

COMPANY REGISTRATION NUMBER: 09648328

Compass Seacare Holdings Limited

Financial Statements

31 March 2023

Compass Seacare Holdings Limited

Strategic Report

Year ended 31 March 2023

The directors present their strategic report for the period ended 31 March 2022.

Review of the business

The principal activity of the company is that of a holding company. The results for the period and financial position of the company are shown in the annexed financial statements.

Future developments

The directors aim to maintain the management policies which have resulted in the subsidiary company's success in recent years. They consider that the next year will show a growth in sales from continuing operations.

Principal risks and uncertainties

The subsidiary company's principal risk is that of competitor price competition. In light of this the company's emphasis on service levels is key to retaining customers. Covid-19 has had a material impact on the business during the current and previous financial years. Financial assistance from the government has reduced the impact of the affect Covid-19 has had on trade and although the future impact remains uncertain, we are optimistic that the company will return to pre-level trade conditions and growth. The ultimate parent company will continue to provide all the necessary support required throughout this uncertain period.

This report was approved by the board of directors on 23 October 2023 and signed on behalf of the board by:

H Singh

Director

Registered office:

4 Broadgate

Broadway Business Park

Chadderton

Oldham

OL9 9XA

Compass Seacare Holdings Limited

Directors' Report

Year ended 31 March 2023

The directors present their report and the financial statements of the company for the year ended 31 March 2023 .

Incorporation

The company is a non trading holding company.

Directors

The directors who served the company during the year were as follows:

H Singh

CT Lim

S Singh

Dividends

Particulars of recommended dividends are detailed in note 7 to the financial statements.

Disclosure of information in the strategic report

In accordance with section 414C(11) of the Companies Act 2006 (Strategic Report and Directors Report) Regulations 2013 the company has chosen to include the strategic report information as required by schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. The directors have chosen to disclose information regarding the future developments and risk exposure of the company within their strategic report on page 2 of these financial statements.

Directors' responsibilities statement

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period. In preparing these financial statements, the directors are required to: - select suitable accounting policies and then apply them consistently; - make judgments and accounting estimates that are reasonable and prudent; - prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business. The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

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

This report was approved by the board of directors on 23 October 2023 and signed on behalf of the board by:

H Singh

Director

Registered office:

4 Broadgate

Broadway Business Park

Chadderton

Oldham

OL9 9XA

Compass Seacare Holdings Limited

Independent Auditor's Report to the Members of Compass Seacare Holdings Limited

Year ended 31 March 2023

Opinion

We have audited the financial statements of Compass Seacare Holdings Limited (the 'company') for the year ended 31 March 2023 which comprise the statement of income and retained earnings, statement of financial position and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 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 31 March 2023 and of its profit for the year then ended; - have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; - 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate 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. 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. 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 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 the 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.

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 directors' 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. 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: - Enquiries with management, about any known or suspected instances of non-compliance with laws and regulations and fraud. - Auditing the risk of management of override controls, including through testing journal entries and other adjustments for appropriateness. - Challenging assumptions and judgments made by management in their significant accounting estimates. Because of the field in which the client operates, we identified that employment law, health and safety legislation and compliance with the UK Companies Act are most likely to have a material impact on the financial statements. Owing to the inherent limitations of an audit, there's an unavoidable risk that some material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with ISAs (UK). For instance, the further removed non-compliances from the events and transactions reflected in the financial statements, the less likely the auditor is to become aware of it or to recognise the non-compliance. A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at 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 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.

Andrew Wadsworth FCCA

(Senior Statutory Auditor)

For and on behalf of

Edwards Veeder (UK) Limited

Chartered accountants & statutory auditor

4 Broadgate

Broadway Business Park

Chadderton

Oldham

OL9 9XA

23 October 2023

Compass Seacare Holdings Limited
Statement of Income and Retained Earnings
Year ended 31 March 2023

		2023	2022
	Note	£	£
Administrative expenses		2,793	48,280
		-----	-----
Operating loss	4	(2,793)	(48,280)
Income from shares in group undertakings	5	1,900,000	2,200,000
Interest payable and similar expenses	6	387,729	228,478
		-----	-----
Profit before taxation		1,509,478	1,923,242
Tax on profit		—	—
		-----	-----
Profit for the financial year and total comprehensive income		1,509,478	1,923,242
		-----	-----

All the activities of the company are from continuing operations.

Compass Seacare Holdings Limited

Statement of Financial Position

31 March 2023

		2023	2022
	Note	£	£
Fixed assets			
Investments	8	4,771,313	4,771,313
Current assets			
Debtors	9	3,453,257	3,738,209
Cash at bank and in hand		—	5,851
		3,453,257	3,744,060
Creditors: amounts falling due within one year	10	5,548	3,720
Net current assets		3,447,709	3,740,340
Total assets less current liabilities		8,219,022	8,511,653
Creditors: amounts falling due after more than one year	11	8,198,109	8,500,218
Net assets		20,913	11,435
Capital and reserves			
Called up share capital	12	1,000	1,000
Profit and loss account	13	19,913	10,435
Shareholders funds		20,913	11,435

These financial statements were approved by the board of directors and authorised for issue on 23 October 2023 , and are signed on behalf of the board by:

H Singh

Director

Company registration number: 09648328

Compass Seacare Holdings Limited

Notes to the Financial Statements

Year ended 31 March 2023

1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is 4 Broadgate, Broadway Business Park, Chadderton, Oldham, OL9 9XA.

2. Statement of compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis. The financial statements are prepared in sterling, which is the functional currency of the entity.

Short term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement in other operating expenses.

Going concern

Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of CH Holding Limited which can be obtained from the registered office, 4 Broadgate, Broadway Business Park, Chadderton, Oldham, OL9 9XA. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102: (a) Disclosures in respect of each class of share capital have not been presented. (b) No cash flow statement has been presented for the company. (c) Disclosures in respect of financial instruments have not been presented. (d) No disclosure has been given for the aggregate remuneration of key management personnel.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. There are no key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date. For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets. For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

Financial instruments

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument. Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Debt instruments are subsequently measured at amortised cost. Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognised in profit or loss. All other such investments are subsequently measured at cost less impairment. Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately. For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics. Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

4. Operating loss

Operating profit or loss is stated after charging:

	2023	2022
	£	£
Fees payable for the audit of the financial statements	1,621	3,109

5. Income from shares in group undertakings

	2023	2022
	£	£
Dividends from group undertakings	1,900,000	2,200,000

6. Interest payable and similar expenses

	2023	2022
	£	£
Interest on banks loans and overdrafts	387,729	228,478

7. Dividends

	2023	2022
	£	£
Dividends paid during the year (excluding those for which a liability existed at the end of the prior year)	1,500,000	500,000

8. Investments

	Shares in group undertakings
	£
Cost	
At 1 April 2022 and 31 March 2023	4,771,313
Impairment	
At 1 April 2022 and 31 March 2023	—
Carrying amount	
At 31 March 2023	4,771,313
At 31 March 2022	4,771,313

Subsidiaries, associates and other investments

	Registered office	Class of share	Percentage of shares held
Subsidiary undertakings			
Bed Factory Hotels Limited	4 Broadgate Broadway Business Park Oldham OL9 9XA	Ordinary	100

The results and capital and reserves for the year are as follows:

	Capital and reserves		Profit/(loss) for the year	
	2023	2022	2023	2022
	£	£	£	£
Subsidiary undertakings				
Bed Factory Hotels Limited	5,794,248	6,328,791	1,365,457	793,627

9. Debtors

	2023	2022
	£	£
Amounts owed by group undertakings	3,453,257	3,738,209
	-----	-----

10. Creditors: amounts falling due within one year

	2023	2022
	£	£
Bank loans and overdrafts	1,669	—
Accruals and deferred income	3,879	3,720
	-----	-----
	5,548	3,720
	-----	-----

The bank loan is repayable by instalments and interest is charged at 2.1%pa over bank base rate. It is secured by way of a charge over the assets of the company and an intercompany guarantee from Bed Factory Hotels Limited, the subsidiary company.

11. Creditors: amounts falling due after more than one year

	2023	2022
	£	£
Bank loans and overdrafts	5,487,613	5,735,499
Amounts owed to group undertakings	1,909,502	1,963,795
Amounts owed to undertakings in which the company has a participating interest	800,994	800,924
	-----	-----
	8,198,109	8,500,218
	-----	-----

The bank loan is repayable by instalments and interest is charged at 2.1%pa over bank base rate. It is secured by way of a charge over the assets of the company and an intercompany guarantee from Bed Factory Hotels Limited, the subsidiary company.

12. Called up share capital

Issued, called up and fully paid

	2023		2022	
	No.	£	No.	£
Ordinary shares of £ 1 each	1,000	1,000	1,000	1,000
	-----	-----	-----	-----

13. Reserves

Profit and loss account - This reserve records retained earnings and accumulated losses.

14. Related party transactions

Included within debtors due within one year is £3,453,257 (2022: £3,738,209) due from Bed Factory Hotels Limited, the wholly owned subsidiary of the company. This balance is unsecured, interest free and repayable on demand. Included within creditors over one year a balance of £1,909,502 (2022: £1,963,795) due to CH Holding Limited, the parent company of the group. The balances are unsecured and repayable on demand. Interest is charged on a daily basis at 4.25%pa on the original loan. Included within creditors over one year a balance of £800,994 (2022: £800,924) due to Seacare Hospitality (UK) Limited, the minority shareholder of the group. The balances are unsecured and repayable on demand. Interest is charged on a daily basis at 4.25%pa on the original loan.

15. Controlling party

The company is controlled by CH Holding Limited, a company incorporated in England & Wales, by virtue of the fact that this parent company owns the majority of the issued share capital.

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.