

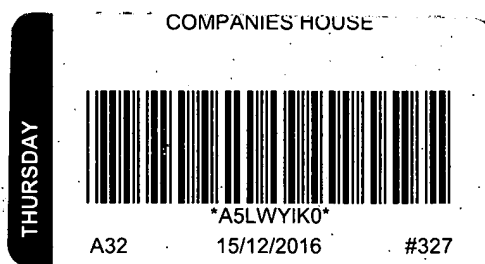
GR (Greenock) Limited

Report and Financial Statements

Year Ended

31 March 2016

Company Number 3822757



GR (Greenock) Limited

**Report and financial statements
for the year ended 31 March 2016**

Contents

Page:

1	Report of the directors
3	Independent auditor's report
5	Statement of income and retained earnings
6	Balance sheet
7	Statement of cash flows
8	Notes forming part of the financial statements

Directors

A C Gallagher
G H Gosling
Lord Harris of Peckham
P J Saunders

Secretary and registered office

S A Burnett, 15 Hockley Court, Stratford Road, Hockley Heath, Solihull, West Midlands, B94 6NW

Company number

3822757

Auditors

BDO LLP, 2 City Place, Beehive Ring Road, Gatwick, West Sussex, RH6 0PA

GR (Greenock) Limited

Report of the directors for the year ended 31 March 2016

The directors present their report together with the audited financial statements for the year ended 31 March 2016.

Results

The statement of income and retained earnings is set out on page 5 and shows the result for the year (2015 – loss).

The directors do not recommend the payment of a final dividend (2015 - £Nil).

Principal activities

The company's principal activity during the year was that of a holding company for a property investment company, which remained the case until the disposal of the property during the financial year ended 31 March 2015. However on 30 October 2015, the directors took the decision to create a step plan to liquidate the Company. As the directors intend to liquidate the company they have not prepared the financial statements on a going concern basis. The effect of this is explained in note 1.

Directors

The directors of the company during the year were:

A C Gallagher
G H Gosling
Lord Harris of Peckham
P J Saunders

Directors' responsibilities

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. 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;
- state whether applicable UK Accounting Standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business. As explained in note 1 to the financial statements, the directors do not believe the going concern basis to be appropriate and these financial statements have not been prepared on that basis.

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.

GR (Greenock) Limited

Report of the directors for the year ended 31 March 2016 (*continued*)

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purpose of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

The auditors, BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting, in accordance with section 485 of the Companies Act 2006.

In preparing this directors' report advantage has been taken of the small companies' exemption.

On behalf of the Board



P J Saunders
Director

Date 8 December 2016

GR (Greenock) Limited

Independent auditor's report

TO THE MEMBERS OF GR (GREENOCK) LIMITED

We have audited the financial statements of GR (Greenock) Limited for the year ended 31 March 2016 which comprise the statement of income and retained earnings, the balance sheet, the statement of cash flows 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)), 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 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 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 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 March 2016 and of its result for the year 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.

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 concerning the company's ability to continue as a going concern and the basis on which the financial statements have been prepared. As it is the directors' intention to liquidate the company, the financial statements have not been prepared on a going concern basis. Our opinion is not modified in respect of this matter.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

GR (Greenock) Limited

Independent auditor's report (*continued*)

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; or
- the directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies' regime and to the exemption from the requirement to prepare a strategic report.

BDO LLP

Anna Draper (*senior statutory auditor*)
For and on behalf of BDO LLP, statutory auditor
Gatwick
United Kingdom

Date 13/12/2016

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

GR (Greenock) Limited

Statement of income and retained earnings for the year ended 31 March 2016

	Note	2016 £	2015 £
Administrative expenses - Impairment of intercompany receivable		-	(128,016)
Operating loss	3	-	(128,016)
Interest payable under similar charges	4	-	(640,082)
Impairment of fixed asset investment		-	(14,000,001)
Loss on ordinary activities before taxation		-	(14,768,099)
Taxation on loss on ordinary activities	5	-	128,016
Loss for the financial year after taxation		-	(14,640,083)
Retained profit at start of period		(23,226,138)	(8,586,055)
Dividends		-	-
Retained profit at end of period		(23,226,138)	(23,226,138)

All amounts relate to discontinued activities.

The company has no recognised gains and losses other than the loss for the current and previous year.

The notes on pages 8 to 11 form part of these financial statements.

GR (Greenock) Limited

Balance sheet at 31 March 2016

Company number 3822757	Note	2016 £	2016 £	2015 £	2015 £
Fixed assets					
Investments	6		-		-
Current assets					
Debtors	7	-		-	
Creditors: amounts falling due within one year	8	(21,976,136)		(21,976,136)	
Net current liabilities			(21,976,136)		(21,976,136)
Net liabilities			(21,976,136)		(21,976,136)
Capital and reserves					
Called up share capital	9		1,250,002		1,250,002
Profit and loss account			(23,226,138)		(23,226,138)
Shareholders' deficit			(21,976,136)		(21,976,136)

These financial statements have been prepared in accordance with the special provisions of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board and authorised for issue on 8 December 2016.

P J Saunders
Director

The notes on pages 8 to 11 form part of these financial statements.

GR (Greenock) Limited

Statement of cash flows at 31 March 2016

	Note	2016 £	2015 £
Cash flows from operating activities			
(loss) for the financial year		-	(14,768,099)
Adjustments for:			
Revaluation of fixed assets		-	14,000,001
Decrease/(increase) in trade and other debtors		-	-
Increase in trade and other creditors		-	768,098
Net interest payable/receivable		-	-
		<hr/>	<hr/>
Cash from operations		-	-
Interest paid		-	-
Taxation paid		-	-
		<hr/>	<hr/>
Net cash from operating activities		-	-
		<hr/>	<hr/>
Cash flows from investing activities			
<i>Net cash used in investing activities</i>		-	-
		<hr/>	<hr/>
Cash flows from financing activities			
<i>Net cash used in financing activities</i>		-	-
		<hr/>	<hr/>
Net (decrease) in cash and cash equivalents		-	-
Cash and cash equivalents at beginning of year		-	-
		<hr/>	<hr/>
Cash and cash equivalents at end of year		-	-
		<hr/>	<hr/>
Cash and cash equivalents comprise:			
Cash at bank and in hand		-	-
		<hr/>	<hr/>

The notes on pages 8 to 11 form part of these financial statements

GR (Greenock) Limited

Notes forming part of the financial statements for the year ended 31 March 2016

1 Accounting policies

GR (Greenock) Limited is a company incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the company's operations and its principal activities are set out in the directors' report. The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland. These financial statements are the first financial statements prepared under FRS 102 and information on the impact of first-time adoption of FRS 102 is given in note 12.

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, as detailed in note 2. The following principal accounting policies have been applied:

Basis of preparation

At 31 March 2016 the company had net liabilities of £21,976,136 (2015 - net liabilities of £21,976,136) and a net loss of £Nil (2015 - loss of £14,640,083).

The Directors have taken the decision to liquidate the company as soon as is practically possible. Therefore, as required by section 3 of FRS 102 and as permitted by SI 2008/410 Schedule 1(10) (2), the directors have prepared the financial statements on the basis that the company is no longer a going concern. Based upon the nature of the assets and the liabilities contained in the financial statements, no adjustments to the carrying value of assets and liabilities, and no other adjustments have been made to the financial statements as a result of preparing them on a basis other than that of a going concern.

Deferred taxation

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the company anticipates to make sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

Consolidated accounts

Consolidated accounts have not been prepared for the company and its subsidiaries as the exemption in respect of a small group has been taken.

Valuation of investments

Investments held as assets are stated at cost less any provision for impairment.

GR (Greenock) Limited

Notes forming part of the financial statements
for the year ended 31 March 2016 (continued)

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

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

There are no estimates and assumptions which have significant risk of causing material adjustment to amounts presented in the financial statements.

3 Operating loss

	2016 £	2015 £
This amount has been arrived at after charging:		
Impairment of intercompany receivable	-	128,016

The auditors' remuneration is borne by another group company, Greenock Retail Limited.

4 Interest payable and similar charges

	2016 £	2015 £
Interest payable on loans from group undertakings	-	640,082

5 Taxation on loss from ordinary activities

	2016 £	2015 £
Taxation on profit on ordinary activities – current tax	-	128,016

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The differences are explained below:

	2016 £	2015 £
Loss on ordinary activities before tax	-	(14,768,099)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 20% (2015 - 21%)	-	(3,101,301)
Effects of:		
Expenses not deductible for tax purposes	-	2,966,884
Group relief surrendered	-	128,766
(Receipt) for group relief	-	(128,766)
Unrelieved tax losses	-	6,401
Current tax charge for year	-	128,016

GR (Greenock) Limited

Notes forming part of the financial statements
for the year ended 31 March 2016 (*continued*)

6 Fixed asset investments

	Shares in group undertakings £
<i>Cost</i>	
At 1 April 2015 and 31 March 2016	14,000,001
<i>Impairment</i>	
At 1 April 2015 and 31 March 2016	14,000,001
<i>Net book value</i>	
At 31 March 2015 and 31 March 2016	-

The investment represents all of the ordinary shares of GR (Greenock) 1 Limited, an intermediate holding company which holds all of the ordinary shares of GR (Greenock) 2 Limited, a property investment company.

The profit after tax and net assets of the subsidiaries are as follows:

	(Loss)/profit after tax		Net (liabilities)/assets	
	2016	2015	2016	2015
	£	£	£	£
Company name				
GR (Greenock) 1 Limited	-	(14,000,001)	-	-
GR (Greenock) 2 Limited	85,998	(15,095,530)	(213,872)	(299,870)

7 Debtors: amounts falling due within one year

	2016 £	2015 £
Amounts owed by group undertakings	-	-

8 Creditors: amounts falling due within one year

	2016 £	2015 £
Amounts owed to group undertakings	21,976,136	21,976,136

GR (Greenock) Limited

Notes forming part of the financial statements
for the year ended 31 March 2016 (*continued*)

9 Share capital

	Allotted, called up and fully paid up	
	2016	2015
	£	£
Ordinary shares of £1 each	1,250,002	1,250,002

10 Related party disclosure

The company owes £21,976,136 (2015 - £21,976,136) to its ultimate parent company Greenock Retail Limited and is owed £Nil (2015 - £Nil) by its subsidiary company GR (Greenock) 2 Limited. The balance of £128,016 (2015 - £128,016) due from GR (Greenock) 2 Limited was impaired in the previous year.

11 Ultimate parent company

The share capital of the company is owned by Greenock Retail Limited, a company registered in England which is controlled as a joint venture by Harris Ventures Limited and Ashflame Properties Limited, who each own one share of the issued share capital.

12 First time adoption of FRS 102

This is the first time that the Company has adopted FRS 102 having previously applied applicable UK accounting standards.

No accounting policy changes were required upon transition from former UK GAAP to FRS 102. Accordingly, there is no difference between the equity at 1 April 2014 and 31 March 2015 and the profit for the year ended 31 March 2015 as previously stated under former UK GAAP and their equivalents as stated under FRS 102.