 to 14 were approved by the Board of Directors on 11 September 2019.

Signed on behalf of the Board of Directors:



KL Tasker-Wood
Director

Company number 00059051

STATEMENT OF CHANGES IN EQUITY

Year ended 30 April 2019

	Share capital £	Retained earnings £	Total £
Total equity at 1 May 2017	707,500	448,731	1,156,231
Profit for the year	-	2	2
	<hr/>	<hr/>	<hr/>
Total equity at 1 May 2018	707,500	448,733	1,156,233
Profit for the year	-	8	8
	<hr/>	<hr/>	<hr/>
Total equity at 30 April 2019	707,500	448,741	1,156,241

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 April 2019

1 GENERAL INFORMATION

Goode Durrant Administration Limited is a private Company incorporated and registered in England and Wales under the Companies Act 2006. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the strategic report and Directors' report on pages 2 to 3.

The financial statements are presented in UK Sterling because this is the currency of the primary economic environment in which the Company operates.

2 ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of accounting

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006, as applicable to companies using FRS 101.

The preparation of financial statements in accordance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. In the opinion of the Directors, the accounting estimates and judgements made in the course of preparing these financial statements are not difficult to reach, subjective or complex to a degree which would warrant their description as significant and critical in terms of the requirements of IAS 1 (revised).

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

IFRS 7, 'Financial Instruments: Disclosures'

Paragraph 38 of IAS 1, 'Presentation of Financial Statements' comparative information requirements in respect of:

- paragraph 79(a)(iv) of IAS 1;

The following paragraphs of IAS 1, 'Presentation of Financial Statements':

- 10(d) (statement of cash flows)
- 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements)
- 16 (statement of compliance with all IFRS)
- 38A (requirement for minimum of two primary statements, including statements of cash flows)
- 40A-D (requirements for a third balance sheet)
- 111 (cash flow information) and
- 134-136 (capital management disclosures)

IAS 7, 'Statement of Cash Flows'

Paragraph 30 and 31 of IAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)

Paragraph 17 of IAS 24, 'Related Party Disclosures' (key management compensation)

The requirements in IAS 24, 'Related Party Disclosures' to disclose related party transactions entered into between two or more members of a group.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 30 April 2019

2 ACCOUNTING POLICIES (continued)

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors' Report. The Directors have reviewed the Company's forecasts and projections taking account of reasonably possible downside sensitivities. The Company relies upon the support of its parent company, Northgate plc, and the going concern status of the Company is dependent upon the ongoing support of its parent.

The parent company has confirmed that it will provide sufficient financial support to enable the Company to meet its liabilities as they fall due for a period of not less than 12 months from the date of approval of the financial statements. The Directors have considered this letter of support, have made enquiries of Group management and have concluded that the Company is a going concern. On this basis, the Directors have concluded that it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

Changes in accounting policy

IFRS 9 replaces the provisions of IAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting. (IAS8(28)(a),(b),(d))

The adoption of IFRS 9 Financial Instruments from 1 May 2018 resulted in a change in accounting policy; however, it did not result in any changes of classification of financial instruments. The new accounting policies are set out in the notes below. In accordance with the transitional provisions in IFRS 9 (7.2.15) and (7.2.26), comparative figures have not been restated. The total impact on the company's retained earnings as at 1 May 2018 is immaterial.

The company has one type of financial asset that is subject to IFRS 9's new expected credit loss model: amounts due from group undertakings.

The company applied the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all amounts due from subsidiary undertakings. The effect of application of this approach was immaterial on the value of the expected loss allowance. While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

Fixed asset investments

Fixed asset investments are shown at cost less any provision for impairment.

Impairment

At the balance sheet date, the Company reviews the carrying amounts of its investments 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 to determine the extent of the impairment loss (if any). The recoverable amount is the higher of fair value less selling costs 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.

An impairment loss is recognised in the income statement whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash generating units and then to reduce the carrying amount of other assets in the unit on a pro-rata basis.

Where an impairment loss has been recognised in an earlier period, at each subsequent balance sheet date, the Company reassesses whether there are any indications that such impairment loss has decreased or no longer exists. In these circumstances, any impairment loss is reversed.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 30 April 2019

2 ACCOUNTING POLICIES (continued)

Taxation

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Current tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the current tax is also dealt with in equity.

Financial instruments

Financial assets and liabilities are recognised in the company's balance sheet when the Company becomes a party to the contractual provision of the instrument.

Amounts due from group undertakings are initially stated at their fair value and subsequently at amortised cost less any appropriate provision for impairment. A provision for impairment of amounts due from group undertakings is recognised using a lifetime expected credit loss model which in principal uses objective evidence to justify that the Company will not be able to collect all amounts due according to the original terms of the amounts due. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within operating expenses. When an amount due from a subsidiary is uncollectable, it is written off against the appropriate allowance account. Subsequent recoveries of amounts written off are credited against operating expenses in the income statement.

Cash and cash equivalents

Cash and cash equivalents consist of cash at bank and in hand and bank overdrafts.

Interest income

Interest income is recognised in the income statement using the effective interest rate method.

Consolidation

The Company has taken advantage of the exemption in the Companies Act 2006 s400 and has presented financial statements for the Company only on the grounds that it is a wholly owned subsidiary undertaking of Northgate plc, which prepares Group financial statements.

3 INFORMATION REGARDING DIRECTORS AND EMPLOYEES

None of the Directors received any emoluments from the Company, nor provided any services specifically to the Company, during the current or prior year.

The Company had no other employees during the current or preceding financial year.

4 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Auditors' remuneration in respect of audit fees was £500 (2018: £500). The cost of the annual return fee and auditors' remuneration was borne by the ultimate parent company, without any right of reimbursement. The auditors undertook no non-audit services in the current or prior year.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 30 April 2019

5 TAXATION

	2019	2018
	£	£
UK Corporation taxation	<u>-</u>	<u>-</u>

The tax assessed for the year differs (2018: differs from) the standard rate of corporation tax in the UK of 19% (2018: 19%). The difference is explained below:

	2019	2018
	£	£
Profit on ordinary activities before tax	<u>8</u>	<u>2</u>
Tax on profit on ordinary activities at the standard rate of 19% (2018: 19%)	2	-
Group relief not paid for	<u>(2)</u>	<u>-</u>
Tax charge	<u>-</u>	<u>-</u>

In March 2016 the Chancellor's budget confirmed plans for the UK to lower its corporation tax rate to 17% for the year beginning 1 April 2020. The current rate of UK corporation tax is 19% for the year beginning 1 April 2019.

There are no other factors expected to materially affect the tax charge in future years.

6 INVESTMENTS

	Shares in group undertakings £
Cost and net book value at 1 May 2018 and 30 April 2019	<u>2</u>

The Company owns 1 Class C Ordinary share of £1 fully paid in Northgate (MT) Limited and 1 Class C Ordinary share of £1 fully paid in Northgate (Malta) Limited. Both companies are registered in Malta. The registered office of both companies is Office 1, Verdala Business Centre Level 1, TG Complex, Brewery Street, Mriehel BKR3000, Malta.

In the opinion of the Directors, the value of the Company's investments in group undertakings is not less than the amount at which it is stated in the balance sheet.

7 TRADE AND OTHER RECEIVABLES

	2019	2018
	£	£
Amounts due from group undertakings	<u>1,152,792</u>	<u>1,152,792</u>

Amounts due from group undertakings are unsecured and non-interest bearing.

8 SHARE CAPITAL

	2019	2018
	£	£
Allotted, called up and fully paid		
707,500 (2018: 707,500) Ordinary shares of £1	<u>707,500</u>	<u>707,500</u>

9 ULTIMATE PARENT COMPANY

The ultimate parent company and controlling party is Northgate plc and the immediate parent company is Northgate Vehicle Hire Limited. Both of these companies are registered in England and Wales. The parent undertaking of the only group which includes the Company and for which group financial statements are prepared is Northgate plc. Copies of the financial statements of Northgate plc and Northgate Vehicle Hire Limited can be obtained from Northgate Centre, Lingfield Way, Darlington, DL1 4PZ.