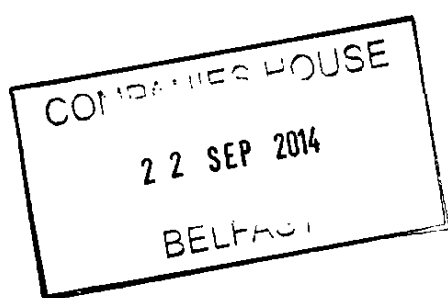


# Financial Statements Bottle Green Drinks Company Limited

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For the period from 29 December 2012 to 3 January 2014



Registered number: NI606144

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COMPANIES HOUSE

## Company Information

<b>Directors</b>	Mr R M Howard Mr C Martin Mr F O'Driscoll Mr A W Richmond Ms K Salters Mr S Speers
<b>Company secretary</b>	Mr A W Richmond
<b>Registered number</b>	NI606144
<b>Registered office</b>	SHS House 199 Airport Road West Belfast Antrim BT3 9ED
<b>Independent auditor</b>	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor Clarence West Building 2 Clarence Street West Belfast BT2 7GP
<b>Bankers</b>	Danske Bank Donegall Square West Belfast BT1 6SJ

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# Directors' Report

For the period from 29 December 2012 to 3 January 2014

The directors present their report and the financial statements for the period ended 3 January 2014.

## **Directors' responsibilities statement**

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgments and accounting 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.

## **Directors**

The directors who served during the period were:

Mr R M Howard  
Mr C Martin  
Mr F O'Driscoll  
Mr A W Richmond  
Ms K Salters  
Mr S Speers

## **Disclosure 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 relevant audit information and to establish that the company's auditor is aware of that information.

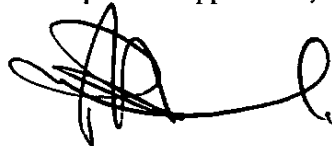
## **Directors' Report**

**For the period from 29 December 2012 to 3 January 2014**

### **Auditor**

Grant Thornton UK LLP do not intend to offer themselves for reappointment as auditors. In accordance with s485(4) of the Companies Act 2006 a written resolution to appoint Grant Thornton (NI) LLP as auditors has been sent out with these financial statements.

This report was approved by the board on 19 May 2014 and signed on its behalf.

A handwritten signature in black ink, appearing to be 'A W Richmond', with a stylized flourish at the end.

**Mr A W Richmond**  
Director

# **Strategic Report**

**For the period from 29 December 2012 to 3 January 2014**

## **Introduction**

The directors are pleased to present their strategic report for the period ended 3 January 2014.

## **Business review**

The principal activity of Bottle Green Drinks Company Limited during the period was that of a holding company.

Bottle Green Drinks Company did not trade during the period.

## **Principal risks and uncertainties**

### **Financial risk management objectives and policies**

The company uses various financial instruments including cash, bank loans or overdrafts, and various items, such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations.

The existence of these financial instruments exposes the company to a number of financial risks, which are described in more detail below.

The main risks arising from the company's financial instruments are interest rate risk, currency risk, credit risk and liquidity risk.

The directors review and agree policies for managing each of these risks, and they are summarised below. These policies have remained unchanged from previous years.

### **Interest rate risk**

The company finances its operations through a mixture of retained profits and bank borrowings. The company exposure to interest rate fluctuations on its borrowings is managed through annual review of its borrowing requirements.

### **Currency risk**

The company is exposed to translation and transaction foreign exchange risk. In relation to this risk, the company principally uses group level foreign currency contracts with financial institutions in order to hedge against adverse movements in exchange rates.

### **Credit risk**

The company's principal financial assets are cash and debtors. The credit risk associated with cash is limited. The principal credit risk arises therefore from debtors.

In order to manage credit risk, the directors assess potential customers based on a mixture of past history, credit references and industry knowledge, and amounts owed are reviewed and followed up on a regular basis.

### **Liquidity risk**

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs. Short-term flexibility is achieved by holding cash balances, overdraft facilities and commercial finance facilities.

## Strategic Report (continued)

### **Price and market risk**

As the company does not normally make investments, price risk is considered inconsequential.

This report was approved by the board on 19 May 2014 and signed on its behalf.

**Mr A W Richmond**  
Director

A handwritten signature in black ink, consisting of a stylized 'A' and 'W' followed by a long horizontal stroke.

## Independent Auditor's Report to the Members of Bottle Green Drinks Company Limited

We have audited the financial statements of Bottle Green Drinks Company Limited for the period ended 3 January 2014, which comprise the balance sheet 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 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 auditor**

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. 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 Auditing Practices Board'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 Financial Reporting Council's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

### **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 3 January 2014 and of its result 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 matter prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements.

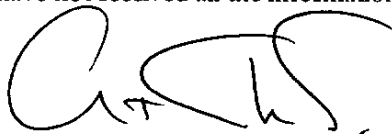


## Independent Auditor's Report to the Members of Bottle Green Drinks Company Limited

### **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.



Timothy Lincoln (Senior statutory auditor)

for and on behalf of

Grant Thornton UK LLP

Chartered Accountants

Statutory Auditor

Hartwell House

55-61 Victoria Street

BS1 7GP

Bristol

19 May 2014

## Balance Sheet

As at 3 January 2014

	Note	£	3 January 2014 £	£	28 December 2012 £
<b>Fixed assets</b>					
Investments	2		26,451,367		26,451,367
<b>Current assets</b>					
Debtors	3	7,801,630		7,801,631	
Cash at bank		74		99	
		<u>7,801,704</u>		<u>7,801,730</u>	
<b>Creditors:</b> amounts falling due within one year	4	(73)		(99)	
<b>Net current assets</b>			<u>7,801,631</u>		<u>7,801,631</u>
<b>Total assets less current liabilities</b>			<u>34,252,998</u>		<u>34,252,998</u>
<b>Creditors:</b> amounts falling due after more than one year	5	(34,152,998)		(34,152,998)	
<b>Net assets</b>			<u>100,000</u>		<u>100,000</u>
<b>Capital and reserves</b>					
Called up share capital	6	100,000		100,000	
<b>Shareholders' funds</b>	7	100,000		100,000	

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 19 May 2014.

*Michael Howard*

**Mr R M Howard**  
Director

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

# Notes to the Financial Statements

For the period from 29 December 2012 to 3 January 2014

## **1. Accounting Policies**

### **1.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

### **1.2 Going concern**

The directors have assessed, based on the anticipated activities of the company, that there are adequate resources in place to meet the ongoing costs of the business for a minimum of 12 months from the date of signing the financial statements. In coming to this conclusion, the directors have assessed the entity's current financing arrangements and liquid resources. For this reason the financial statements have been prepared on a going concern basis which presumes the realisation of assets and liabilities in the normal course of business.

### **1.3 Investments**

Investments held as fixed assets are shown at cost less provision for impairment.

## **2. Fixed asset investments**

	Investments in subsidiary companies £
<b>Cost or valuation</b>	
At 29 December 2012 and 3 January 2014	26,451,367
<b>Net book value</b>	
At 3 January 2014	26,451,367
At 28 December 2012	26,451,367

# Notes to the Financial Statements

For the period from 29 December 2012 to 3 January 2014

## 2. Fixed asset investments (continued)

### Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding
Bottlegreen Holdings Limited	Ordinary	100%
Woodchester Enterprises Limited *	Ordinary	100%
Causeway Shelf Company (No 3) Limited **	Ordinary	100%

The aggregate of the share capital and reserves as at 3 January 2014 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(loss) £
Bottlegreen Holdings Limited	(3,906,722)	-
Woodchester Enterprises Limited	11,979,396	2,651,881
Causeway Shelf Company (No 3) Limited	1	-
	<u>                    </u>	<u>                    </u>

The company itself is a subsidiary company and is included within the consolidated financial statements of SHS Group Limited. The company is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

## 3. Debtors

	3 January 2014 £	28 December 2012 £
<b>Due after more than one year</b>		
Amounts owed by group undertakings	<u>7,801,630</u>	<u>7,801,631</u>

## 4. Creditors: Amounts falling due within one year

	3 January 2014 £	28 December 2012 £
Amounts owed to group undertakings	<u>73</u>	<u>99</u>

# Notes to the Financial Statements

For the period from 29 December 2012 to 3 January 2014

## 5. Creditors:

Amounts falling due after more than one year

	3 January 2014	28 December 2012
	£	£
Amounts owed to group undertakings	32,857,370	32,857,370
Loan notes	1,295,628	1,295,628
	<u>34,152,998</u>	<u>34,152,998</u>

## 6. Share capital

	3 January 2014	28 December 2012
	£	£
<b>Allotted, called up and fully paid</b>		
28,300 Ordinary A shares of £1 each	28,300	28,300
66,700 Ordinary B shares of £1 each	66,700	66,700
5,000 Other shares of £1 each	5,000	5,000
	<u>100,000</u>	<u>100,000</u>

## 7. Reconciliation of movement in shareholders' funds

	3 January 2014	28 December 2012
	£	£
Shareholders' funds at 29 December 2012 and 3 January 2014	<u>100,000</u>	<u>100,000</u>

# Notes to the Financial Statements

For the period from 29 December 2012 to 3 January 2014

## **8. Related party transactions**

Included within creditors due in greater than one year are loan notes owed to directors as follows:

	<b>Period ended 3 January 2014 £</b>	<b>Period ended 28 December 2012 £</b>
Mr S Speers	863,752	863,752
Mr C Martin	431,876	431,876
	<u>1,295,628</u>	<u>1,295,628</u>

The company is exempt in accordance with Financial Reporting Standard 8 from the requirements to disclose details of transactions with 100% group members.

## **9. Ultimate parent undertaking and controlling party**

The directors consider that the ultimate parent company is SHS Group Limited, a company incorporated in Northern Ireland.

The ultimate controlling parties of SHS Group Limited are its shareholders.

The financial statements of SHS Group Limited are available for inspection at the Registrar of Companies, second floor, The Linenhall, 32-38 Linenhall Street, Belfast.

The company itself is a subsidiary company and is included within the consolidated financial statements of SHS Group Limited. The company is therefore exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006.

## **10. Limitation of liability agreement with the auditor**

The company has entered into a liability limitation agreement with Grant Thornton UK LLP, the statutory auditor, in respect of the statutory audit for the period ended 3 January 2014. The proportionate liability agreement follows the standard terms in Appendix B to the Financial Reporting Council's June 2008 Guidance on Auditor Liability Agreements, and was approved by the directors on 1 March 2013.