

Company registration number SC276252 (Scotland)

BARR + WRAY HOLDINGS 2 LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023

BARR + WRAY HOLDINGS 2 LIMITED

CONTENTS

	Page
Company information	1
Strategic report	2
Directors' report	3 - 4
Independent auditor's report	5 - 7
Statement of comprehensive income	8
Balance sheet	9
Statement of changes in equity	10
Notes to the financial statements	11 - 15

BARR + WRAY HOLDINGS 2 LIMITED

COMPANY INFORMATION

Directors	Mr A A MacDonald Mr I Montgomerie Mr D Barton Mrs M K Johnson Mr L J Kennedy Mr I McClure
Secretary	Mr I Montgomerie
Company number	SC276252
Registered office	1 Buccleuch Avenue Hillington Park Glasgow Scotland G52 4NR
Auditor	Consilium Audit Limited 169 West George Street Glasgow Scotland G2 2LB

BARR + WRAY HOLDINGS 2 LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2023

The directors present the strategic report for the year ended 30 September 2023.

Review of Business

The results for the year and the financial position of the Company are shown in the annexed financial statements.

The total distribution of dividends for the year ended 30 September 2023 was £213,000 (2022: £188,000). The total income received in the year from shares in group undertakings was £213,000 (2022: £188,000). There were no other transactions and the Company effectively remained dormant in the year under review.

On behalf of the board

Mr I Montgomerie
Director

6 February 2024

BARR + WRAY HOLDINGS 2 LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2023

The directors present their annual report and financial statements for the year ended 30 September 2023.

Principal activities

The principal activity of the Company in the year under review was that of a holding company.

Results and dividends

The results for the year are set out on page 8.

Ordinary dividends were paid amounting to £213,000 (2022: £188,000). The directors do not recommend payment of a further dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr A A MacDonald
Mr I Montgomerie
Mr D Barton
Mrs M K Johnson
Mr L J Kennedy
Mr I McClure

Auditor

The auditor, Consilium Audit Limited, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of directors' responsibilities

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). 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;
- 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.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

BARR + WRAY HOLDINGS 2 LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

On behalf of the board

Mr I Montgomerie
Director

6 February 2024

BARR + WRAY HOLDINGS 2 LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBER OF BARR + WRAY HOLDINGS 2 LIMITED

Opinion

We have audited the financial statements of Barr + Wray Holdings 2 Limited (the 'company') for the year ended 30 September 2023 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2023 and of its profit 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.

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 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.

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 a 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.

Opinions on other matters prescribed by the Companies Act 2006

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

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

BARR + WRAY HOLDINGS 2 LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBER OF BARR + WRAY HOLDINGS 2 LIMITED

Matters on which we are required to report by exception

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 material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which 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 remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

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.

BARR + WRAY HOLDINGS 2 LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBER OF BARR + WRAY HOLDINGS 2 LIMITED

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.

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- We ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations.
- We identified the laws and regulations applicable to the company through discussions with directors and management and from our knowledge of the regulatory environment relevant to the company.
- We assessed the extent of compliance with laws and regulations through making enquiries of management and inspecting legal correspondence.
- We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by making enquiries of management as to where they considered there was susceptibility to fraud and their knowledge of actual, suspected and alleged fraud.
- To address the risk of fraud through management bias and override of controls, we tested journal entries to identify unusual transactions, we assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias and we investigated the rationale behind significant or unusual transactions.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's member 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 member those matters we are required to state to the member 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 member, for our audit work, for this report, or for the opinions we have formed.

David Holt
Senior Statutory Auditor
For and on behalf of Consilium Audit Limited
Statutory Auditor

169 West George Street
Glasgow
Scotland
G2 2LB

14 February 2024

BARR + WRAY HOLDINGS 2 LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 SEPTEMBER 2023

	Notes	2023 £	2022 £
Interest receivable and similar income	4	213,000	188,000
Profit before taxation		213,000	188,000
Tax on profit		-	-
Profit for the financial year		213,000	188,000

The notes on pages 11 to 15 form part of these financial statements.

BARR + WRAY HOLDINGS 2 LIMITED

BALANCE SHEET

AS AT 30 SEPTEMBER 2023

		2023		2022	
	Notes	£	£	£	£
Fixed assets					
Investments	6		771,799		771,799
Current assets					
Cash at bank and in hand		2,485		2,485	
Creditors: amounts falling due within one year	8	(571,799)		(571,799)	
Net current liabilities			(569,314)		(569,314)
Net assets			202,485		202,485
Capital and reserves					
Called up share capital	9		63,485		63,485
Capital redemption reserve			139,000		139,000
Total equity			202,485		202,485

The notes on pages 11 to 15 form part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 6 February 2024 and are signed on its behalf by:

Mr I Montgomerie
Director

Company Registration No. SC276252

BARR + WRAY HOLDINGS 2 LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 SEPTEMBER 2023

		Share capital	Capital redemption reserve	Profit and loss reserves	Total
	Notes	£	£	£	£
Balance at 1 October 2021		63,485	139,000	-	202,485
Year ended 30 September 2022:					
Profit and total comprehensive income for the year		-	-	188,000	188,000
Dividends	5	-	-	(188,000)	(188,000)
Balance at 30 September 2022		63,485	139,000	-	202,485
Year ended 30 September 2023:					
Profit and total comprehensive income for the year		-	-	213,000	213,000
Dividends	5	-	-	(213,000)	(213,000)
Balance at 30 September 2023		63,485	139,000	-	202,485

The notes on pages 11 to 15 form part of these financial statements.

BARR + WRAY HOLDINGS 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies

Company information

Barr + Wray Holdings 2 Limited is a private company limited by shares incorporated in Scotland. The registered office is 1 Buccleuch Avenue, Hillington Park, Glasgow, Scotland, G52 4NR. The company's registration number is SC276252.

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.

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.

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 33 'Related Party Disclosures': Compensation for key management personnel.

Preparation of consolidated accounts exemption

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Barr + Wray Holdings 2 Limited is a wholly owned subsidiary of Barr + Wray Group Limited and the results of Barr + Wray Holdings 2 Limited are included in the consolidated financial statements of Barr + Wray Group Limited which are available from Companies House.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Fixed asset investments

Investments are stated at cost less provision for any diminution of value, if such a reduction is deemed to be of a permanent nature.

BARR + WRAY HOLDINGS 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies

(Continued)

1.4 Financial instruments

Impairment of financial assets

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

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the profit and loss account.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in the profit and loss account.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in the profit and loss account in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through the profit and loss account. Debt instruments may be designated as being measured at fair value through the profit and loss account to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.5 Taxation

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

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.

BARR + WRAY HOLDINGS 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies

(Continued)

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.

2 Employees

There were no employees in the company throughout the current and previous year.

3 Operating profit

The audit fee in the current and prior year was borne by subsidiary company Barr + Wray Limited.

4 Interest receivable and similar income

	2023 £	2022 £
Income from fixed asset investments		
Income from shares in group undertakings	213,000	188,000
	<u>213,000</u>	<u>188,000</u>

5 Dividends

	2023 £	2022 £
Final paid	213,000	188,000
	<u>213,000</u>	<u>188,000</u>

6 Fixed asset investments

	Notes	2023 £	2022 £
Investments in subsidiaries	7	771,799	771,799
		<u>771,799</u>	<u>771,799</u>

7 Subsidiaries

Details of the company's subsidiaries at 30 September 2023 are as follows:

BARR + WRAY HOLDINGS 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

7 Subsidiaries (Continued)

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Barr + Wray Holdings Limited	1 Buccleuch Avenue, Hillington Park, Glasgow, G52 4 NR.	Holding company.	Ordinary	100.00	-
Barr + Wray Limited (Sub-subsidiary)	1 Buccleuch Avenue, Hillington Park, Glasgow, G52 4NR	Provision of water engineering services.	Ordinary	-	100.00
Barr + Wray FZE (Sub-subsidiary)	Office No.401, Le Solarium, Dubai Silicon Oasis, Dubai, U.A.E.	Provision of water engineering services.	Ordinary	-	100.00
Barr + Wray (H.K) Limited (Sub-subsidiary)	Units 1603-4, 16th Floor, Causeway Bay Plaza I, No. 489 Hennessy Road, Hong Kong.	Provision of water engineering services.	Ordinary	-	100.00

8 Creditors: amounts falling due within one year

	2023 £	2022 £
Amounts owed to group undertakings	571,799	571,799

The above balance is repayable on demand although, currently, the directors believe that it is unlikely that the full balance will require to be paid within 12 months.

9 Share capital

	2023 Number	2022 Number	2023 £	2022 £
Ordinary share capital				
Ordinary shares of £1 each	63,485	63,485	63,485	63,485

10 Related party transactions

The Company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

No further transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 102 'The financial Reporting Standard applicable in the UK and Republic of Ireland'.

11 Ultimate controlling party

The ultimate parent company is Barr + Wray Group Limited.

The Company is under control of the shareholders of the ultimate parent company Barr + Wray Group Limited. There is no overall controlling party.

The financial statements contain information about Barr + Wray Holdings 2 Limited as an individual company. Barr + Wray Holdings 2 Limited and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent company, Barr + Wray Group Limited, a company registered in Scotland.

Copies of the consolidated financial statements are available from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ.

BARR + WRAY HOLDINGS 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

12 Contingent Liabilities

The Company has a cross company guarantee arrangement with the other group and related companies under which the Company guarantees the obligations of the others to the groups bankers without limit. As at the balance sheet date other group company obligations amounted to £786,720 (2022: £960,402).

In addition, amounts due in relation to loan notes in a fellow group entity are secured by a cross company guarantee. At the balance sheet date the other group company obligations amounted to £266,000 (2022: £478,000).

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.