Registration number: 3092545

Kingsclere Nurseries Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2016

Critchleys LLP Registered Auditors Beaver House 23-38 Hythe Bridge Street Oxford OX1 2EP WEDNESDAY

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Company Information

Directors

Mr P J Hennessy

Mr A Hodson

Registered office

Old Bracknell House

Crowthorne Road North

Bracknell Berkshire RG12 7AR

Auditors

Critchleys LLP Registered Auditors Beaver House

23-38 Hythe Bridge Street

Oxford OX1 2EP

Strategic Report for the Year Ended 31 December 2016

The directors present their strategic report for the year ended 31 December 2016.

Principal activity

The principal activity of the company is the provision of pre-school childcare facilities

Fair review of the business

The directors report that the business has continued to make progress and deliver growth during the year. The level of turnover has increased and whilst an increase in cost of sales is also reported the company remains satisfied that the close management of finances which takes into account both actual and planned income and expenditure continues to be a significant feature of business control.

- 1) The increase in turnover reflects the additional childcare hours sold during the year
- 2) In April 2016 the company reviewed both the level of fees charged for childcare and the pay structure for the staff who make the delivery of childcare possible. As in previous years a balance to maintain the gap between income and wage costs was achieved.
- 3) In 2016 the childcare sector as a whole was affected by a shortage of suitably qualified employees which in turn had an impact on the cost of employing new staff, the cost of staff retention plus a higher than normal use of temporary labour, this brought about the increase in the cost of sales reported earlier. The directors are satisfied that the company was able to positively adjust to this event and that it is well staffed going forward at a controlled cost

Principal risks and uncertainties

The directors consider that the future growth and strength of the business will be delivered by ensuring that a long term view is taken of the external impacts likely to be seen in the childcare sector allowing action to be taken in advance to mitigate any financial effect which may otherwise occur. Two of these potential impacts identified by the directors are:

The government will increase the amount of entitlement which parents have to funded childcare expecting the childcare sector to deliver this at levels of funding which may be inadequate.

The childcare sector is experiencing a skills shortage resulting from previous regulatory policy on qualifications, which was subsequently relaxed. The residual effect is a two to three year shortage of new entrants to the sector at apprentice level.

Continued political volatility and social pressure may result in rises in employment costs as a result of national living and minimum wage legislation. This would be offset by fee increases and focused efforts to reduce our cost.

The directors are satisfied that the company is making itself prepared for these events and therefore they believe there is no significant risk to its future well-being.

Approved by the Board on 29 1617. and signed on its behalf by:

Mr A Hodson

Directors' Report for the Year Ended 31 December 2016

The directors present their report and the financial statements for the year ended 31 December 2016.

Directors of the company

The directors who held office during the year were as follows:

Mr P J Hennessy

Mr A Hodson

Disclosure of information to the auditors

Each director has taken 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. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Approved by the Board on 29/6/17 and signed on its behalf by:

Mr A Nødson

Director

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities 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 apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the 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'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.

Independent Auditor's Report to the Members of Kingsclere Nurseries Limited

We have audited the financial statements of Kingsclere Nurseries Limited for the year ended 31 December 2016, set out on pages 7 to 21. 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 Statement of Directors' Responsibilities (set out on page 4), 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 (APB's) Ethical Standards for Auditors to the financial statements.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on the 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 December 2016 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.

Independent Auditor's Report to the Members of Kingsclere Nurseries Limited

Opinion on other matter prescribed by the Companies Act 2006

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

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

In the light of our 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 and the Directors' Report.

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.

Andrew Rodzynski (Senior Statutory Auditor)

For and on behalf of Critchleys LLP, Statutory Auditor

Beaver House 23-38 Hythe Bridge Street

Oxford OX1 2EP

Date: 30/06/17

Profit and Loss Account for the Year Ended 31 December 2016

		Note	2016 £	2015 £
Turnover			3,805,096	3,580,341
Cost of sales			(2,027,741)	(1,885,351)
Gross profit			1,777,355	1,694,990
Administrative expenses			(1,029,878)	(984,811)
Operating profit		2	747,477	710,179
Profit before tax			747,477	710,179
Taxation	•	6	(119,455)	(113,167)
Profit for the financial year			628,022	597,012

The above results were derived from continuing operations.

. The company has no recognised gains or losses for the year other than the results above.

Statement of Comprehensive Income for the Year Ended 31 December 2016

	Note	2016 £	2015 £
Profit for the year		628,022	597,012
Total comprehensive income for the year		628,022	597,012

(Registration number: 3092545) Balance Sheet as at 31 December 2016

	Note	2016 £	2015 £
Fixed assets			
Tangible assets	8	1,547,929	1,558,599
Investments	9 .	2,037,651	
		3,585,580	1,558,599
Current assets			
Debtors	10	2,803,771	3,984,360
Cash at bank and in hand	-	253,984	132,494
		3,057,755	4,116,854
Creditors: Amounts falling due within one year	11	(821,454)	(478,744)
Net current assets		2,236,301	3,638,110
Total assets less current liabilities		5,821,881	5,196,709
Creditors: Amounts falling due after more than one year	11	(1,099)	(3,949)
Net assets	=	5,820,782	5,192,760
Capital and reserves			
Called up share capital	13	100	100
Profit and loss account		5,820,682	5,192,660
Total equity		5,820,782	5,192,760

Approved and authorised by the Board on 29/16/17, and signed on its behalf by:

Mr A Hoo

Director

Statement of Changes in Equity for the Year Ended 31 December 2016

	Share capital £	Profit and loss account £	Total £
At 1 January 2016	100	5,192,660	5,192,760
Profit for the year		628,022	628,022
Total comprehensive income		628,022	628,022
At 31 December 2016	100	5,820,682	5,820,782
	Share capital	Profit and loss account £	Total £
At 1 January 2015	100	4,595,648	4,595,748
Profit for the year		597,012	597,012
Total comprehensive income	-	597,012	597,012
At 31 December 2015	100	5,192,660	5,192,760

The notes on pages 12 to 21 form an integral part of these financial statements. Page $10\,$

Statement of Cash Flows for the Year Ended 31 December 2016

	Note .	2016 £	2015 £
Cash flows from operating activities			
Profit for the year		628,022	597,012
Adjustments to cash flows from non-cash items			•
Depreciation and amortisation	2	42,767	59,421
Income tax expense	6	119,455	113,167
		790,244	769,600
Working capital adjustments			
Decrease/(increase) in trade debtors	10	1,180,589	(693,129)
Increase in trade creditors	11	336,422	32,052
Cash generated from operations		2,307,255	108,523
Income taxes paid	6	(113,167)	(129,836)
Net cash flow from operating activities	-	2,194,088	(21,313)
Cash flows from investing activities			
Acquisition of subsidiaries	9	(2,037,651)	-
Acquisitions of tangible assets	-	(32,097)	(128,099)
Net cash flows from investing activities		(2,069,748)	(128,099)
Cash flows from financing activities			
Repayment of other borrowing		(2,850)	-
Net increase/(decrease) in cash and cash equivalents	•	121,490	(149,412)
Cash and cash equivalents at 1 January		132,494	281,906
Cash and cash equivalents at 31 December		253,984	132,494

Notes to the Financial Statements for the Year Ended 31 December 2016

1 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the Company's activities. Customers are billed in advance and less of government tax credits.

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class

Freehold buildings (excluding improvements)
Building improvements
Office equipment
Fixtures, fittings and equipment
Motor vehicles

Depreciation method and rate

2% straight line 5% straight line 25% and 50% straight line 10%, 20% and 25% straight line 25% reducing balance

Notes to the Financial Statements for the Year Ended 31 December 2016

Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

Intangible assets

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the company's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is held in the currency of the acquired entity and revalued to the closing rate at each reporting period date.

Negative goodwill arising on an acquisition is recognised on the face of the balance sheet on the acquisition date and subsequently the excess up to the fair value of non-monetary assets acquired is recognised in profit or loss in the periods in which the non-monetary assets are recovered.

Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Asset class

Amortisation method and rate 25% straight line

Purchased goodwill

Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade debtors

Trade debtors are amounts due from customers for services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Notes to the Financial Statements for the Year Ended 31 December 2016

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Leases

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

2 Operating profit

Arrived at after charging/(crediting)

	2016	2015
	£	£
Depreciation expense	42,767	59,421
Operating lease expense - plant and machinery	474	-

Notes to the Financial Statements for the Year Ended 31 December 2016

3 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:	,	
,,,,,	2016 £	2015 £
Wages and salaries	2,046,946	1,890,686
Social security costs	129,418	125,223
Other short-term employee benefits	6,246	3,121
Pension costs, defined contribution scheme	20,881	18,182
Other employee expense	32,233	32,255
	2,235,724	2,069,467
The average number of persons employed by the company (including direct category was as follows:	ctors) during the year	ar, analysed by
	2016	2015
	No.	No.
Nursery staff and administration	140	139
4 Directors' remuneration		
The directors' remuneration for the year was as follows:		•
	2016 £	2015 £
Remuneration	170,109	151,085
Contributions paid to money purchase schemes	9,908	9,600
, ,	180,017	160,685
During the year the number of directors who were receiving benefits and share i	ncentives was as follo	ows:
	2016	2015
	No.	No.
Accruing benefits under money purchase pension scheme	1	1
5 Auditors' remuneration		
	2016	2015
	£	£
Audit of the financial statements	9,075	8,525

Notes to the Financial Statements for the Year Ended 31 December 2016

6 Taxation

Tax charged/(credited) in the income statement

2016 2015 £ £ 119,455 113,167

Current taxation

UK corporation tax

7 Intangible assets

Cost or valuation

Amortisation

Carrying amount

At 31 December 2016

The aggregate amount of research and development expenditure recognised as an expense during the period is £Nil (2015 - £Nil).

Notes to the Financial Statements for the Year Ended 31 December 2016

8 Tangible assets

	Freehold land and buildings £	Fixtures and Fittings £	Motor vehicles	Office Equipment £	Total £
Cost or valuation					
At 1 January 2016	1,790,045	349,087	8,346	224,659	2,372,137
Additions	5,500	1,652	4,995	19,950	32,097
At 31 December 2016	1,795,545	350,739	13,341	244,609	2,404,234
Depreciation					
At 1 January 2016	. 263,745	340,340	5,496	203,957	813,538
Charge for the year	22,626	2,517	1,961	15,663	42,767
At 31 December 2016	286,371	342,857	7,457	219,620	856,305
Carrying amount					
At 31 December 2016	1,509,174	7,882	5,884	24,989	1,547,929
At 31 December 2015	1,526,300	8,747	2,850	20,702	1,558,599

Included within the net book value of land and buildings above is £1,509,174 (2015 - £1,526,300) in respect of freehold land and buildings.

Notes to the Financial Statements for the Year Ended 31 December 2016

Assets held under finance leases and hire purchase contracts

The net carrying amount of tangible assets includes the following amounts in respect of assets held under finance leases and hire purchase contracts:

Office equipment	2016 £	2015 £ 5,262
9 Investments in subsidiaries, joint ventures and associates		
Investments in subsidiaries	2016 £ 2,037,651	2015 £
Subsidiaries		£
Cost or valuation Additions		2,037,651
Provision		
Carrying amount		
At 31 December 2016		2,037,651

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Registered office Holding	Proportion of voting rights and shares held		
			2016	2015
Subsidiary undertakings	•			
Yellow Brick Nursery Limited		Ordinary shares	100%	0%
	United Kingdom	51.W. 45		
Yellow Brick House Nursery Limited		Ordinary shares	100%	0%
	United Kingdom			

The principal activity of Yellow Brick Nursery Limited is the provision of childcare facilities.

The principal activity of Yellow Brick House Nursery Limited is the provision of childcare facilities.

Notes to the Financial Statements for the Year Ended 31 December 2016

The profit for the financial period of Yellow Brick Nursery Limited was £27,991 and the aggregate amount of capital and reserves at the end of the period was £137,598.

The profit for the financial period of Yellow Brick House Nursery Limited was £448,899 and the aggregate amount of capital and reserves at the end of the period was £855,542.

10 Debtors

	Note	2016 £	2015 £
Trade debtors		49,554	13,714
Amounts owed by related parties	16	2,734,456	3,947,308
Prepayments	10	19,761	23,338
Total current trade and other debtors	_	2,803,771	3,984,360
11 Creditors	·		
		2016	2015
	Note	£	£
Due within one year			
Loans and borrowings		2,850	2,850
Trade creditors		45,096	65,215
Amounts due to related parties	16	450,324	-
Social security and other taxes		37,009	28,678
Outstanding defined contribution pension costs		1,792	1,447
Other payables		644	-
Accrued expenses		164,284	267,387
Income tax liability	6 _	119,455	113,167
	=	821,454	478,744
Due after one year			
Loans and borrowings	=	1,099	3,949

12 Pension and other schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £20,881 (2015 - £18,182).

Contributions totalling £1,792 (2015 - £1,447) were payable to the scheme at the end of the year and are included in creditors.

Notes to the Financial Statements for the Year Ended 31 December 2016

13 Share capital

Allotted, called up and fully paid shares

	2016		2015	
•	No.	£	No.	. £
Ordinary shares of £1 each	100	100	100	100
14 Obligations under leases and hire purchase contracts				
Finance leases				
The total of future minimum lease payments i	is as follows:	•		
			2016 £	2015 £
Not later than one year			2,850	2,850
Later than one year and not later than five year	ars	_	1,099	3,949
			3,949	6,799
Operating leases				
The total of future minimum lease payments i	is as follows:			
			2016	2015
			£	£
Not later than one year			48,000	51,120
Later than one year and not later than five year	ars		116,000	160,000
	·		164,000	211,120

15 Contingent liabilities

In conjunction with other members of the group of Moebius One Limited; the company has provided a legal guarantee on the secured creditors of Moebius Two Limited.

16 Related party transactions

Summary of transactions with parent

Crossco (1135) Limited

Parent company

During the year Crossco (1135) Limited provided funding and incurred expenses on behalf of Kingsclere Nurseries Limited totalling £528 (2015 - £nil). At the balance sheet date the amount due from Crossco (1135) Limited was £1,984,618 (2015 - £1,985,146).

Notes to the Financial Statements for the Year Ended 31 December 2016

Summary of transactions with other related parties

Moebius Two Limited

Holding company

During the year the company provided finance to Moebius Two Limited totalling £nil (2015 - £705,164) and received £1,194,671 (2015 - £nil). At the balance sheet date the amount due from Moebius Two Limited was £395,931 (2015 - £1,590,602).

Complete Childcare Limited

Fellow group company

Kingsclere Nurseries Limited incurred expenses on behalf of Complete Childcare Limited totalling £33,098 (2015 - £nil) and received £50,750 (2015 - £1,933). At the balance sheet date the amount due from Complete Childcare was £353,907 (2015 - £371,559).

Yellow Brick Nursery Limited

Fellow group company

Kingsclere Nurseries Limited received finance from Yellow Brick Nursery Limited totalling £25,680 (2015 - £nil). At the balance sheet date the amount due to Yellow Brick Nursery Limited was £25,680 (2015 - £nil).

Yellow Brick House Nursery Limited

Fellow group company

Kingsclere Nurseries Limited received finance from Yellow Brick House Nursery Limited totalling £424,644 (2015 - £nil). At the balance sheet date the amount due to Yellow Brick House Nursery Limited was £424,644 (2015 - £nil).

17 Parent and ultimate parent undertaking

The company's immediate parent is Crossco (1135) Limited, incorporated in UK.

The ultimate controlling party is Moebius One Limited, a company registered in the UK.