

Coast & Country Cottages (Holdings) Limited

Directors' report and financial statements

Registered number 08739127

Year ended 30 September 2019

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Directors' report

The Directors present their report and audited financial statements for the year ended 30 September 2019. The Company has previously prepared its financial statements to the year ended 31 July. The Company shortened its accounting period to a 2 month accounting period from 1 August 2018 to 30 September 2018 due to the acquisition of the Company by Sykes Cottages Ltd on 31 July 2018 to align with the Group year-end. Therefore, the comparative amounts presented in the financial statements (including the related notes) are not entirely comparable.

Principal activity

The principal activity of the Company is that of a holding Company.

The Company proposes to continue to adopt Section 1A of Financial Reporting Standard 102, "FRS 102".

The Company has met the requirement in The Companies Act 2006 to obtain the exemption from presenting a strategic report based on its size.

The company's assets and liabilities of £42,828 were transferred to Sykes Cottages Limited on 29th October 2018 for £1. Therefore, the Directors have not prepared these financial statements on a going concern basis. The effect of this is explained in Note 3

Political contributions

The Company made no political donations or incurred any political expenditure in the period. (2018:NIL)

Proposed dividend

Dividends paid during the year of 2019 comprise a final dividend of £3,860,574 (2018: NIL). Dividends received in the year of 2019 comprise a final dividend of £3,860,574 (2018: NIL).

Directors

The Directors who held office during the period were as follows:

G Donoghue
M S Graham

Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will continue in office.

By order of the board



M S Graham
Director

One, St Peter's Square
Manchester
M2 3DE

25 February 2020

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 year. Under that law they have elected to prepare the financial statements in accordance with applicable law and Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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; and
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so (as explained in note 3, the directors do not believe that it is appropriate to prepare these financial statements on a going concern 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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.



KPMG LLP

1 St Peter's Square

Manchester

M2 3AE

United Kingdom

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COAST & COUNTRY COTTAGES (HOLDINGS) LIMITED

Opinion

We have audited the financial statements of Coast & Country Cottages (Holdings) Limited ("the company") for the year ended 30 September 2019, which comprise the Profit and loss account and other comprehensive income, Balance sheet and Statement of changes in equity, and related notes, including the accounting policies in note 3.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Emphasis of matter - non-going concern basis of preparation

We draw attention to the disclosure made in note 3 to the financial statements which explains that the financial statements have not been prepared on the going concern basis for the reason set out in that note. Our opinion is not modified in respect of this matter.

The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as [recoverability of assets and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, its effects are subject to unprecedented levels of uncertainty of consequences, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COAST & COUNTRY COTTAGES (HOLDINGS) LIMITED (CONTINUED)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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 in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 2, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.


Roger Nixon (Senior Statutory Auditor)

for and on behalf of KPMG LLP

Chartered Accountants

1 St Peters Square

Manchester

M2 3AE

28 February 2020

Profit and loss account and other comprehensive income

for the year ended 30 September 2019

	Note	Year ended 30 September 2019	2 month period ending 30 September 2018
		£	£
Turnover		-	-
Administrative expenses		-	-
		<hr/>	<hr/>
Operating profit		-	-
Income received from subsidiary undertakings		3,860,574	-
Intercompany debt write off		300	820,198
Gain on disposal of business		42,829	-
		<hr/>	<hr/>
Profit before taxation	4	3,903,703	820,198
		<hr/>	<hr/>
Tax on profit	8	-	-
		<hr/>	<hr/>
Profit for the financial period		3,903,703	820,198
		<hr/>	<hr/>
Other comprehensive income		-	-
Total comprehensive income for the period		3,903,703	820,198
		<hr/>	<hr/>

The financial statements include the notes on pages 8 to 14.

Turnover and operating profit derive wholly from continuing operations.

Balance sheet

As at 30 September 2019

	Note	As at September 2019		As at September 2018	
		£	£	£	£
Current assets					
Debtors	9	1		-	
Investments	7	2		2	
Creditors: amounts falling due within one year	10	-		(43,128)	
Net current assets/(liabilities)			3		(43,126)
Total assets less current liabilities			3		(43,126)
Creditors: amounts falling due after more than one year			-		-
Net assets/(liabilities)			3		(43,126)
Capital and reserves					
Called up share capital	11	1		10,527	
Profit and loss account		2		(53,653)	
Total shareholders' funds/(deficit)			3		(43,126)

The notes on pages 8 to 14 form part of these financial statements.

These financial statements were approved by the board of directors on 25 February 2020 and were signed on its behalf by:



M S Graham
 Director

Company registered number: 08739127

Statement of changes in equity
for the year ended 30 September 2019

	Called up share capital £	Profit and loss account £	Shareholder' s funds £
Opening retained earnings 1 August 2018	10,527	(873,851)	(863,324)
Total comprehensive income for the period			
Profit for the year	-	820,198	820,198
Balance at 30 September 2018	10,527	(53,653)	(43,126)
Opening retained earnings 1 October 2018	10,527	(53,653)	(43,126)
Total comprehensive income for the year			
Profit for the period	-	3,903,703	3,903,703
Transactions with owners, recorded directly in equity			
Dividends	-	(3,860,574)	(3,860,574)
Reduction in share capital	(10,526)	10,526	-
Balance at 30 September 2019	1	2	3

The notes on pages 8 to 14 form part of these financial statements.

Notes

(Forming part of the financial statements)

1 General information

Coast and Country Cottages (Holdings) Limited is a private Company incorporated, domiciled and registered in England in the UK. The registered number is 08739127 and the registered address is One, St Peter's Square, Manchester, M2 3AE.

2 Statement of compliance

The individual financial statements of Coast and Country Cottages (Holdings) Limited have been prepared in compliance with United Kingdom Accounting Standards, comprising Section 1A of Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" ("FRS 102") and the Companies Act 2006. The presentation currency of these financial statements is sterling.

The Company proposes to continue to adopt Section 1A of Financial Reporting Standard 102, "FRS 102".

3 Basis of preparation

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 periods presented, unless otherwise stated.

Going concern

The directors took the decision to cease trading in the current period following the transfer of the trade and assets at fair value into another Group Company. As the directors do not intend to acquire a replacement trade they have not prepared the financial statements on a going concern basis. No adjustments were necessary to the amount at which the remaining assets and liabilities are included in these financial statements.

Cash at bank and in hand

Cash comprises cash in hand and deposits repayable on demand.

Turnover

Turnover represents amounts chargeable in respect of the sale of goods and services to customers.

Taxation

Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Notes (continued)

Basic financial instruments

Financial assets

Basic financial assets, including trade and other receivables and cash and bank balances are initially recognised at transaction price. Such assets are subsequently carried at amortised cost using the effective interest method.

Financial liabilities

Basic financial liabilities, including trade and other payables are initially recognised at transaction price. They are subsequently measured at amortised cost using the effective interest.

4 Analysis of profit before taxation

All profit before taxation is derived from the principal activity in the United Kingdom.

5 Auditor's remuneration

	For the year ended 30 September 2019 £	2 month period ending 30 September 2018 £
Audit of these financial statements	1,530	1,530

amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, Sykes Cottages Holdings Limited.

6 Directors' remuneration

	For the year ended 30 September 2019 £	2 month period ending 30 September 2018 £
Directors' remuneration (including benefits in kind)	-	-

The directors were paid through Sykes Cottages Limited in the period. The directors did not perform any material qualifying services for the company and thus no allocation of their remuneration has been made in these financial statements.

Notes (continued)

7 Investments

	Shares in group undertakings £
Cost	
As at 1 October 2018 and at 30 September 2019	2

The Company has the following investments in subsidiaries:

	Aggregate of capital and reserves £	Profit or loss for the period £	Registered office address	Class of shares held	Ownership 30 September 2019 %	Ownership 30 September 2018 %
Coast & Country Cottages (South West) Limited	NIL	4,614,322	One, St Peter's Square, Manchester, M2 3AE	Ordinary	100	100

Notes (continued)

8 Taxation

Recognised in the profit and loss account

	September 2019		September 2018	
	£	£	£	£
<i>UK corporation tax</i>				
Current tax on income for the period	-		-	
Adjustments in respect of prior periods	-		-	
	<hr/>		<hr/>	
	-		-	
Double taxation relief	-		-	
	<hr/>		<hr/>	
<i>Foreign tax</i>				
Current tax on income for the period	-		-	
Adjustments in respect of prior periods	-		-	
	<hr/>		<hr/>	
		<hr/>		<hr/>
Total current tax		-		-
<i>Deferred tax</i>				
Origination and reversal of temporary differences	-		-	
Reduction in tax rate	-		-	
Recognition of previously unrecognised tax losses	-		-	
	<hr/>		<hr/>	
Total deferred tax	-		-	
		<hr/>		<hr/>
Tax on profit on ordinary activities		-		-
		<hr/>		<hr/>

Notes *(continued)*

8 Taxation (continued)

Reconciliation of effective tax rate

	2019 £	2018 £
Profit for the year	3,903,703	820,198
Total tax expense	-	-
	<hr/>	<hr/>
Profit excluding taxation	3,903,703	820,198
Tax using the UK corporation tax rate of 19.00%	741,704	155,838
Fixed Asset differences	-	-
Income not taxable for tax purposes	(741,704)	(155,838)
Deferred tax not recognised	-	-
Adjust opening deferred tax to average rate of 19.00%	-	-
	<hr/>	<hr/>
Total tax expense	-	-
	<hr/>	<hr/>

Reductions in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2016. Further reductions to 18% (effective from 1 April 2020) were substantively enacted on 26 October 2016. An additional reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2017. This will reduce the future current tax charge accordingly.

Notes *(continued)*

9 Debtors: amounts falling due within one year

	As at 30 September 2019 £	As at 30 September 2018 £
Other debtors	1	-
	<hr/>	<hr/>
	1	-
	<hr/>	<hr/>

10 Creditors: amounts falling due within one year

	As at 30 September 2019 £	As at 30 September 2018 £
Corporation Tax	-	23,971
Other creditors	-	19,157
Amounts owned to group undertakings	-	-
	<hr/>	<hr/>
	-	43,128
	<hr/>	<hr/>

11 Called up share capital

	As at 30 September 2019 £	As at 30 September 2018 £
<i>Allotted, called up and fully paid</i>		
47,370 A Ordinary shares of £0.10 each	1	4,737
47,360 B Ordinary shares of £0.10 each	-	4,736
5,270 C Ordinary shares of £0.10 each	-	527
5,270 D Ordinary shares of £0.10 each	-	527
	<hr/>	<hr/>
	1	10,527
	<hr/>	<hr/>

Notes (continued)

12 Dividends

	As at 30 September 2019 £	As at 30 September 2018 £
Dividend paid	3,860,574	-

13 Gain on disposal of business

On 29th October 2018 the entire trade, assets and liabilities of £42,828 were acquired by Sykes Cottages Limited for consideration of £1.

14 Ultimate parent company and parent company of larger group

At the year ended 30 September 2019, the company was a subsidiary undertaking of Sykes Cottages Holdings Limited which was the ultimate parent company incorporated in United Kingdom. The ultimate controlling party was Living Bridge LLP.

The largest and smallest group in which the results of the company are consolidated was that headed by Sykes Cottages Holdings Limited, incorporated in the United Kingdom. No other group financial statements included the results of the company. The consolidated financial statements of this group may be obtained from One, St. Peter's Square, Manchester, M2 3AE.

16 Post balance sheet events

On 28 October 2019, 100% of Sykes Cottages Holdings Limited was acquired by Priestholm Bidco Limited and as part of this transaction the group took part in a refinance. Due to the acquisition by Priestholm Bidco Ltd post year end the ultimate parent company or controlling party of Sykes Cottages Holdings Limited is Vitruvian Partners LLP.