NORTON CRATHORNE (NO.1) LIMITED

Report and Financial Statements

24 November 2016

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COMPANIES HOUSE

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NORTON CRATHORNE (NO.1) LIMITED Company Information

Directors

K Arkley P Fullerton J Hands

Secretary

Jordans Company Secretaries Limited

Auditor

BDO LLP 55 Baker Street London W1U 7EU

Registered office

The Old Library The Drive Sevenoaks Kent TN13 3AB

Registered number

3785378

NORTON CRATHORNE (NO.1) LIMITED Strategic Report

The directors present their strategic report for the period ended 24 November 2016.

Business review

The hotel's turnover has increased by 6.8% to £8,536k and the operating loss for the period was £430k compared to £89k loss in 2015. EBITDA for the period was £421k (2015: £903k).

The hotel has continued to operate within the upmarket country house hotel business and has maintained the assets of the business through a programme of improvements to services and facilities.

On 1st October 2014, Crathorne Hall Hotel was severely damaged by fire. Operations were resumed using part of the building while full repairs were completed. The hotel reopened all of its services on 1st October 2015.

The hotel turnover and operating profit at Crathorne Hall has been adversely impacted by the fire incident in the current year by £156k and £147k respectively.

The hotels are still well positioned for growth as the market recovers, driven by investment that will deliver increases in sales and EBITDA. The ongoing improvement in brand perception together with the continued drive towards excellence in service provision will also contribute to future growth.

Principal risks and uncertainties

The directors consider the following to be principal risks and uncertainties facing the company:

- · economic recession;
- changes to government regulations including legislation on employees, environmental and health and safety;
- · natural disasters

The directors take a regular review of the company's exposure to these risks.

Expansion for the future

Mic Hand

We are maintaining our investment in constantly upgrading and improving our existing bedroom stock.

Environment

The hotels operate in beautiful locations and it is in our best interests to minimise the impact upon the environment, particularly by energy saving initiatives within the hotels.

Personnel

We clearly understand that our employees are the most valuable asset in the company. We continue to invest in training and skills development programmes. We intend to continue our philosophy and invest in our staff. The company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them. Employees are consulted regularly on a wide range of matters affecting their current and future interests.

This report was approved by the board on 25 May 2017.

J Hands Director

NORTON CRATHORNE (NO.1) LIMITED

Registered number:

3785378

Directors' Report

The directors present their report and financial statements for the period ended 24 November 2016.

Principal activities

The company's principal activity during the period continued to be that of the operation of the Norton House and Crathorne Hall Hotels.

Results and dividend

The loss before tax for the period was £1,229k (2015: £825k).

No dividends were paid during the period ended 24 November 2016 (2015: £nil).

Financial instruments

The company is exposed to the usual credit risk and cash flow movement involved with selling on credit and manages this through the company credit policy. The policy is to finance working capital through retained earnings and finance fixed assets through long term borrowings on fixed rates. The group of which the company is part has borrowings in sterling on fixed and floating interest rates with an interest rate swap in place, the profile of which is reviewed on a regular basis. The counterparty to the majority of the group's financial instruments (other than its shareholders) is its bankers; the company is exposed to minimal credit and liquidity risks in respect of these instruments.

The directors do not consider any other risks attaching to the use of financial instruments to be material to an assessment of the company's financial position or results.

Directors

The following persons served as directors during the period:

K Arkley

P Fullerton

J Hands

Directors' responsibilities

The directors are responsible for preparing the strategic report, 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 year. Under that law the directors have elected to prepare the financial statements in accordance with 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 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 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.

NORTON CRATHORNE (NO.1) LIMITED

Registered number:

3785378

Directors' Report

Provision of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditor in connection with preparing their report and to establish that the Company's auditor is aware of that information.

This report was approved by the board on 25 May 2017 and signed on its behalf.

J Hands Director

NORTON CRATHORNE (NO.1) LIMITED Independent auditors' report to the members of NORTON CRATHORNE (NO.1) LIMITED

We have audited the financial statements of Norton Crathorne (No.1) Limited for the period ended 24 November 2016 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes. 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).

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 auditors' 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 auditors

As explained more fully in the statement of directors' responsibilities, 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 Financial Reporting Council's (FRC'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 FRC's website at www.frc.org.uk/auditscopeukprivate.

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 24 November 2016 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
 and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report and the Strategic Report for the financial period for which the financial statements are prepared 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.

BOO LLP

lan Clayden (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London

26-05-2017

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

NORTON CRATHORNE (NO.1) LIMITED Statement of Comprehensive Income for the periods from 27 November 2015 to 24 November 2016

	Notes	2016 £	2015 £
Turnover		8,535,594	7,990,748
Cost of sales		(1,944,371)	(1,962,213)
Gross profit		6,591,223	6,028,535
Administrative expenses Other operating income Profit on disposal of fixed assets	3 8	(7,273,184) 228,325 23,564	(7,239,927) 823,302 299,076
Operating loss	4	(430,072)	(89,014)
Interest payable	6	(799,199)	(735,613)
Loss on ordinary activities before taxation		(1,229,271)	(824,627)
Tax on loss on ordinary activities	7	-	-
Loss for the period		(1,229,271)	(824,627)
Other comprehensive income for the period		-	-
Total comprehensive loss for the period		(1,229,271)	(824,627)

All amounts relate to continuing operations.

The notes on pages 9 to 17 form part of these financial statements.

NORTON CRATHORNE (NO.1) LIMITED Statement of Financial Position as at 24 November 2016

40 41 - 110 10111101 - 1110					30 M
	Notes	`	24 November 2016 £	•	26 November 2015 £
Fixed assets					
Tangible assets	8		13,378,257		13,613,754
Current assets					
Stocks	9	76,370		90,243	
Debtors	10	1,219,087		2,079,776	
Cash at bank and in hand		1,628,449		633,953	
		2,923,906		2,803,972	
Creditors: amounts falling due	•				
within one year	11	(19,263,912)		(18,150,204)	
Net current liabilities			(16,340,006)		(15,346,232)
Total assets less current					
liabilities			(2,961,749)		(1,732,478)
Net liabilities			(2,961,749)		(1,732,478)
Capital and reserves					
Called up share capital	12		3,370,002		3,370,002
Profit and loss account	13		(6,331,751)		(5,102,480)
Total equity			(2,961,749)		(1,732,478)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 25 May 2017.

J Hands Director

The notes on pages 9 to 17 form part of these financial statements.

NORTON CRATHORNE (NO.1) LIMITED Statement of Changes in Equity for the periods from 27 November 2015 to 24 November 2016

	Share capital	Profit and loss account	Total equity
	£	£	£
At 27 November 2015	3,370,002	(5,102,480)	(1,732,478)
Loss for the period	-	(1,229,271)	(1,229,271)
At 24 November 2016	3,370,002	(6,331,751)	(2,961,749)
At 28 November 2014	3,370,002	(4,277,853)	(907,851)
Loss for the period	-	(824,627)	(824,627)
At 26 November 2015	3,370,002	(5,102,480)	(1,732,478)

The notes on pages 9 to 17 form part of these financial statements.

1 Accounting policies

General information

Norton Crathorne (No.1) Limited is a private limited company incorporated in England & Wales under the Companies Act. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activities are set out in the Directors' Report.

Basis of preparation

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

The financial statements for the period ended 24 November 2016 are the company's first financial statements that comply with FRS 102. The date of transition is 28 November 2014.

Information on the impact of first-time adoption of FRS 102 is given in note 18.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 2).

The following principal accounting policies have been applied consistently throughout the preceding and current periods.

Financial reporting standard 102 - reduced disclosure exemptions

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

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Hand Picked Hotels Limited as at 24 November 2016 and these financial statements may be obtained from Companies House.

Turnover

Turnover represents amounts receivable for accommodation, food and beverage sales and ancillary hotel services provided in the normal course of business, net of trade discounts, VAT and other sales related taxes. Turnover is recognised at the point at which goods and services are delivered to the customer. Deposits which have been received at the balance sheet date for which services have not yet been provided are shown as payments in advance within creditors. All turnover arose within the United Kingdom.

Accounting policies (continued)

Going concern

The Company reports net current liabilities, net liabilities and losses for the period. The parent company, Hand Picked Hotels Limitied, has indicated that it will continue to provide financial support as necessary for the foreseeable future to ensure the Company can meet all liabilities as they fall due. On this basis, and having made appropriate enquiries at the parent company, the directors are satisfied that it is appropriate to prepare these accounts on a going concern basis.

Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

The company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to the statement of comprehensive income during the period in which they are incurred.

Depreciation

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method, as follows:

Leasehold buildings surface finishes and services 20 years
Fixtures and fittings 4 to 25 years

Freehold land is not depreciated.

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the statement of comprehensive income.

Interest

Interest income and expense is recognised in the income statement using the effective interest method

Accounting policies (continued)

Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the statement of comprehensive income.

Debtors

Short term debtors are measured at transaction price, less any impairment. Loans and other financial assets are initially recognised at transaction price including any transaction costs and subsequently measured at amortised cost determined using the effective interest method, less any impairment.

Creditors

Short term creditors are measured at the transaction price. Loans and other financial liabilities are initially recognised at transaction price net of any transaction costs and subsequently measured at amortised cost determined using the effective interest method.

Holiday pay accrual

A liability is recognised to the extent of any unused holiday pay entitlement which has accrued at the balance sheet date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the balance sheet date.

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the country where the company operates and generates taxable income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Accounting policies (continued)

Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

Related party transactions

The company has taken advantage of the exemption under paragraph 33.1A of the Financial Reporting Standard 102 not to disclose transactions with other wholly owned members of the group.

Operating leases

Rentals paid under operating leases are charged to the statement of comprehensive income on a straight line basis over the period of the lease.

Pensions

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

2 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

- Determine whether leases entered into by the company either as a lessor or a lessee are operating or finance leases. These decisions depend on an assessment of whether the risks and rewards of ownership have been transferred from the lessor to the lessee on a lease by lease basis
- Determine whether there are indicators of impairment of the company's tangible assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset.

Other key sources of estimation uncertainty

• Tangible fixed assets (see note 8)

Tangible fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

3 Other operating income

Other operating income for the period of £228,325 (2015: £823,302) was in respect of loss of profits due from insurers following a fire at Crathorne Hotel.

4	Operating loss	2016 £	2015 £
	This is stated after charging:	_	
	Depreciation of owned fixed assets Operating lease rentals - plant and machinery Auditors' remuneration for audit services	851,333 10,862 7,800	991,912 10,862 7,800
5	Staff costs	2016 £	2015 £
	Wages and salaries Social security costs Other pension costs	3,311,828 234,230 74,269 3,620,327_	3,225,993 229,205 74,856 3,530,054
	Agency staff	38,105	9,478
		3,658,432	3,539,532
	None of the directors received any remuneration for the period (201	5: £nil).	
	Average number of employees during the period	Number	Number
	Hotel operations Administration	143 14_	137 14
		157	151
6	Interest payable	2016 £	2015 £
	Group interest payable	799,199	735,613

7	Taxation	2016 £	2015 £
	Current tax		•
	UK corporation tax at 20.00% (2015: 20.35%)	-	-
	Deferred tax		
	Origination and reversal of timing differences	-	-
	Tax on profit on ordinary activities		-
	Movement in deferred tax provision		
	Provision at start of period	-	-
	Deferred tax charged in the statement of		
	comprehensive income for the period	-	-
	Provision at end of period		
		2016	2015
	Reconciliation of tax charge	£	£
	Loss on ordinary activities before tax	(1,229,271)	(824,627)
	Tax on loss on ordinary activities at standard CT rate	(245,854)	(167,795)
	Effects of:		
	Expenses not deductible for tax purposes	123,575	152,360
	Transfer pricing adjustments	(301,000)	(306,237)
	Group relief surrendered	385,174	338,614
	Deferred tax not recognised	(17,906)	(117,244)
	Difference in tax rates	<u>56,011</u>	100,302
	Tax charge for the period		

Potential deferred tax assets of £533,000 (2015: £530,000) and £354,000 (2015: £375,000) have not been recognised in respect of depreciation charged in excess of capital allowances at the end of the period and trading losses carried forward available for offset against future trading profits respectively. The company also has capital losses carried forward of £2,500 (2015: £2,500) which creates a potential deferred tax asset of £425 (2015: £442).

8 Tangible fixed assets

	Leasehold improve- ments £	Fixtures and fittings £	Total £
Cost or valuation			
At 27 November 2015	8,041,292	12,490,428	20,531,720
Additions	15,113	600,723	615,836
Disposals		_(1,028,209)	(1,028,209)
At 24 November 2016	8,056,405	12,062,942	20,119,347
Depreciation			
At 27 November 2015	1,110,163	5,807,803	6,917,966
Charge for the period	161,957	689,376	851,333
On disposals	_	(1,028,209)	(1,028,209)
At 24 November 2016	1,272,120	5,468,970	6,741,090
Carrying amount			
At 24 November 2016	6,784,285	6,593,972	13,378,257
At 26 November 2015	6,931,129	6,682,625	13,613,754

On 1st October 2014, Crathorne Hall Hotel was severely damaged by fire. Operations were resumed using part of the building while full repairs were completed. The hotel reopened all of its services on 1st October 2015. In accordance with Accounting Standards, the difference between the insurance payments to fund the rebuild and the net book value of the assets destroyed is reported as a profit on disposal.

9	Stocks	2016 £	2015 £
	Goods for resale	76,370	90,243

Stock recognised in cost of sales during the period as an expense was £1,017,291 (2015 £946,651).

10	Debtors	2016 £	2015 £
	Trade debtors Amounts due from fellow subsidiary undertaking Other debtors Prepayments and accrued income	265,537 795,061 90,264 68,225	335,551 1,339,571 331,947 72,707
		1,219,087	2,079,776

11	Creditors: amounts falling due w	ithin one year		2016 £	2015 £
	Payments in advance Trade creditors Amounts due to intermediate paren Amounts due to fellow subsidiary u Other taxes and social security cos Other creditors Accruals and deferred income	ndertaking		800,063 249,613 17,372,485 256,267 109,063 476,421 19,263,912	723,790 551,527 16,061,968 4,642 153,414 40,722 614,141 18,150,204
12	Share capital	2016 Number	2015 Number	2016 £	2015 £
	Allotted, called up and fully paid: Ordinary shares of £1 each	3,370,002	3,370,002	3,370,002	3,370,002

13 Reserves

Profit & loss account

This is cumulative profits or losses, net of dividends paid and other adjustments.

14 Defined contribution pension plans

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £74,269 (2015: £74,856). Contributions payable to the fund at the year end included in creditors totalled £9,257 (2015: £8,786).

15 Commitments under operating leases

Total future minimum lease payments under non-cancellable operating leases:

	Other	Other
	2016	2015
	£	£
Falling due:		
within one year	9,634	10,862
within two to five years	4,953	14,587
	14,587	25,449

16 Contingent liabilities

The company has granted fixed and floating charges over its assets in respect of group borrowing facilities. The amount owed by the Hand Picked Hotels Limited group as at 24 November 2016 was £80,000,000 (2015: £80,000,000).

17 Controlling party

The company's ultimate parent company is Alscot Sarl, which is incorporated in Luxembourg. The company's immediate parent company is Bestmexico Limited. The largest and smallest group in whose financial statements the results of the company will be consolidated is Hand Picked Hotels Limited, the company's intermediate parent undertaking. The consolidated financial statements of Hand Picked Hotels Limited will be available to the public and will be obtainable in due course from the Registrar of Companies, Companies House, Crown Way, Cardiff.

The ultimate controlling party is Mr G Hands.

18 Reconciliations on adoption of FRS 102

The company transitioned to FRS 102 from previously extant UK GAAP as at 28 November 2014. The impact of the transition to FRS 102 is as follows:

Profit and loss for the year ended 26 November 2015	£
Loss under former UK GAAP	(824,627)
Loss under FRS 102	(824,627)
Balance sheet at 26 November 2015	£
Equity under former UK GAAP Holiday pay accrual transitional adjustment (1)	(1,699,247) (33,231)
Equity under FRS 102	(1,732,478)
Balance sheet at 28 November 2014	3
Equity under former UK GAAP Holiday pay accrual transitional adjustment (1)	(874,620) (33,231)
Equity under FRS 102	(907,851)

⁽¹⁾ Prior to the adoption of FRS 102, the company did not make provisions for holiday pay earned but not taken. This is required under FRS 102, therefore this has been retrospectively applied, resulting in the recognition of a holiday pay accrual on transition and thereafter.