

WM. Noble (Automatics) Limited
Annual report and financial statements
for the year ended 31 October 2017

Registered number: 1361536

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WM. Noble (Automatics) Limited
Annual report and financial statements
for the year ended 31 October 2017
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WM. Noble (Automatics) Limited

Directors' report for the year ended 31 October 2017

The directors present their annual report together with the audited financial statements of the company for the year ended 31 October 2017.

Principal activities

The principal activity of the company is the property management.

Results and business review

The results for the year are set out on page 6.

Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks and uncertainties.

A discussion of these risks and uncertainties on a group basis, in the context of the Red Poppy (UK) Limited group ("the group"), of which the company is a member, is provided in the directors' report of the consolidated financial statements of Red Poppy (UK) Limited.

Key performance indicators ("KPIs")

Given the straight forward nature of the business, the directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Directors

The directors of the company who served during the year and up to the date of signing the financial statements were:

I Imrie

DJ Horrocks

Small companies exemption

In preparing this report, the directors have taken advantage of the small company exemptions provided by section 415A of the Companies Act 2006.

The directors have also taken advantage of the small company exemptions provided by section 414B of the Companies Act 2006 and have not prepared a strategic report

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, 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 the financial statements, the directors are required to:

WM. Noble (Automatics) Limited

Directors' report for the year ended 31 October 2017 (continued)

Statement of directors' responsibilities (continued)

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 Section 1A, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 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.

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.

Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



DJ Horrocks
Director

30 July 2018

WM. Noble (Automatics) Limited

Independent auditors' report to the members of WM. Noble (Automatics) Limited

Report on the financial statements

Opinion

In our opinion, WM. Noble (Automatics) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 October 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the statement of financial position as at 31 October 2017; the income statement for the year then ended, the statement of changes in equity for the year then ended; the accounting policies; and the notes to the financial statements.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion on, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

WM. Noble (Automatics) Limited

Independent auditors' report to the members of WM. Noble (Automatics) Limited (continued)

Reporting on other information (continued)

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 October 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

Auditors' 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 auditors' 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.

WM. Noble (Automatics) Limited

Independent auditors' report to the members of WM. Noble (Automatics) Limited (continued)

Auditors' responsibilities for the audit of the financial statements (continued)

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

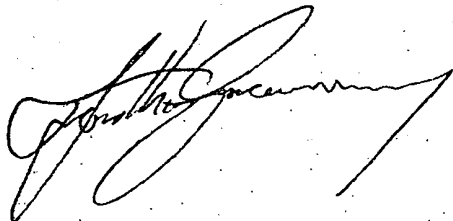
Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Jonathan Greenaway (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
30 July 2018

WM. Noble (Automatics) Limited

Income statement for the year ended 31 October 2017

	Note	2017 £'000	2016 £'000
Revenue	1	59	93
Cost of sales		-	(1)
Gross profit		59	92
Administrative expenses		(27)	(31)
Operating profit		32	61
Loss on disposal of assets		(8)	-
Interest payable and similar expenses	3	(8)	(16)
Profit before taxation	2	16	45
Tax on profit on ordinary activities	4	-	-
Profit for the financial year		16	45

All amounts relate to continuing operations.

The company has no recognised gains or losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the profit for the financial years stated above and their historical cost equivalents.

WM. Noble (Automatics) Limited

Statement of financial position as at 31 October 2017

	Note	2017 £'000	2016 £'000
Fixed assets			
Property, plant and equipment	5	449	1,239
Investments	6	1,393	1,393
		1,842	2,632
Current assets			
Trade and other receivables	7	2,260	1,856
		2,260	1,856
Creditors: amounts falling due within one year	8	(110)	(512)
Net current assets		2,150	1,344
Total assets less current liabilities		3,992	3,976
Capital and reserves			
Called up share capital	10	338	338
Capital reserve		3,490	3,490
Retained profits/(deficit)		112	(27)
Revaluation reserve		52	175
Total shareholders' funds		3,992	3,976

The financial statements on pages 6 to 16 were approved by the board of directors on 30 July 2018 and are signed on its behalf by:



DJ Horrocks
Director

WM. Noble (Automatics) Limited
Registered number: 1361536

WM. Noble (Automatics) Limited

Statement of changes in equity for the year ended 31 October 2017

	Called up share capital £'000	Capital reserve £'000	Retained profits/ (deficit) £'000	Revaluation reserve £'000	Total equity £'000
Balance as at 1 November 2015	338	3,490	(72)	175	3,931
Total comprehensive income for the year	-	-	45	-	45
Balance as at 31 October 2016	338	3,490	(27)	175	3,976
Balance as at 1 November 2016	338	3,490	(27)	175	3,976
Total comprehensive income for the year	-	-	16	-	16
Revaluation reserve released on disposal	-	-	123	(123)	-
Balance as at 31 October 2017	338	3,490	112	52	3,992

WM. Noble (Automatics) Limited

Statement of accounting policies

General Information

WM. Noble (Automatics) Limited ('the Company') is a property management company.

The company is a private company limited by shares and is incorporated in England. The address of its registered office is 1A Dukesway Court, Team Valley, Gateshead, NE11 0PJ.

Statement of compliance

The financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the United Kingdom".

Basis of accounting

The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with the provisions of Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" as amended by Section 1A "Small Entities."

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed below.

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders. The Company has taken advantage of the exemption from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in the parent company financial statements, includes the Company's cash flows.

Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The directors are of the view that there are no such judgements or uncertainties which would require disclosure in these financial statements.

Consolidation

The company is a wholly-owned subsidiary of Red Poppy (UK) Limited and is included in the consolidated financial statements of that company. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

Revenue

Revenue represents the receipts from property management net of value added tax in the United Kingdom. Revenue is recognised at the point of invoice.

WM. Noble (Automatics) Limited

Statement of accounting policies (continued)

Operating leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the lease term.

Loan issue costs

Costs incurred in raising loan finance are capitalised and set off against the outstanding debt in the balance sheet. The costs are charged to the profit and loss over the term of the finance.

Taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that results in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred taxation is measured on a non-discounted basis at the tax rates that are expected to apply in the year in which timing differences reverse, based on taxation rates and laws substantively enacted at the balance sheet date.

Fixed asset investments

Fixed asset investments are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

Freehold investment properties

In accordance with FRS 102 "Accounting for investment properties", investment properties are revalued every five years by an external valuer and annually by the directors of the company and the aggregate surplus or deficit is transferred to the profit and loss account. Freehold investment properties were revalued in 2016 by Hague Nicholls, a firm of independent chartered surveyors, in accordance with the Appraisal and Valuation Manual of The Royal Institution of Chartered Surveyors. No provision is made for depreciation of investment properties. This departure from the requirements of the Companies Act 2006, which requires all properties to be depreciated is, in view of the directors, necessary for the financial statements to show a true and fair view in accordance with applicable accounting standards. The depreciation (which would have, if the provisions of the Act had been followed, reduced the profit for the year) is only one of the factors reflected in the valuation and the amount attributable to this factor cannot reasonably be separately identified or quantified.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at historic purchase cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

No depreciation is charged on the company's freehold properties because the directors consider that the economic life of the properties and their residual value are such that depreciation is not significant. The freehold properties are subject to an annual impairment review to ensure that they are not recorded at a value above the recoverable amount.

Depreciation is calculated to write off the cost of the other property, plant and equipment by equal annual instalments over their estimated useful lives, which are considered to be as follows:

Fixtures and fittings

- 10 years

WM. Noble (Automatics) Limited

Notes to the financial statements for the year ended 31 October 2017

1 Revenue

The directors of the company consider that the company has one geographical and business segment and therefore is not required to produce additional segmental disclosure. All the activities of the company fall into the principal activity as stated within the directors' report and the activities arise wholly in the United Kingdom.

2 Profit before taxation

The profit before taxation is stated after charging:

	2017	2016
	£'000	£'000
Depreciation	15	15

The audit fee in the current and prior year has been borne by the parent company.

There were no employees employed by the company during the year (2016: none).

None of the directors received any emoluments for their services to the company (2016: £nil).

3 Interest payable and similar charges

	2017	2016
	£'000	£'000
Bank interest	6	14
Amortisation of loan costs	2	2
	8	16

WM. Noble (Automatics) Limited

Notes to the financial statements for the year ended 31 October 2017 (continued)

4 Tax on profit on ordinary activities

	2017	2016
	£'000	£'000
a) Analysis of tax charge in the year		
Current tax		
Adjustment in respect of prior years	-	-
Total current tax	-	-
Deferred tax		
Adjustment in respect of prior years	-	-
Total deferred tax	-	-
Tax on profit on ordinary activities	-	-

b) Factors affecting tax charge for the year

The tax assessed for the year is lower (2016: lower) than the standard rate of corporation tax in the UK. The differences are explained below:

	2017	2016
	£'000	£'000
Profit before taxation	16	45
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.41% (2016: 20%).	3	9
Effects of:		
Expenses not deductible for tax purposes	6	5
Group relief	(9)	(14)
Total tax charge for the year	-	-

WM. Noble (Automatics) Limited

Notes to the financial statements for the year ended 31 October 2017 (continued)

4 Tax on profit on ordinary activities (continued)

c) Factors that may affect future tax charges

The 19% standard rate of corporation tax in the UK became in effect from 1 April 2017. Accordingly, the company's profits for this accounting year are being taxed at a rate of 19.41%.

The 19% will remain at this rate for the financial years beginning 1 April 2018 and 1 April 2019. The corporation tax rate will be further reduced to 17% for the financial year beginning 1 April 2020 and was substantively enacted in the Finance Act 2016. As the majority of the temporary differences will reverse when the rate is 17%, this has been applied to the deferred tax assets and liabilities arising at the balance sheet date.

5 Property, plant and equipment

	Investment properties £'000	Freehold properties £'000	Fixtures and fittings £'000	Total £'000
Cost				
At 1 November 2016	1,100	64	149	1,313
Disposals	(775)	-	-	(775)
At 31 October 2017	325	64	149	538
Accumulated depreciation				
At 1 November 2016	-	-	74	74
Charge for the year	-	-	15	15
At 31 October 2017	-	-	89	89
Net book amount				
At 31 October 2017	325	64	60	449
At 31 October 2016	1,100	64	75	1,239

WM. Noble (Automatics) Limited

Notes to the financial statements for the year ended 31 October 2017 (continued)

6 Investments

Shares in group undertakings	£'000
Cost	
At 1 November 2016 and 31 October 2017	7,459
Accumulated impairment	
At 1 November 2016 and 31 October 2017	6,066
Net book amount	
At 31 October 2017	1,393
At 1 November 2016	1,393

The company owns 100% of the ordinary share capital of Edenpace Limited and of Michaeljohn Group Limited. The principal activity of Edenpace Limited is the rental of properties, and Michaeljohn Group Limited operates a hairdressing and beauty salon. Both companies are registered in England and trade in the UK. The company indirectly owns 100% of the ordinary share capital of Michaeljohn (UK) Limited. The directors believe that the carrying values of the investments are supported by the value of the underlying businesses. All of the company's direct and indirect subsidiaries have a registered office address of 1A Dukesway Court, Team Valley, Gateshead NE11 0PJ.

7 Trade and other receivables

	2017	2016
	£'000	£'000
Amounts owed by group undertakings	2,260	1,856

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

WM. Noble (Automatics) Limited

Notes to the financial statements for the year ended 31 October 2017 (continued)

8 Creditors: amounts falling due within one year

	2017	2016
	£'000	£'000
Bank overdrafts	88	92
Bank loans (note 9)	-	398
Trade creditors	5	-
Amounts owed to group undertakings	12	9
Amounts owed to related parties	-	9
Accruals and deferred income	5	4
	110	512

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

The company has given a cross guarantee on the obligations by fellow group undertakings under a facilities agreement with the Group's bankers. At 31 October 2017, the liability was £5,929,000 (2016: £865,000).

9 Bank loan

	2017	2016
	£'000	£'000
Bank loan	-	398
Amounts repayable:		
Within one year	-	400
Less unamortised finance costs	-	(2)
	-	398

The bank loan was secured by first legal charges on freehold properties and the shares in Michaeljohn Group Limited owned by the company, and by cross guarantees and debentures between Edenpace Limited and the company. Interest was charged at 1.75% per annum above the base lending rate of Barclays Bank plc.

WM. Noble (Automatics) Limited

Notes to the financial statements for the year ended 31 October 2017 (continued)

10 Called up share capital

	2017	2016
	£'000	£'000
Authorised		
400,000 (2016: 400,000) ordinary shares of £1 each	400	400
Allotted and fully paid		
338,408 (2016: 338,408) ordinary shares of £1 each	338	338

11 Ultimate controlling party

The immediate parent undertaking is Falcombe Holdings Limited, a company registered in England. The ultimate parent undertaking is RPFJ Limited, a company registered in Jersey. Red Poppy (UK) Limited is the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 31 October 2017 and RPFJ Limited the parent company of the largest group of undertakings to consolidate these financial statements. The consolidated financial statements of Red Poppy (UK) Limited can be obtained from the Company secretary, 1A Dukesway Court, Team Valley, Gateshead NE11 0PJ and those of RPFJ Limited from 14 Britannia Place, Bath Street, St Helier, Jersey, JE2 4SU.

The ultimate controlling party is P Noble.

12 Related party transactions

Transactions with other RPFJ Limited group companies are not disclosed as the company has taken advantage of the exemption available under para 33.1A of FRS 102.