ERMS UK (HOLDINGS) LIMITED STRATEGIC REPORT, REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2015

DIRECTORS:

I M Smith

A F Troost

SECRETARY:

I M Smith

REGISTERED OFFICE:

Building E3 Ronald House Fenton Way Chatteris Cambridgeshire PE16 6UP

REGISTERED NUMBER:

01993374 (England and Wales)

AUDITORS:

Keens Shay Keens Limited Chartered Accountants & **Statutory Auditors**

2nd Floor Exchange Building

16 St Cuthberts Street

Bedford Bedfordshire MK40 3JG

BANKERS:

National Westminster Bank Plc

7 Cornhill

Bury St Edmunds

Suffolk IP33 1BQ

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their strategic report for the year ended 31 December 2015.

REVIEW OF BUSINESS

The principle activity of the company in the year was that of freehold property owners in Chatteris, Cambridgeshire with the properties let commercially. The rental figures are very much the same as was previously reported.

PRINCIPAL RISKS AND UNCERTAINTIES

The directors continually assess the level of risk that they are likely to incur in running the business such that for any major activity or business change which occurs a detailed risk assessment is carried out.

The principal risks and uncertainties facing the company are limited save that leases end in July and October 2017. This situation is under constant review with various long term options being considered.

ON BEHALF OF THE BOARD:

I M Smith - Secretary

Date: 2nd June 2016

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their report with the financial statements of the company for the year ended 31 December 2015.

DIVIDENDS

An interim dividend of £15.31 per share was paid on 27th May 2015.

FUTURE DEVELOPMENTS

Much will depend on what occurs when the current leases expire in July and October 2017. Alternative arrangements are being considered constantly so as to try and ensure a smooth transition to maintain income levels.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2015 to the date of this report.

IM Smith

A F Troost

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

In view of the financial controls that are in place and the past record of cash management, the directors consider that the financial risk management objectives and policies in place are adequate to enable the assessment of the risks affecting assets, liabilities, financial position and profit or loss of the company.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the 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;
- 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2015

AUDITORS

The auditors, Keens Shay Keens Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD

I M Smith - Secretary

Date: 2nd June 2016

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ERMS UK (HOLDINGS) LIMITED

We have audited the financial statements of Erms UK (Holdings) Limited for the year ended 31 December 2015 on pages seven to eighteen. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ERMS UK (HOLDINGS) LIMITED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or 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
- we have not received all the information and explanations we require for our audit.

Anthony Brice (Senior Statutory Auditor)

for and on behalf of Keens Shay Keens Limited

Chartered Accountants &

Statutory Auditors

2nd Floor Exchange Building

16 St Cuthberts Street

Bedford

Bedfordshire

MK40 3JG

Date: 2nd June 2016

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2015

		2015		2014	
	Notes	£	£	£	£
TURNOVER			814,095		748,050
Administrative expenses			342,645		278,736
OPERATING PROFIT	3		471,450		469,314
Income from shares in group undertakings Interest receivable and similar income		-		1,703,298 842	
interest receivable and similar income		<u>256</u>	256	642	1,704,140
			471,706		2,173,454
Interest payable and similar charges	4	,			12,139
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			471,706		2,161,315
Tax on profit on ordinary activities	5		95,603		97,469
PROFIT FOR THE FINANCIAL YEAR OTHER COMPREHENSIVE INCOME			376,103		2,063,846
TOTAL COMPREHENSIVE INCOME FO	PR		376,103		2,063,846

ERMS UK (HOLDINGS) LIMITED (REGISTERED NUMBER: 01993374)

BALANCE SHEET 31 **DECEMBER 2015**

		2015	}	2014	
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	7		173,202		255,365
Investments	8		100		100
Investment property	9		6,269,504		6,269,504
			6,442,806		6,524,969
CURRENT ASSETS					
Debtors	10	71,395		-	
Cash at bank		199,176		65,402	
		270,571		65,402	
CREDITORS					
Amounts falling due within one year	11	175,195		174,214	
NET CURRENT ASSETS/(LIABILITIES	· ·		95,376		(108,812)
TOTAL ASSETS LESS CURRENT LIABILITIES			6,538,182		6,416,157
PROVISIONS FOR LIABILITIES	12				4,078
NET ASSETS			6,538,182		6,412,079
CAPITAL AND RESERVES					
Called up share capital	13		16,324		16,324
Share premium	14		51,636		51,636
Retained earnings	14		6,470,222		6,344,119
SHAREHOLDERS' FUNDS			6,538,182		6,412,079

The financial statements were approved by the Board of Directors on 200 June 2016 and were signed on its behalf by:

A F Troost - Director

I Momith - Director

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2015

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Balance at 1 January 2014	16,324	4,780,273	51,636	4,848,233
Changes in equity Dividends Total comprehensive income Balance at 31 December 2014	16,324	(500,000) 2,063,846 6,344,119	51,636	(500,000) 2,063,846 6,412,079
Changes in equity Dividends Total comprehensive income	· · -	(250,000) 376,103		(250,000) 376,103
Balance at 31 December 2015	16,324	6,470,222	51,636	6,538,182

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemption in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

• the requirements of Section 7 Statement of Cash Flows.

Preparation of consolidated financial statements

The financial statements contain information about Erms UK (Holdings) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Holding Familie Troost B.V., a company registered in The Netherlands.

Turnover

Turnover represents rental income due in the year, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery - 20% on cost

Investment property

Investment property is shown at its most recent valuation. Any deficit is charged to the statement of comprehensive income account if in the opinion of the directors the deficit is permanent.

Any surplus is charged to the statement of comprehensive income account to the extent that it reverses any previous deficit.

Any surplus in excess of the historical cost value is recognised in the revaluation reserve.

Directors regularly review the most recent valuation of the carrying value of the properties to determine if it is representative of their fair value based on current market conditions.

Deferred tax

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exceptions:

- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, or gains on disposal of fixed assets that have been rolled over into replacement assets.
- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2015

1. ACCOUNTING POLICIES - continued

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

2.	STAFF COSTS	-04-	
	Wages and salaries Social security costs	2015 £ - 	2014 £ 39,174 5,406 44,580
	The average monthly number of employees during the year was as follows:	2015	2014
	Director	1	1
3.	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting):		
	Depreciation - owned assets Auditors' remuneration Foreign exchange gains	2015 £ 82,163 5,000	2014 £ 81,563 4,980 (24,585)
	Directors' remuneration	<u>-</u>	39,174
4.	Interest payable on related	2015 £	2014 £
	Interest payable on related party loan		12,139
		-	12,139

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2015

5.	TAXATION		
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows:		
	The tax entarge on the profit on ordinary activities for the year was as to to wis.	2015 £	2014 £
	Current tax:		
	UK corporation tax	103,576	103,597
	Deferred tax	(7,973)	(6,128)
	Tax on profit on ordinary activities	95,603	97,469
	Reconciliation of total tax charge included in profit and loss The tax assessed for the year is higher than the standard rate of corporation tax in the below:	the UK. The differen	ence is explained
	below.		
		2015	2014
	Profit on ordinary activities before tax	£ 471,706	£ 2,161,315
	Profit on ordinary activities		
	multiplied by the standard rate of corporation tax		
	in the UK of 20.250% (2014 - 21.500%)	95,520	464,683
	Effects of:		
	Depreciation in advance of Capital Allowances	8,056	5,123
	Income from shares in group undertakings	-	(366,209)
	Deferred tax movement	<u>(7,973</u>)	(6,128)
	Total tax charge	95,603	97,469
6.	DIVIDENDS		
٠.		2015	2014
		£	£
	Interim	250,000	500,000

Class of shares:

Ordinary £1 shares

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2015

7.	TANGIBLE FIXED ASSETS	Plant and machinery £
	COST	
	At 1 January 2015	
	and 31 December 2015	430,813
	DEPRECIATION	
	At 1 January 2015	175,448
	Charge for year	<u>82,163</u>
	At 31 December 2015	257,611
	NET BOOK VALUE	
	At 31 December 2015	173,202
	At 31 December 2014	255,365
8.	FIXED ASSET INVESTMENTS	Shares in group undertakings
	COST	£
	At 1 January 2015	
	and 31 December 2015	100
	NET BOOK VALUE	
	At 31 December 2015	
	At 31 December 2014	100
	The company's investments at the Balance Sheet date in the share capital of companies include the following	ıg:
	Erms (UK) Limited Nature of business: wholesale distribution of salad, citrus and grape.	

%

holding 100.00

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2015

9.	INVESTMENT PROPERTY		Total
			£
	FAIR VALUE		
	At 1 January 2015		(2 (0 7 0 4
	and 31 December 2015		6,269,504
	NET BOOK VALUE		
	At 31 December 2015		6,269,504
	At 31 December 2014		6,269,504
	A valuation of investment properties was carried out on an open market basis on 8th Mar Chartered Surveyors. Having considered the valuation and the market conditions since, the the carrying value at the balance sheet date is not materially different to the fair value.		
10.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2015	2014
		£	£
	Amounts owed by group undertakings Deferred tax asset	67,500 3,895	-
	Deterred tax asset	3,693	
		71,395	<u> </u>
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2015	2014
		2015 £	. 2014 £
	Trade creditors	3,467	ىد -
	Tax	103,576	103,597
	VAT	17,380	17,430
	Accruals and deferred income	_50,772	53,187
		175,195	174,214
12.	PROVISIONS FOR LIABILITIES		
			2014
	Deferred tax		£ 4,078
	Deterred tax		4,078
			~ .
			Deferred tax
			£
	Balance at 1 January 2015		4,078
	Reversal of excess taxation		,
	allowances over depreciation		<u>(7,973)</u>
	Balance at 31 December 2015		(2.905)
	Datatice at 31 December 2013		<u>(3,895)</u>

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2015

13.	CALLED U	P SHARE CAPITAL			
		ued and fully paid: Class:	Nominal	2015	2014
	Number:	Class:	value:	2015 £	2014 £
	16,324	Ordinary	£1	16,324	16,324
14.	RESERVES	3			
			Retained	Share	
			earnings	premium	Totals
			£	£	£
	At 1 January	2015	6,344,119	51,636	6,395,755
	Profit for the		376,103	,	376,103
	Dividends		(250,000)		(250,000)
	At 31 Decem	nber 2015	6,470,222	51,636	6,521,858

15. ULTIMATE PARENT COMPANY

The company's immediate and ultimate parent company is Holding Familie Troost B.V. incorporated in The Netherlands.

Holding Familie Troost B.V., which is incorporated in The Netherlands, is the smallest and largest group in which the company is consolidated.

Holding Familie Troost B.V. financial statements are publicly available in The Netherlands. The registered office for Holding Familie Troost B.V. is Transportweg 33, 2742 RH Waddinxveen, Netherlands.

16. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Dividends paid to the directors during the year totalled £20,277 (2014: £40,554).

17. ULTIMATE CONTROLLING PARTY

The ultimate controlling parties are Bram Troost and Petra Troost.

RECONCILIATION OF EQUITY 1 JANUARY 2014 (DATE OF TRANSITION TO FRS 102)

ELVED ACCEPTE	Notes	UK GAAP £	Effect of transition to FRS 102	FRS 102
FIXED ASSETS	7	6,600,431	(6,269,504)	330,927
Tangible assets Investments	8	100	(0,209,304)	100
Investment property	9	100	6,269,504	6,269,504
investment property	,		0,207,304	0,207,304
		6,600,531		6,600,531
CURRENT ASSETS				
Debtors		17,414	-	17,414
Cash at bank	10	9,029		9,029
		26,443	-	26,443
CREDITORS				
Amounts falling due within one year	11	(1,414,162)	<u>-</u>	(1,414,162)
NET CURRENT LIABILITIES		(1,387,719)		(1,387,719)
TOTAL ASSETS LESS CURRENT LIABILITIES		5,212,812	-	5,212,812
CREDITORS Amounts falling due after more than one year	ar	(354,374)	-	(354,374)
PROVISIONS FOR LIABILITIES	12	(10,206)	_	(10,206)
I KOVISIONS FOR LIADILITIES	12	(10,200)	<u>_</u>	(10,200)
NET ASSETS		4,848,232	-	4,848,232
CAPITAL AND RESERVES				
Called up share capital	13	16,324	-	16,324
Share premium	14	51,636	-	51,636
Revaluation reserve		170,066	(170,066)	-
Retained earnings	14	4,610,206	170,066	4,780,272
SHAREHOLDERS' FUNDS		4,848,232		4,848,232

RECONCILIATION OF EQUITY - continued 31 DECEMBER 2014

	Notes	UK GAAP £	Effect of transition to FRS 102	FRS 102 £
FIXED ASSETS				
Tangible assets	7	6,438,590	(6,183,225)	255,365
Investments	8	100		100
Investment property	9	-	6,269,504	6,269,504
		6,438,690	86,279	6,524,969
CURRENT ASSETS				
Cash at bank	10	65,402		65,402
CREDITORS				
Amounts falling due within one year	11	(174,214)		(174,214)
NET CURRENT LIABILITIES		(108,812)		(108,812)
TOTAL ASSETS LESS CURRENT LIABILITIES		6,329,878	86,279	6,416,157
PROVISIONS FOR LIABILITIES	12	(4,078)		(4,078)
NET ASSETS		6,325,800	86,279	6,412,079
CAPITAL AND RESERVES				
Called up share capital	13	16,324	-	16,324
Share premium	14	51,636	-	51,636
Revaluation reserve	·	166,369	(166,369)	-
Retained earnings	14	6,091,471	252,648	6,344,119
SHAREHOLDERS' FUNDS		6,325,800	86,279	6,412,079

Notes to the reconciliation of equity

The latest independent valuation was carried out on 8th March 2013 and the net book value at 31st December 2013 was not materially different to the value provided by the valuer. This is therefore the basis on which the property value has been considered at transition to FRS 102.

As a result of the carrying net book value being different to the historic cost of £6,936,544 all historic adjustments to the investment property carrying values should have been charged to the profit and loss. To correct this position on transition the revaluation reserve has been transferred to the profit and loss reserve.

The transition adjustments at 31st December 2014 are consistent with the adjustments as at 1st January 2014 with the exception of the reversal of depreciation in the year to 31st December 2014, in order to retain the carrying value of the investment property. The directors do not believe the carrying value is materially different to the market value or fair value at the balance sheet date.

RECONCILIATION OF PROFIT FOR THE YEAR ENDED 31 DECEMBER 2014

TURNOVER Administrative expenses	UK GAAP £ 748,050 (365,015)	Effect of transition to FRS 102 £	FRS 102 £ 748,050 (278,736)
OPERATING PROFIT Income from shares in group undertakings Interest receivable and similar income Interest payable and similar charges	383,035 1,703,298 842 	86,279 - - -	469,314 1,703,298 842 (12,139)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION Tax on profit on ordinary activities	2,075,036 (97,469)	86,279	2,161,315 (97,469)
PROFIT FOR THE FINANCIAL YEAR	1,977,567	86,279	2,063,846