Directors' report and financial statements

For the period ended 31 December 2010

Registered number 3669273

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### Directors' report and financial statements

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### Directors and other information

**Directors** 

Stephen Alden Mark Hennebry

Secretary

Carole Walker

Registered office

30 Old Burlington Street

Mayfair London W1S 3AR

**Bankers** 

Allied Irish Bank (GB)

City Office

9 - 10 Angel Court

London EC2R 7AB

Auditors

**KPMG** 

**Chartered Accountants** 

1 Stokes Place St Stephen's Green

Dublin 2

**Solicitors** 

DLA

3 Noble Street London EC2V 7EE

### Directors' report

The directors present their annual report and audited financial statements for the 18 month period ended 31 December 2010

#### Activities

The principal activity of the company is the ownership and operation of The Connaught Hotel

#### **Business review**

The company's occupancy was 81% during the 18 month period ended 31 December 2010 (year ended 30 June 2009 73%) Revenue per available room (RevPar) for the company increased by £104 to £441 a growth of 30 5% (year ended 30 June 2009 £338) The key risk facing the company's performance for 2011 is a downturn in the global economy

### Review of developments and future prospects

The profit for the 18 month period to 31 December 2010 before tax was £9 8 million (year ended 30 June 2009 £2 7 million) The profit and loss account is shown on page 10

The success of the re-launch is underpinned by key performance indicators achieved by the hotel since reopening which support the view that the newly refurbished hotel is now trading at levels above the average of its competitive set and that it has fully established itself at the top of the London luxury market

#### **Dividends**

During the period no dividends have been paid or proposed (year ended 30 June 2009 Nil)

#### Directors and their interests

The directors who held office during the period were as follows

Stephen Alden Mark Hennebry

Lisa Seelinger

Resigned 30 November 2010

The directors and secretary do not hold any material interests in the shares of the company or any other company in the group

Directors' report (continued)

### **Employees**

The company's policy is to give full and fair consideration to the recruitment of disabled persons having regard to their particular aptitudes and abilities. Appropriate training will be arranged for disabled persons. The company's personnel policies ensure that all its employees are made aware, on a regular basis, of the company's policies, programmes and progress.

### Creditor payment policy

The payment policy of the company is to pay all purchases within thirty days of the end of the month. The payment policy applies to all payments to creditors/suppliers for revenue and capital supplies of goods and services without exception.

#### Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information 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 to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

#### Political and charitable contributions

The company made no political contributions during the period and no donations to charities

### Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and KPMG will therefore continue in office

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

Stephen Alden

Director

22 July 2011

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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 period Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

On behalf of the board

Stephen Alden

Director

22 July 2011



# KPMG Chartered Accountants 1 Stokes Place St Stephen's Green Dublin 2

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### Independent auditor's report to the members of The Connaught Hotel Limited

We have audited the financial statements of The Connaught Hotel Limited for the period ended 31 December 2010 which comprise the profit and loss account, statement of total recognised gains and losses, balance sheet and related notes. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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

### Respective responsibilities of directors and auditor

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 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 (APB's) Ethical Standards for Auditors.

### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at <a href="https://www.frc.org/uk/apb/scope/private.cfm">www.frc.org/uk/apb/scope/private.cfm</a>

#### **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 2010 and of its profit for the period then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Independent auditor's report to the members of The Connaught Hotel Limited (continued)

### Emphasis of matter - going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosures made in Note 1 to the financial statements about the preparation of the financial statements on a going concern basis. As outlined in Note 1 borrowings of the company's parent, Coroin Ltd, and other group companies, are secured by a fixed and floating charge over the assets of the company. The parent company is currently in discussions with its bankers with a view to extending its banking facilities, which currently are due on 30 September 2011. As these negotiations are ongoing there exists a risk that such banking facilities will not be extended and that the fixed and floating charges issued by the company may be called upon. However, the parent company is confident that discussions with its bankers will be satisfactorily concluded and on this basis the directors are satisfied that the financial statements should be prepared on the going concern basis.

### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report is consistent with the financial statements

### 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

Laura Gallagher (Senior Statutory Auditor)

For and on behalf of KPMG, Statutory Auditor

Chartered Accountants

Stokes Place

St Stephens Green

Dublin 2

**Ireland** 

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22 July 2011

### Statement of accounting policies

for the period ended 31 December 2010

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

### Basis of preparation and going concern

The financial statements are prepared in Sterling in accordance with generally accepted accounting principles under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board

The financial statements have been prepared on a going concern basis. See Note 1 to the financial statements for further information

#### Cash flow statement

The company's ultimate parent undertaking publishes financial statements which are publicly available. Those financial statements include a consolidated cash flow statement. For this reason the exemption requirements of FRS 1 (Revised) "Cash Flow Statements" are met and the company has therefore not prepared a cash flow statement.

### Group accounts

The company is exempt from the obligation to prepare consolidated accounts by virtue of Section 400 of the Companies Act 2006 in that it is a wholly owned subsidiary of its ultimate parent and controlling undertaking which itself prepares group accounts which are publicly available. These financial statements are therefore entity financial statements and are not consolidated financial statements.

#### Turnover

Turnover represents income from hotel operations, excludes value added tax and is recognised on provision of the related service. Turnover is derived solely from UK operations

### Capitalised interest

Interest attributable to progress payments made on construction work-in-progress is capitalised and included in the cost of fixed assets. Interest is calculated by reference to specific borrowings where applicable or calculated at the weighted average interest rate for the pool of borrowings funding that particular project. Capitalisation of interest ceases when substantially all the activities that are necessary to bring the tangible fixed asset into use are complete.

#### Stocks

Stocks are valued at the lower of cost and net realisable value

Statement of accounting policies (continued)

### Tangible fixed assets

Tangible fixed assets are held at cost Expenditure on development of the company's hotel and restaurants, including major replacement and improvement of assets, is disclosed as land and buildings, plant, machinery, fixtures and fittings Land and buildings includes the costs associated with structural improvements to freehold properties. The cost of replacement of glass and china and certain other loose equipment of hotels and restaurants is charged to the profit and loss account in the period in which it is incurred.

#### **Depreciation**

Depreciation is not charged on freehold property as the group has a policy and practice of disposing of assets well before the end of their economic lives and the disposal proceeds of similar assets have not been materially less than their carrying amounts

As a result, on an annual basis the group estimates the recoverable amount of its hotel properties based on the higher of their net realisable values or the present values of future cash flows expected to result from their use. Where the recoverable amount is less than the carrying amount of the hotel properties the group recognises an impairment loss in the profit and loss account.

Other fixed assets are stated at cost less accumulated depreciation. No depreciation is charged on archive materials and manuscripts however as they are maintained in good condition and they are expected to have a high residual value

Depreciation of other tangible assets is provided on a straight-line basis over the following useful lives

Plant and machinery Fixtures and fittings

between 4 and 20 years between 5 and 20 years

#### **Deferred taxation**

Deferred taxation is provided in full on an undiscounted basis on timing differences that result in an obligation to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

Statement of accounting polices (continued) For the period ended 31 December 2010

### Pension and other post retirement benefits

The company is a participating member of a larger group defined benefit pension scheme, the Maybourne Hotels Group Pension and Life Insurance Scheme, providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the company. The company is unable to identify its share of the scheme assets and liabilities on a consistent and reasonable basis and therefore, as permitted by FRS 17 'Retirement benefits', the scheme has been accounted for in these financial statements, as if the scheme was a defined contribution scheme. As a result, the amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

Profit and loss account for the period ended 31 December 2010

		18 month period ended 31 December 2010 £'000	Year ended 30 June 2009 £'000
	Note		
Turnover Cost of sales	2	32,624 (7,855)	11,780 (3,766)
Gross profit		24,769	8,014
Administrative expenses		(15,012)	(5,302)
Operating profit	4	9,757	2,712
Profit on ordinary activities before taxation		9,757	2,712
Tax (charge)/credit on profit on ordinary activities	5	(1,031)	56
Profit for the financial period/year	13/14	8,726	2,768

The company had no recognised gains or losses in the financial period or in the preceding financial year other than those dealt with in the profit and loss account. All activities in the current and preceding periods are derived from continuing operations.

# legistered number: 3669273

# The Connaught Hotel Limited

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	_	_			

At 31 December 2010  Note	31 December 2010 £'000	30 June 2009 £'000
Fixed assets Tangible assets 6 Financial assets 7	142,644 166	130,349 166
Current assets	142,810	130,515
Stocks 8	243	218
Debtors 9	37,171	6,949
Cash at bank and in hand	664	
Cuaditana amanata falling dua	38,078	7,193
Creditors: amounts falling due within one year  10	(85,311)	(50,857)
Net current liabilities	(47,233)	(43,664)
Net assets	95,577	86,851
Capital and reserves		
Called up share capital 12		150
Share premium account 13	,	70,846
Profit and loss account 13	24,581	15,855
Shareholders' funds 14	95,577	86,851

These financial statements were approved by the Board of Directors on 22 July 2011

Signed on behalf of the Board of Directors

Stephen Alden

Director

22 July 2011

#### Notes

forming part of the financial statements

### 1 Basis of preparation of financial statements and going concern

The financial statements have been prepared on a going concern basis

As at 31 December 2010 the company had net current liabilities of £47,233,000 and net assets of £95,577,000. The company has provided cross guarantees with respect to the borrowings of Coroin Limited and its subsidiaries (the "group")

As at 31 December 2010 the group had net current liabilities of £604,711,000 and net assets of £18,099,000. The group's projections for 2011 forecast increased operating profit and cash flows reflecting increased average room rates and occupancy. The group holds sufficient working capital to meet its trading obligations. Funding of the group's debt used to acquire and develop the assets is dependent upon the continued availability of bank borrowings which are due for refinancing in September 2011. It is expected that the group's bankers will continue to provide financing to enable the group to meet its obligations as and when they fall due for the foreseeable future. It is expected that such financing will be agreed at similar terms and conditions as currently in place.

On this basis, the directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis

#### 2 Turnover

	18 month	
	period ended	Year ended
	31 December	30 June
	2010	2009
	£'000	£,000
Hotel, restaurant and ancillary services	32,624	11,780

All revenue is derived from operations within the UK

#### 3 Staff numbers and costs

The average number of persons employed by the Company (including directors) during the year, analysed by category, was as follows

	2010 No.	2009 No.
Hotel and administration	214	194

Notes (continued)

### 3 Staff numbers and costs (continued)

The aggregate payroll costs of these persons were		
	18 month	
	period ended	Year ended
	31 December	30 June
	2010	2009
	£'000	£'000
Wages and salaries	6,063	2,837
Social security costs	486	280
Other pension costs	125	83
<b>-</b>		
	6,674	3,200
The directors receive no remuneration for their se	rvices to this company	<del></del>
Operating profit		
	18 month	
	period ended	Year ended
	31 December	30 June
	2010	2009
	£'000	£'000
Operating profit is stated after charging		
Operating leases	30	32
Depreciation – owned assets	3,203	922
·	-	
Auditor's remuneration		
	18 month	
	period ended	Year ended
	31 December	30 June
	2010	2009
	£'000	£,000
Audit of these financial statements	16	16
Amounts receivable by the auditors and their associates in respect of	- <del></del>	
Other services relating to taxation	24	24
the services resemble to unditon	- '	2.
		=

Notes (continued)

### 5 Tax (charge)/credit on profit on ordinary activities

	18 month	
	period ended	Year ended
	31 December	30 June
	2010	2009
	£'000	£'000
UK corporation tax for the period at 28%		
(2009 28%) based on the profit/(loss) for the period/year	-	-
Adjustment to tax charge in respect of previous periods	86	-
Deferred tax credit		
Timing differences origination and reversal		
Current period	(808)	(150)
Adjustment in respect of prior periods	(309)	206
Tax (charge)/credit on profit on ordinary activities	(1,031)	56

Notes (continued)

### 5 Tax (charge)/credit on profit on ordinary activities (continued)

### Factors affecting corporation tax charge for the current year

The corporation tax assessed for the year is different than that resulting from applying the standard rate of corporation tax in the UK of 28% (2009 28%)

The differences are explained below

	18 month	
	period ended	Year ended
	31 December	30 June
	2010	2009
	£'000	£'000
Profit on ordinary activities before tax	9,757	2,712
Tax at 28% (2009 28%) thereon	2,732	759
Effects of		
Capital allowances in excess of qualifying depreciation	159	166
Group relief received for nil consideration	(2,996)	(183)
Other timing differences (deferred tax provided)	(933)	(316)
Other permanent differences	` -	(528)
Expenses not deductible for tax purposes	1,038	102
Adjustment to tax charge in respect of previous periods	(86)	-
Current tax (credit) for the period/year	(86)	-

The tax charge in future periods will be impacted by any rate changes to the corporation tax rate in force in the countries in which it operates. In the UK, the Finance Bill 2010 included a reduction in the rate of corporate tax from 28% to 27% and this was substantially enacted on 21 July 2010. The rate reduction applies from 1 April 2011. Deferred tax balances must be recognised at the future rate applicable when the balance is expected to unwind. The rate reduction is not reflected in the closing tax balance at the year end. The UK 2010 Emergency budget announced further reductions in the corporation tax rate of 1% annually, reaching 24% on 1 April 2014 and this is not reflected in the closing deferred tax balance.

Deferred tax has not been provided on the difference between the carrying value and the tax basis of fixed assets. This tax will only become payable if the assets are sold and rollover relief is not obtained. The estimated amount of tax that would become payable in these circumstances is £10.1 million.

Deferred tax has not been provided in respect of gains realised that have been rolled over into the acquisition cost of replacement assets. This tax will become payable if the replacement assets are sold and further rollover relief is not available. The estimated amount of tax that would become payable in these circumstances is £0.4 million.

Notes (continued)

### 6 Tangible fixed assets

	Long leasehold land and buildings £'000	land and	Assets under the course of construction £'000	Fixtures, fittings, plant and machinery £'000	Total £'000
Cost					
At 1 July 2009	107,372	591	15,890	7,995	131,848
Additions	-	-	15,498		15,498
Reclassification	22,003	-	(30,723)	8,720	-
At 31 December 2010	129,375	591	665	16,715	147,346
Accumulated depreciation At 1 July 2009 Charge for the year	-	591	-	908 3,203	1,499 3,203
At 31 December 2010		591	-	4,111	4,702
Net book value At 31 December 2010	129,375	-	665	12,604	142,644
		<del></del>			
At 1 July 2009	107,372	-	15,890	7,087	130,349

Borrowings of the company's parent, Coroin Ltd, and other group companies, are secured by a fixed and floating charge over the assets of the Company

Notes (continued)

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7	Hinan	CIAI	tivea	assets

r manciai fixeu assets			
		31 December	30 June
		2010	2009
		£'000	£,000
Investments in subsidiary undertaking	gs		
At cost and net book value			
At beginning and end of period/year		166	166
		<del></del>	<u> </u>
Details of subsidiary undertakings at 31	December 2010 ar	e as follows	
Subsidiary undertaking	Country of incorporation	Activity	Shareholding
Connaught F&B Ltd	Great Britain	Food & Beverage	100%
The Connaught Hotel (52242) Limited	Great Britain	Dormant Company	100%
Mount Street Mansions Limited	Great Britain	Dormant Company	100% (indirect)
Stocks			
		31 December	30 June
		2010	2009
		£'000	£,000
Raw materials and consumables		243	218
kaw materials and consumables		243	218

Notes (continued)

•	Debtors		
		31 December	30 June
		2010	2009
		£,000	£'000
	Trade debtors	1,287	761
	Amounts owed by group undertakings	30,896	_
	Amounts owed by subsidiary undertakings	3,116	3,398
	Prepayments and accrued income	549	317
	Other debtors	54	87
	Deferred tax asset (note 11)	1,269	2,386
			<del></del>
		37,171	6,949
	All amounts fall due within one year		

### 10 Creditors: amounts falling due within one year

	31 December 2010 £'000	30 June 2009 £'000
Bank loans and overdraft	-	106
Trade creditors	1,032	2,230
Amounts owed to group undertakings	76,775	42,152
Amounts owed to parent	4,260	4,260
Amount owed to subsidiary undertakings	165	234
Other taxes and social security	1,067	499
Other creditors	649	163
Accruals and deferred income	1,363	1,213
	<del></del>	
	85,311	50,857

Notes (continued)

### 11 Deferred tax asset

	31 December 2010 £'000	30 June 2009 £'000
Movement in deferred tax provision	2 000	2 000
Opening deferred tax asset	2,386	2,330
(Charge)/credit to the profit and loss account (note 5)	(1,117)	56
Deferred tax asset at end of period/ year	1,269	2,386
	2010	2009
Analysis of deferred tax balance	£'000	£'000
Capital allowances in excess of depreciation	1,265	1,268
Short term timing differences	4	1,118
Deferred tax asset	1,269	2,386
12 Called up share capital	<u> </u>	
	31 December	30 June
	2010	2009
Authorised, called up, allotted and fully paid	£'000	£'000
1,000,000 "A" ordinary shares of 10p each	100	100
500,000 "B" ordinary shares of 10p each	50	50
	150	150

Shares rank equally, except for a dividend and return on capital, where the distribution rights of the "A" shares are 10,000 times those of "B" shares

### Notes (continued)

### 13 Reserves

		Share Premium £'000	Profit and loss account £'000	Total
	At 30 June 2009	70,846	15,855	86,701
	Profit for the period		8,726	8,726
	At 31 December 2010	70,846	24,581	95,427
14	Reconciliation of movement in shareholders	s' funds		
			31 December	30 June
			2010	2009
			£'000	£'000
	At 30 June 2009		86,851	84,083
	Profit for the period/year		8,726	2,768
	A4		0.5.555	06.051
	At end of period/year		95,577	86,851
15	Capital commitments			
15	Capital commitments		31 December	30 June
			2010	2009
			£'000	£'000
	Capital commitments (land and buildings)			
	Contracted but not provided for in the account	s	921	19,477
			<del></del>	

Notes (continued)

### 16 Operating lease commitments

At 31 December 2010 the company was committed to making the following payments during the next period in respect of operating leases

	31 December	30 June
	2010	2009
	£'000	£'000
Operating lease commitments (other assets)		
Expiring		
- within one year	-	-
- in two to five years	15	27
Commitments under non-cancellable leases	15	27
	<del></del> _	<del></del>

### 17 Pensions and similar obligations

The Connaught Hotel Limited is a participating employer in two pension schemes. The Maybourne Hotels Group pension and life insurance scheme, a defined benefit scheme, which has two sections – Staff and Senior Staff section was closed to new entrants with effect from 1 August 2006. The Maybourne Stakeholder Scheme, a defined contribution scheme, was introduced on 1 August 2006 and is open to all staff if they meet the eligibility criteria. The company actively encourages staff to join the scheme as it believes that it is an important element of the remuneration package. This is disclosed fully in the consolidated accounts of Coroin Limited.

The directors are unable to identify the company's share of the scheme assets and liabilities as,

- Most scheme members have worked for more than one company within the group
  structure has also changed materially over time due to restructurings, acquisitions and disposals
  It is therefore not appropriate to allocate assets and liabilities between the participating
  companies
- For funding purposes, the employers within the group share actuarial risks. The determination of cash contributions does not separately identify assets and liabilities for individual participating companies and all employers pay the same contribution rate in respect of accruing benefits. Contributions in respect of the past service deficit are paid separately by another group company

As a result it is accounted for as a defined contribution scheme. The scheme is currently in deficit and it is expected that contributions will be increased to reduce the deficit. At 31 December 2010 this deficit, calculated in accordance with FRS 17, amounted to £1 4 million (30 June 2009 £5 7 million). Full details of the scheme are disclosed in the accounts of Coroin Limited.

Notes (continued)

### 18 Related party disclosures

The company is exempt under the provisions of paragraph 3, Financial Reporting Standard 8 "Related Party Disclosures" from disclosing details of transactions with group related parties

### 19 Ultimate parent company

The company's ultimate parent company is Coroin Limited, a company incorporated in Great Britain and registered in England and Wales. This is the smallest and largest group in which the results of the company are consolidated. Copies of those statutory accounts will also be available from its registered office, 30 Old Burlington Street, Mayfair, London, W1S 3AR.