

New England Paint Company Limited

Annual Report and Financial Statements

for the year ended 31 January 2022

Registered number: 04056989

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New England Paint Company Limited

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New England Paint Company Limited

Company directory

Registered Office

3 Sheldon Square
Paddington
London
W2 6PX
United Kingdom

Company Type

New England Paint Company Limited is a private company limited by shares

Directors

C. Barry
J. Smith

Auditor

Deloitte LLP
Statutory Auditor
London
United Kingdom

New England Paint Company Limited

Directors' report

The Directors present their annual report and audited financial statements of New England Paint Company Limited (the "Company") for the financial year ended 31 January 2022.

The Directors' report has been prepared in accordance with the special provisions relating to small companies with Part 15 of the Companies Act 2006, and consequently a Strategic Report has not been prepared.

Principal activities

The Company operates as an investment company within the Kingfisher plc group (the "Group"). The Directors currently envisage the Company will continue these operations for a minimum of 12 months after the signing date.

Results and dividends

The income for the year, after taxation, amounted to £425,000 (2020/21: £236,000). The income for the year was primarily derived from interest receivable on loans to Group undertakings.

The Directors do not recommend the payment of a dividend for the year (2020/21: £nil). The Directors did not pay an interim dividend during the year (2020/21: £nil), nor will there be any post year-end dividend pay-outs for the year.

Directors

The Directors, who served during the year and up to the date of signing, were as follows:

C. Barry (appointed 1 December 2021)
P. Moore (resigned 1 December 2021)
J. Smith

The Directors of the Company were remunerated by another company in the Group.

Company Secretary

Paul Moore (resigned 1 June 2021)

Going concern

The Company has limited activity and benefits from continued financial support from the Group headed by Kingfisher plc to support its continued operations and meeting of obligations as they fall due.

The directors have considered the above and how they may impact going concern as well as modelling of a remote scenario at group level which assesses the impact on the Group's liquidity headroom of more restrictive containment measures than those experienced during the Covid-19 pandemic to date. The Directors therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and they continue to adopt the going concern basis of accounting in preparing the annual financial statements (refer to note 1 for further information).

New England Paint Company Limited

Directors' report (continued)

Future developments

The Directors expect the general level of activity to remain consistent with 2021/22 in the forthcoming year.

Post balance sheet events

There were no post balance sheet events requiring adjustment in these financial statements.

Auditor

Deloitte LLP will continue to hold office in accordance with section 487 of the Companies Act 2006.

Statement of disclosure of information to auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Statement of Directors' responsibilities

The following statement, which should be read in conjunction with the independent auditor's report, is made with a view to distinguishing for shareholders the responsibilities of the Directors and the auditor in relation to these financial statements.

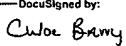
The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 Reduced Disclosure Framework. 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 income 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; 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 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.

Approved and authorised for issue by the board of directors:

DocuSigned by:

830252EECF194D5...
C. Barry
Director
19 July 2022

New England Paint Company Limited

Independent auditor's report to the members of New England Paint Company Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of New England Paint Company Limited (the "Company"):

- give a true and fair view of the state of the company's affairs as at 31 January 2022 and of its income for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of total comprehensive income;
- the statement of changes in equity;
- the balance sheet; and
- the related notes 1 to 11.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

New England Paint Company Limited

Independent auditor's report to the members of New England Paint Company Limited

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

New England Paint Company Limited

Independent auditor's report to the members of New England Paint Company Limited

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and internal audit about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and in-house legal counsel at a Group level concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing, at a Group level, internal audit reports.

New England Paint Company Limited

Independent auditor's report to the members of New England Paint Company Limited

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

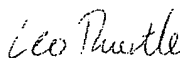
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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 in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

Use of our report

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.



Leo Thurtle ACA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
19 July 2022

New England Paint Company Limited

Statement of total comprehensive income

Year ended 31 January 2022

£'000	Notes	2021/22	2020/21
Finance costs		(7)	(5)
Finance income	3	532	296
Net finance income		525	291
Income before taxation		525	291
Income tax expense	6	(100)	(55)
Income for the year		425	236
Total comprehensive income for the year		425	236

The notes on pages 12 to 15 form part of the financial statements.

All of the above transactions relate to continuing operations.

New England Paint Company Limited

Statement of changes in equity

Year ended 31 January 2022

£'000	Share capital	Share premium	Retained earnings	Total
At 1 February 2021	1,078	118,433	3,311	122,822
Total comprehensive income for the year	-	-	425	425
At 31 January 2022	1,078	118,433	3,736	123,247
At 1 February 2020	1,078	118,433	3,075	122,586
Total comprehensive income for the year	-	-	236	236
At 31 January 2021	1,078	118,433	3,311	122,822

The notes on pages 12 to 15 form part of the financial statements.

New England Paint Company Limited

Balance sheet

At 31 January 2022

£'000	Notes	2021/22	2020/21
Non-current assets			
Investments	7	59,755	59,755
Current assets			
Current tax assets		-	34
Amounts owed by Group undertakings	8	63,497	63,033
Total assets		123,252	122,822
Current liabilities			
Current tax liabilities		(5)	-
Total liabilities		(5)	-
Net current assets		63,492	63,067
Net assets		123,247	122,822
Equity			
Share capital	9	1,078	1,078
Share premium		118,433	118,433
Retained earnings		3,736	3,311
Total equity		123,247	122,822

The notes on pages 12 to 15 form part of the financial statements.

The financial statements were approved by the Board of Directors on 19 July 2022 and were signed on its behalf by:

DocuSigned by:

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 C. Barry
 Director

New England Paint Company Limited

Notes to the financial statements

Year ended 31 January 2022

1 Principal accounting policies

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

a. Basis of preparation

New England Paint Company Limited is a private company limited by shares incorporated in the United Kingdom and registered in England and Wales under the Companies Act 2006. The address of the registered office is given on page 2. The nature of the Company's operations and its principal activities are set out in the Directors' report on pages 3 and 4.

The financial statements are prepared in 'Pounds Sterling' (£), which is also the company's functional currency on the basis that it is the currency of the primary economic environment in which the company operates.

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) as issued by the Financial Reporting Council (FRC) as applied in accordance with the provisions of the Companies Act 2006.

The current financial year is the year ended 31 January 2022 ("the year" or "2021/22"). The comparative financial year is the year ended 31 January 2021 ("the prior year" or "2020/21").

The financial statements have been prepared on the going concern basis under the historical cost convention and in accordance with applicable Accounting Standards in the United Kingdom and the Companies Act 2006.

These financial statements are separate financial statements. The Company is exempt under section 400 of the Companies Act 2006 from the preparation of consolidated financial statements, as it is included in the group financial statements of its ultimate parent, Kingfisher plc.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a cash-flow statement, related party transactions, financial instruments disclosures, standards not yet effective and capital management. Where required, equivalent disclosures are given in the consolidated financial statements of Kingfisher plc, which are publicly available from www.kingfisher.com.

Changes to accounting policies as a result of new standards issued and effective do not have a material impact on the financial statements.

b. Going concern

The Company has limited activity and benefits from continued financial support from the Group headed by Kingfisher plc to support its continued operations and meeting of obligations as they fall due.

The directors have considered the above and how they may impact going concern as well as modelling of a remote scenario at group level which assesses the impact on the Group's liquidity headroom of more restrictive containment measures than those experienced during the Covid-19 pandemic to date. The Directors therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

c. Interest receivable

Interest receivable is accrued on a daily basis.

New England Paint Company Limited

Notes to the financial statements

Year ended 31 January 2022

1 Principal accounting policies (*continued*)

d. Taxation

The income tax expense represents the sum of the tax currently payable. Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Taxable income may differ from income before taxation, as reported in the income statement, because it excludes items of income or expense which are taxable or deductible in other years or which are never taxable or deductible.

e. Investments in subsidiary companies

Investments in subsidiary companies are held at cost less accumulated impairment losses. At each reporting date an assessment is performed as to whether there are any indicators that the Company's investments may be impaired and, should such indicators exist, the recoverable amounts are estimated.

When a review for impairment is conducted, the recoverable amount is assessed by reference to the net assets of the entity and its costs. Any impairment in value is charged to the statement of comprehensive income in the period in which it occurs.

f. Financial instruments

Classification

Financial assets are classified into the following specific category: 'Amounts owed by Group undertakings'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Recognition and measurement

Amounts owed by Group undertakings

Amounts owed by Group undertakings are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

2 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements under FRS 101 requires the Company to make estimates and assumptions that affect the application of policies and reported amounts. Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

There have been no critical accounting judgements made by the Directors or key sources of estimation identified during the year.

3 Finance income

£'000	2021/22	2020/21
Interest receivable from Group undertakings	532	296
Finance income	532	296

New England Paint Company Limited

Notes to the financial statements

Year ended 31 January 2022

4 Employees' and Directors' remuneration

There were no employees or staff costs for the financial year ended 31 January 2022 (2020/21: £nil).

None of the Directors received any emoluments from the Company in respect of the financial year ended 31 January 2022 (2020/21: £nil). The Directors of the Company were remunerated by another company in the Group.

5 Auditor's remuneration

The auditor's remuneration for the auditing of the financial statements is £1,000 (2020/21: £1,000) and is borne by Kingfisher plc. No recharge will be made to the Company for these costs.

No other audit or non-audit services were performed by the auditors (2020/21: none).

6 Income tax expense

£'000	2021/22	2020/21
UK corporation tax		
Current tax on income for the year	(100)	(55)
Income tax expense	(100)	(55)

Factors affecting tax charge for the year

The Company's income for this accounting period is taxed at a rate of 19% (2020/21: 19%).

From 1 April 2023 the UK corporation tax rate will increase to 25%. This change was enacted at the balance sheet date.

£'000	2021/22	2020/21
Income before taxation	525	291
Income multiplied by the standard rate of corporation tax in the UK of 19% (2020/21: 19%)	(100)	(55)
Income tax expense	(100)	(55)

7 Investments

£'000	Investments in subsidiary undertakings
Cost and Net book value	
At 1 February 2021	59,755
At 31 January 2022	59,755
At 1 February 2020	59,755
At 31 January 2021	59,755

The Company holds 13% of the ordinary share capital of Sheldon Poland Investments Limited⁽¹⁾, a company incorporated in the UK. Sheldon Poland Investments Limited's main function is as a finance company.

⁽¹⁾ Registered office: 3 Sheldon Square, Paddington, London, W2 6PX

New England Paint Company Limited

Notes to the financial statements

Year ended 31 January 2022

8 Amounts owed by Group undertakings

	2021/22	2020/21
Current		
Amounts owed by Group undertakings	63,497	63,033
Amounts owed by Group undertakings	63,497	63,033

Amounts owed by Group undertakings are Sterling denominated, unsecured, have no fixed date of repayment and are repayable on demand. £58m (2020/21: £58m) of the balance is a fixed term loan and accruing interest at a fixed rate. The remaining £5m (2020/21: £5m) of the balance is accruing interest at a floating rate, based on, until 31 December 2021, one week LIBOR less a margin of 25 basis points. On 1 January 2022 these loans were repriced to Sterling Overnight Interbank Average ("SONIA") less a margin of 25 basis points.

9 Share capital

	Number of ordinary shares in thousands	Ordinary share capital £'000
At 1 February 2021	107,747	1,078
At 31 January 2022	107,747	1,078
At 1 February 2020	107,747	1,078
At 31 January 2021	107,747	1,078

As at 31 January 2022, 107,747,000 ordinary shares have been issued at £0.01 each.

The shares have attached to them full voting, dividend and capital distribution rights.

10 Ultimate holding company

The Company's ultimate parent company is Kingfisher plc (company number 01664812), 3 Sheldon Square, Paddington, London W2 6PX, which is incorporated in the United Kingdom, and registered in England and Wales. The largest and smallest group into which the Company's financial statements are consolidated is that headed by Kingfisher plc. A copy of the Annual Report and Accounts for Kingfisher plc is publicly available from www.kingfisher.com.

The Company's immediate parent undertakings are Sheldon Holdings Limited, a company incorporated in the United Kingdom and registered in England and Wales and Castorama Polska SP. z o. o., a company incorporated and registered in Poland. The registered address of Sheldon Holdings Limited is 3 Sheldon Square, Paddington, London W2 6PX. The registered address of Castorama Polska SP. z o. o. is Ul. Krakowiakow 78, 02-255 Warszawa, Poland.

11 Subsequent events

There were no post balance sheet events requiring adjustment or disclosure in these financial statements.