

Chesterton Education Limited

Financial Statements

For the year ended 31 August 2023

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Company registration number 10581835 (England and Wales)

Chesterton Education Limited

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Chesterton Education Limited

Balance Sheet

As at 31 August 2023

	Notes	2023 £	£	2022 £	£
Fixed assets					
Intangible assets	5	3,378,865		3,627,616	
Tangible assets	6	650,308		484,532	
		<u>4,029,173</u>		<u>4,112,148</u>	
Current assets					
Debtors	8	417,504		339,104	
Cash at bank and in hand		915,231		422,625	
		<u>1,332,735</u>		<u>761,729</u>	
Creditors: amounts falling due within one year	9	<u>(4,718,190)</u>		<u>(3,973,654)</u>	
Net current liabilities			<u>(3,385,455)</u>		<u>(3,211,925)</u>
Total assets less current liabilities			643,718		900,223
Provisions for liabilities	10		<u>(94,270)</u>		<u>(52,128)</u>
Net assets			<u>549,448</u>		<u>848,095</u>
Capital and reserves					
Called up share capital			100		100
Profit and loss reserves			549,348		847,995
Total equity			<u>549,448</u>		<u>848,095</u>

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 13 December 2023 and are signed on its behalf by:

Mark Malley
Director

Company Registration No. 10581835

Chesterton Education Limited

Notes To The Financial Statements

For the year ended 31 August 2023

1 Accounting policies

Company information

Chesterton Education Limited is a private company limited by shares incorporated in England and Wales. The registered office is Bellevue Education International Second Floor, 200 Union Street, London, SE1 0LX.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues: Interest income/expense and net gains/losses for financial instruments not measured at fair value; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment': Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of Gems Beta Holdco Limited. These consolidated financial statements are available from its registered office, Narrow Quay House, Narrow Quay, Bristol, England, BS1 4QA.

Chesterton Education Limited

Notes To The Financial Statements (Continued)

For the year ended 31 August 2023

1 Accounting policies

(Continued)

1.2 Going concern

The company has net current liabilities on its balance sheet of £3,385,922 and net assets of £549,448. A support letter was obtained from GEMS MENASA (Cayman) Limited by Gems Beta Holdco Limited, the intermediate parent company. The letter confirms support for a period of at least one year from the date of signature of the audit report.

The directors have considered the company's forecasts and projections and have taken account of the current inflationary pressures and ongoing impact in areas such as the cost of food and gas and electricity prices as well as wage inflationary pressures, all of which might have adverse impact on both fee income and rising utilities costs. Although there was a financial loss, it was observed that the number of students increased by the end of the year. After making enquiries the directors have concluded that there is a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Therefore, these accounts have been prepared on the going concern basis.

1.3 Turnover

Turnover represents the value of fees charged for educational and other related services delivered to pupils of the school in the accounting year, net of discounts.

1.4 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of unincorporated businesses over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 20 years. This term is chosen because the investment is in a durable asset, i.e. school land and buildings, and that we expect the market for the school to continue, at least, for that period of time.

1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Freehold land and buildings	50 years
Plant and equipment	5 years
Fixtures and fittings	5 years
IT equipment	3 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Chesterton Education Limited

Notes To The Financial Statements (Continued)

For the year ended 31 August 2023

1 Accounting policies

(Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.7 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.8 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Chesterton Education Limited

Notes To The Financial Statements (Continued)

For the year ended 31 August 2023

1 Accounting policies

(Continued)

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.10 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Tax losses are transferred between companies within the group at no charge.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

Chesterton Education Limited

Notes To The Financial Statements (Continued)

For the year ended 31 August 2023

1 Accounting policies

(Continued)

1.11 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.12 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.13 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

2 Judgements 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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2023 Number	2022 Number
Total	82	66

4 Dividends

	2023 £	2022 £
Interim paid	-	1,775,000

Chesterton Education Limited

Notes To The Financial Statements (Continued)

For the year ended 31 August 2023

4 Dividends (Continued)

During the prior year, the company has declared and paid an interim dividend of £ 17,750 per share to both Class A ordinary shares and Class B ordinary shares, amounting to £ 1,420,000 and £ 355,000, respectively.

5 Intangible fixed assets

	Goodwill
	£
Cost	
At 1 September 2022 and 31 August 2023	4,974,997
Amortisation and impairment	
At 1 September 2022	1,347,381
Amortisation charged for the year	248,751
At 31 August 2023	1,596,132
Carrying amount	
At 31 August 2023	3,378,865
At 31 August 2022	3,627,616

6 Tangible fixed assets

	Land and buildings	Plant and machinery etc	Total
	£	£	£
Cost			
At 1 September 2022	333,061	471,147	804,208
Additions	153,688	144,279	297,967
At 31 August 2023	486,749	615,426	1,102,175
Depreciation and impairment			
At 1 September 2022	37,204	282,472	319,676
Depreciation charged in the year	46,561	85,630	132,191
At 31 August 2023	83,765	368,102	451,867
Carrying amount			
At 31 August 2023	402,984	247,324	650,308
At 31 August 2022	295,857	188,675	484,532

7 Subsidiaries

Details of the company's subsidiaries at 31 August 2023 are as follows:

Chesterton Education Limited

Notes To The Financial Statements (Continued)

For the year ended 31 August 2023

7 Subsidiaries (Continued)

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Buern Abbey Junior School Limited	England and Wales	Dormant	Ordinary	0	100.00
Buern Abbey School Limited	England and Wales	Dormant	Ordinary	0	100.00

8 Debtors

	2023 £	2022 £
Amounts falling due within one year:		
Trade debtors	260,576	163,292
Amounts owed by group undertakings	80	80
Other debtors	88,778	107,662
	<u>349,434</u>	<u>271,034</u>
Amounts falling due after more than one year:		
Other debtors	68,070	68,070
	<u>68,070</u>	<u>68,070</u>
Total debtors	<u>417,504</u>	<u>339,104</u>

The trade debtors includes bad debts provision of £105,724 (2022: £76,319).

9 Creditors: amounts falling due within one year

	2023 £	2022 £
Trade creditors	789,009	986,105
Amounts owed to group undertakings	3,607,448	2,636,458
Corporation tax	-	467
Other taxation and social security	70,547	59,244
Other creditors	251,186	291,380
	<u>4,718,190</u>	<u>3,973,654</u>

10 Provisions for liabilities

	2023 £	2022 £
Deferred tax liabilities	94,270	52,128
	<u>94,270</u>	<u>52,128</u>

Chesterton Education Limited

Notes To The Financial Statements (Continued)

For the year ended 31 August 2023

11 Audit report information

As the income statement has been omitted from the filing copy of the financial statements, the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

Senior Statutory Auditor:

Shivani Kothari

Statutory Auditor:

Moore Kingston Smith LLP

12 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

	2023 £	2022 £
Within one year	562,755	546,364
Between two and five years	1,176,665	1,739,420
	<u>1,739,420</u>	<u>2,285,784</u>

13 Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 102 section 33.1A from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company.

14 Parent company

The immediate parent undertaking is Bellevue Schools Group Limited, a company incorporated in England and Wales.

The intermediate parent undertaking of Chesterton Education Limited is GEMS Beta Holdco Limited, a company incorporated in England and Wales. GEMS Beta Holdco Limited is the smallest group for which consolidated financial statements are prepared and these financial statements are included in those consolidated financial statements. These are available from Narrow Quay House, Narrow Quay, Bristol, England, BS1 4QA.

The ultimate parent undertaking of GEMS Beta Holdco Limited is GEMS MENASA Holdings Limited, a company incorporated in the Cayman Island.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.