

# **CALICO JV LIMITED**

**Report and Financial Statements**

**Year ended 31 March 2017**

DRAFT

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## Officers and professional advisors

**Directors** Anthony Duerden  
Ed Barber  
Helen Thompson (appointed 25 April 2017)  
Tracy Woods (resigned 31 March 2017)

**Registered Office** Centenary Court  
Croft Street  
Burnley  
Lancashire  
BB11 2ED

**Registered Number** 08156713

**External Auditor** Beaver and Struthers  
Statutory Auditor  
St George's House  
215-219 Chester Road  
Manchester  
M15 4JE

**Solicitors** Forbes Solicitors  
Rutherford House  
4 Wellington Street  
St. Johns  
Blackburn  
BB1 8DD

**Bankers** National Westminster Bank  
6th Floor  
1 Spinningfields Square  
Manchester  
M3 3AP

## Directors' Report

The Directors are pleased to present their report along with the audited financial statements for the year ended 31 March 2017.

### Objectives and Activities

Incorporated as a limited company, Calico JV Limited was established on 25 July 2012. The principal activity of the company during the period was that of a holding company. It holds 99% (2016: 99%) of the members' capital of Ring Stones Maintenance & Construction LLP which starting trading on 1 October 2012.

### Directors

The current Board of Directors, together with details of the changes which have occurred up to the date of approval of this report by the Board, are set out on page 1.

### Going concern

The financial statements have been prepared on a going concern basis as the directors are of the opinion that the company will be able to continue in operational existence for the foreseeable future, as detailed in note 1 on page 6.

### Statement as to disclosure of information to auditor

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

### Small company provisions

The report of the directors has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption. The directors have taken advantage of the small companies' exemption from the requirement to prepare a strategic report.

### Statement of Directors' Responsibilities in respect of the Annual Report & 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 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 Financial Reporting Standard 102 "The Financial Reporting Standard Applicable in the UK and Republic of Ireland" ("FRS 102").

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 Board is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of financial statements; 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 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.

### Auditor

Beever and Struthers, Chartered Accountants and Statutory Auditor, have indicated their willingness to continue in office. A resolution to reappoint them as auditors will be proposed at the forthcoming annual general meeting.

Approved by the Board and signed on its behalf by:-

Anthony Duerden  
**Director**  
11 September 2017

## Independent Auditor's report to the members of Calico JV Limited

We have audited the financial statements of Calico JV Limited for the year ended 31 March 2017 which comprise the Statement of Comprehensive Income and Retained Earnings, Statement of Changes in Equity, the Statement of Financial Position 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) including FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 the auditor

As explained more fully in the Directors' Responsibilities 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. 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 Financial Reporting Council's ("FRC'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 FRC's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### 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 31 March 2017 and of its loss 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.

### Opinion on other matter prescribed by the Companies Act 2006

In our opinion:

- 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.

### 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; or

Maria Hallows  
Senior Statutory Auditor  
For and on behalf of **BEEVER AND STRUTHERS**, Statutory Auditor  
St George's House  
215-219 Chester Road  
Manchester  
M15 4JE

Date: 11 September 2017

## Statement of Comprehensive Income

For the year ended 31 March 2017

|   | Note | 2017<br>£ | 2016<br>£ |
|---|------|-----------|-----------|
| Investment Income   | 4    | -         | 140,525   |
| Operating costs: other operating charges                        |      | (17,772)  | (75,375)  |
| <b>Operating (loss)/profit</b>                                  | 2    | (17,772)  | 65,150    |
| Interest payable  |      | (1,745)   | (1,440)   |
| Amortisation of intangible assets                               | 7    | (100,000) | (136,454) |
| <b>(Loss)/Profit on ordinary activities before taxation</b>     |      | (119,517) | (72,744)  |
| Taxation on profit on ordinary activities                       | 5    | -         | (12,744)  |
| <b>Total comprehensive income for the year</b>                  |      | (119,517) | (85,488)  |
| <b>Total comprehensive income for the year attributable to:</b> |      |           |           |
| Owners of the parent  |      | (119,517) | (85,488)  |

All of the activities in the current and prior financial periods are derived from continuing operations.

The notes on pages 6 to 9 form part of the accounts.

## Statement of Changes in Equity

For the year ended 31 March 2017

|                         | Called-up<br>Share<br>Capital<br>£ | Income and<br>Expenditure<br>Reserve<br>£ | Total<br>£ |
|-------------------------|------------------------------------|---|------------|
| At 1 April 2015         | 100                                | 33,642                                    | 33,742     |
| Loss for the year       | -                                  | (85,488)                                  | (85,488)   |
| <b>At 31 March 2016</b> | 100                                | (51,846)                                  | (51,746)   |
| Loss for the year       | -                                  | (119,517)                                 | (119,517)  |
| <b>At 31 March 2017</b> | 100                                | (171,363)                                 | (171,263)  |

## Statement of Financial Position At 31 March 2017

|   | Note | 2017<br>£ | 2016<br>£ |
|---|------|-----------|-----------|
| <b>Fixed assets</b>                                   |      |           |           |
| Intangible assets                                     | 7    | 263,546   | 363,546   |
| Investments   | 6    | 27,151    | 27,151    |
| <b>Current assets</b>                                 |      |           |           |
| Cash at bank and in hand                              |      | 15,495    | 495       |
| Debtors   | 8    | -         | 15,000    |
| <b>Creditors: amounts falling due within one year</b> | 9    | (477,455) | (457,938) |
| <b>Net current assets/(liabilities)</b>               |      | (461,960) | (442,443) |
| <b>Net assets/(liabilities)</b>                       |      | (171,263) | (51,746)  |
| <b>Capital and reserves</b>                           |      |           |           |
| Called up share capital                               | 10   | 100       | 100       |
| Income and Expenditure Reserve                        |      | (171,363) | (51,846)  |
|   |      | (171,263) | (51,746)  |

These accounts have been delivered in accordance with the provisions applicable to companies subject to the small company's regime.

The financial statements on pages 4 to 9 were approved by the directors and authorised for issue on 11 September 2017 and signed on their behalf by:

Anthony Duerden  
**Director**  
11 September 2017

## Notes to the Financial Statements

### 1. Accounting policies

Calico JV Limited is a limited company incorporated in England & Wales. The registered office is Centenary Court, Croft Street, Burnley, Lancashire, BB11 2ED.

#### **Basis of accounting**

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ("FRS 102") and with the Companies Act 2006.

The company meets the definition of a qualifying entity under FRS 102 and has taken advantage of the disclosure exemptions available to it in respect of presentation of a cash flow statement and financial instruments.

#### **Basis of consolidation**

The financial statements of the company are consolidated in the financial statements of The Calico Group Limited, see note 11. The company has taken advantage of the exemption under section 401 of the Companies Act 2006 not to prepare consolidated accounts. These financial statements present information about the company as an individual entity and not about its group.

#### **Going concern basis**

The company is reliant on members' remuneration from Ring Stones Maintenance & Construction LLP ("Ring Stones"). The directors having assessed the responses of the directors of Ring Stones to their enquiries, including their development programme and future projected cash flows for two years, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of Ring Stones to continue as a going concern.

On the basis of this assessment, the financial statements have been prepared on a going concern basis as the directors are of the opinion that the company will be able to continue in operational existence for the foreseeable future.

#### **Value added tax**

The financial statements include VAT to the extent that it is suffered by the Company and not recoverable.

#### **Taxation**

The charge for taxation for the year is based on the surpluses arising on certain activities which are liable to tax. These activities are taxed within the Member financial statements according to the individual member's tax status irrespective of whether the profits are actually distributed. Therefore a tax provision on the surplus has been provided at the relevant corporation tax rate.

#### **Business combinations**

Acquisitions of subsidiaries and businesses are accounted for using the purchase method. The cost of the business combination is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed plus costs directly attributable to the business combination.

Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets and liabilities is recognised as goodwill.

#### **Investments**

Investments are accounted for at cost less any impairment for permanent diminutions in value.

#### **Intangible assets**

Intangible assets are measured at cost less accumulated amortisation and any impairment losses.

Amortisation is calculated on a straight line basis over the useful economic life.

#### **Investment income**

Investment income represents income received from subsidiary undertakings of the company and is accounted for when received.

#### **Financial instruments**

Financial assets and liabilities are initially measured at the transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.



## 2. Operating profit

The operating profit for the year is stated after charging:-

|  | <b>2017</b>                 | <b>2016</b>                 |
|--|-----------------------------|-----------------------------|
|  | <b>£</b>                    | <b>£</b>                    |
| Auditor's fees                             | 1,620                       | 4,270                       |
| Amortisation of intangible assets (Note 7) | 100,000                     | 136,454                     |
|  | <u>                    </u> | <u>                    </u> |

## 3. Directors' remuneration

None of the Directors received any remuneration or expenses from the company during the period as they were remunerated by another group company. There are no direct employees within Calico JV Limited.

## 4. Investment income

|                       | <b>2017</b>                 | <b>2016</b>                 |
|-----------------------|-----------------------------|-----------------------------|
|                       | <b>£</b>                    | <b>£</b>                    |
| Members' remuneration | -                           | 140,525                     |
|                       | <u>                    </u> | <u>                    </u> |

Investment income represents members' remuneration received from Ring Stones Maintenance & Construction LLP which is a limited liability partnership incorporated in the UK and is a subsidiary undertaking of the company. Further details are provided in Note 6.

## 5. Taxation

|   | <b>2017</b>                 | <b>2016</b>                 |
|---|-----------------------------|-----------------------------|
|   | <b>£</b>                    | <b>£</b>                    |
| <i>Current tax charge</i>   |                             |                             |
| UK Corporation tax on profit for the period                       | -                           | 13,000                      |
| Adjustment in respect of prior years                              | -                           | (256)                       |
|   | <u>                    </u> | <u>                    </u> |
|   | -                           | 12,744                      |
|   | <u>                    </u> | <u>                    </u> |
| <i>Factors affecting the tax charge for the period</i>            |                             |                             |
| (Loss)/Profit on ordinary activities before tax                   | (119,517)                   | (72,744)                    |
|   | <u>                    </u> | <u>                    </u> |
| Taxation at the standard rate of corporation tax in the UK of 20% | (23,903)                    | (15,916)                    |
| Expenses not deductible for tax purposes                          | 20,000                      | 27,291                      |
| Adjustment for short term timing differences                      | -                           | 5,902                       |
| Losses surrendered (from)/to group companies for no payment       | 3,903                       | (4,277)                     |
| Adjustment in respect of prior years                              | -                           | (256)                       |
|   | <u>                    </u> | <u>                    </u> |
| Current tax charge for the period                                 | -                           | 12,744                      |
|   | <u>                    </u> | <u>                    </u> |

## Notes to the Financial Statements

### 6. Fixed asset investments

|                  | Investment<br>in<br>Associates<br>£ | Investment in<br>Subsidiaries<br>£ | Total<br>£ |
|------------------|-------------------------------------|------------------------------------|------------|
| <b>Cost</b>      |                                     |                                    |            |
| At 1 April 2016  | 27,051                              | 100                                | 27,151     |
| At 31 March 2017 | 27,051                              | 100                                | 27,151     |

#### Subsidiary undertakings

| Name   | Principal Activity           | Country of operation | Percentage held |
|--|------------------------------|----------------------|-----------------|
| Ring Stones Maintenance and Construction LLP ("Ring Stones") | Maintenance and Construction | UK                   | 99%             |

The LLP agreement states 100% of Ring Stones profits are to be distributed to the company. Although, its losses may not be allocated to members above their capital contribution.

At 31 March 2017, Ring Stones had a net deficit £387,000 (2016: £Nil) following a loss for the year £387,000 (2016: profit £287,000).

#### Associates

| Name                                 | Principal Activity     | Country of operation | Percentage held |
|--------------------------------------|------------------------|----------------------|-----------------|
| Social Profit Calculator Ltd ("SPC") | Other service activity | UK                   | 40%             |

The financial statements for the first period of SPC to 31 January 2017 are not yet available.

### 7. Intangible assets

|   | Goodwill<br>£  | Total<br>£     |
|---|----------------|----------------|
| <b>Cost</b>                             |                |                |
| At 1 April 2016                         | 500,000        | 500,000        |
| At 31 March 2017                        | 500,000        | 500,000        |
| <b>Amortisation</b>                     |                |                |
| At 1 April 2016                         | 136,454        | 136,454        |
| Charge in the year                      | 100,000        | 100,000        |
| At 31 March 2017                        | 236,454        | 236,454        |
| <b>Net book amount at 31 March 2017</b> | <b>263,546</b> | <b>263,546</b> |
| Net book amount at 31 March 2016        | 363,546        | 363,546        |

During the prior year, the company acquired the remaining 49% interest of Ring Stones from Herbert T Forrest Limited for a consideration of £500,000. In order to fund this acquisition the company obtained a loan from Ring Stones.

The goodwill associated with this acquisition is being amortised over 5 years.

The directors consider no impairment having assessed the responses of the directors of Ring Stones to their enquiries in respect of future profitability.

## Notes to the Financial Statements

### 8. Debtors

|  | 2017              | 2016              |
|--|-------------------|-------------------|
|  | £                 | £                 |
| Amount due from subsidiary undertaking | -                 | 15,000            |
|  | <u>          </u> | <u>          </u> |

### 9. Creditors: amounts falling due within one year

|                                   | 2017              | 2016              |
|-----------------------------------|-------------------|-------------------|
|                                   | £                 | £                 |
| Corporation tax                   | -                 | 13,000            |
| Accruals                          | 1,877             | 2,310             |
| Amounts due to group undertakings | 475,578           | 442,628           |
|                                   | <u>          </u> | <u>          </u> |
|                                   | <u>477,455</u>    | <u>457,938</u>    |

### 10. Share capital

The total authorised number of £1 Ordinary Shares at 31 March 2017 was 100 (2016:100). All shares are allotted, called up and fully paid.

### 11. Parent undertaking

The Company is a 100% subsidiary of The Calico Group Limited, a company incorporated in England and Wales.

Consolidated accounts which include the results of the Company can be obtained from:

- Company Secretary, The Calico Group Limited, Centenary Court, Croft Street, Burnley, BB11 2ED

No other accounts include the results of the Company.

The Directors consider The Calico Group Limited to be the ultimate parent entity.

### 12. Related party transactions

Sales and purchases of goods and services between related parties are at an arm's length basis at normal market prices. Any outstanding balances are unsecured and interest free, unless stated otherwise.

**The Calico Group Limited** ("Group"), the parent company

During the year, Group recharged office costs amounting to £15,000 (2016: £Nil).

At 31 March 2017, the company owed Group £31,000 (2016: £16,000).

**Ring Stones Maintenance and Construction LLP** ("Ring Stones"), the company is a designated member of Ring Stones

In August 2015, the company acquired the remaining 49% interest from Herbert T Forrest Limited for a consideration of £500,000 funded by a corresponding loan from Ring Stones with interest 0.48% p.a. and with a repayment date of 31 March 2018.

During the year, the company received members' remuneration from Ring Stones totalling £Nil (2016: £141,000).

At 31 March 2017, the company owed to Ring Stones £365,000 (2016: £348,000).

**Calico Homes Limited** ("Homes"), a fellow subsidiary of Group

During the year, Homes recharged legal & professional fees amounting to £Nil (2016: £36,000).

At 31 March 2017, the company owed Homes £52,000 (2016: £36,000).

**Calico Enterprise Limited** ("Enterprise"), a fellow subsidiary of Group

During the previous year, the company acquired a 40% interest in Social Profit Calculator Ltd for a consideration of £27,000 funded by a corresponding loan from Enterprise.

At 31 March 2017, the company owed Enterprise £27,000 (2016: £27,000).