

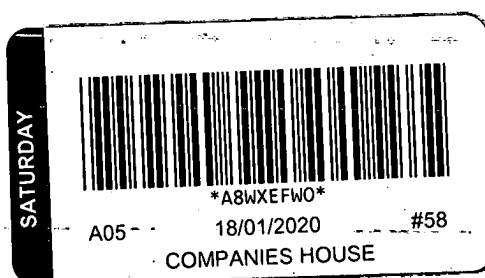
Registered number: 00983674

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

UNAUDITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2019



AYLESFORD & CO. (ESTATE AGENTS) LIMITED

COMPANY INFORMATION

Directors	A J Langton B A P Roberts C E Mitchell-Innes
Company secretary	J Hughes
Registered number	00983674
Registered office	440 Kings Road London SW10 0LH
Accountants	Grant Thornton UK LLP Chartered Accountants The Colmore Building 20 Colmore Circus Birmingham West Midlands B4 6AT
Bankers	Barclays Bank plc 1 Churchill Place Canary Wharf London E14 5HP
Solicitors	Grosvenor Law 60 Grosvenor Street London W1K 3HZ

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

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AYLESFORD & CO. (ESTATE AGENTS) LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2019**

The directors present their report and the financial statements for the year ended 31 March 2019.

Directors

The directors who served during the year were:

A J Langton
B A P Roberts
C S L Cockcroft (resigned 1 November 2019)

C E Mitchell-Innes was appointed as a director on 1 November 2019.

Directors' responsibilities statement

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 FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'). 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 and profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Qualifying third party indemnity provisions

The company has provided qualifying indemnity provisions in respect of the board of directors which were in force during the year and at the date of this report.

Small companies note

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

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2019**

This report was approved by the board and signed on its behalf.


J Hughes
Secretary

Date: 20.12.2019



Report to the directors on the preparation of the unaudited statutory financial statements of Aylesford & Co. (Estate Agents) Limited for the year ended 31 March 2019

We have compiled the accompanying financial statements of Aylesford & Co. (Estate Agents) Limited based on the information you have provided. These financial statements comprise the Statement of Financial Position of Aylesford & Co. (Estate Agents) Limited as at 31 March 2019, the Statement of Comprehensive Income for the year then ended, and a summary of significant accounting policies and other explanatory information.

We performed this compilation engagement in accordance with International Standard on Related Services 4410 (Revised), Compilation Engagements.

We have applied our expertise in accounting and financial reporting to assist you in the preparation and presentation of these financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. As a member firm of the Institute of Chartered Accountants in England and Wales, we are subject to its ethical and other professional requirements which are detailed at www.icaew.com.

These financial statements and the accuracy and completeness of the information used to compile them are your responsibility.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information you provided to us to compile these financial statements. Accordingly, we do not express an audit opinion or a review conclusion on whether these financial statements are prepared in accordance with United Kingdom Generally Accepted Accounting Practice.

This report is made solely to the Board of Directors of Aylesford & Co. (Estate Agents) Limited, as a body, in accordance with the terms of our engagement letter dated 8 November 2019. Our work has been undertaken solely to prepare for your approval the financial statements of Aylesford & Co. (Estate Agents) Limited and state those matters that we have agreed to state to the Board of Directors of Aylesford & Co. (Estate Agents) Limited, as a body, in this report in accordance with our engagement letter dated 8 November 2019. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Aylesford & Co. (Estate Agents) Limited and its Board of Directors, as a body, for our work or for this report.

Grant Thornton UK LLP

Grant Thornton UK LLP
Chartered Accountants
Birmingham

Date: *20 December 2019*

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2019**

	Note	2019 £	2018 £
Turnover		1,988,158	3,065,706
Cost of sales		(517,563)	(857,000)
Gross profit		1,470,595	2,208,706
Administrative expenses		(1,821,174)	(1,874,362)
Other operating income	3	-	111,000
Operating (loss)/profit		(350,579)	445,344
Interest receivable and similar income	5	2,397	1,325
Interest payable and expenses	6	(3,974)	(9,210)
(Loss)/profit before tax		(352,156)	437,459
Tax on (loss)/profit		64,658	(86,638)
(Loss)/profit for the financial year		(287,498)	350,821

There were no recognised gains and losses for 2019 or 2018 other than those included in the Statement of Comprehensive Income.

The notes on pages 6 to 16 form part of these financial statements.

AYLESFORD & CO. (ESTATE AGENTS) LIMITED
REGISTERED NUMBER:00983674

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2019

	Note	2019 £	2018 £
Fixed assets			
Intangible assets	7	704	15,765
Tangible assets	8	22,112	28,123
Investments	9	650	650
		<u>23,466</u>	<u>44,538</u>
Current assets			
Debtors: amounts falling due within one year	10	2,841,053	2,816,359
Cash at bank and in hand	11	5,063	325,520
		<u>2,846,116</u>	<u>3,141,879</u>
Creditors: amounts falling due within one year	12	(835,443)	(864,780)
Net current assets		<u>2,010,673</u>	<u>2,277,099</u>
Total assets less current liabilities		<u>2,034,139</u>	<u>2,321,637</u>
Net assets		<u><u>2,034,139</u></u>	<u><u>2,321,637</u></u>
Capital and reserves			
Called up share capital	13	3,000	3,000
Profit and loss account	14	2,031,139	2,318,637
		<u><u>2,034,139</u></u>	<u><u>2,321,637</u></u>

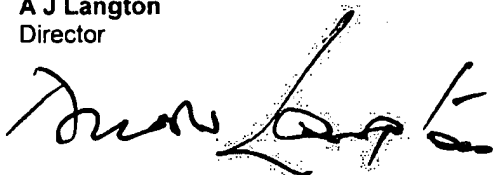
The directors consider that the company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the company to obtain an audit for the year in question in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 20 December 2019.

A J Langton
Director



AYLESFORD & CO. (ESTATE AGENTS) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

1. General information

Aylesford & Co. (Estate Agents) Limited is a private company limited by shares & incorporated in England and Wales. Registered number 00983674. Its registered office is located at 440 Kings Road, London, W310 0LH.

The principal activity of Aylesford & Co. (Estate Agents) Limited is the provision of estate agency services, marketing property in prime areas of London as well as select international properties.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

2.2 Going concern

In considering the going concern position of the company the directors have taken into consideration the position of the parent undertaking, Aylesford Holdings Limited as the company is reliant on the support of the parent undertaking.

The directors have prepared trading and cash flow forecasts for at least 12 months from the date of signing the financial statements which indicate the company's ability to meet its debts as they fall due. The forecasts include key assumptions around the amount and timing of commissions receivable, which the directors have forecast based on information currently available to them, and are inherently uncertain in the sector in which the company operates.

As such, the directors consider it appropriate to continue to prepare the financial statements on a going concern basis.

2.3 Revenue

Revenue comprises commission and fees receivable, stated net of value added tax. Commission earned on sales of residential property is recognised on exchange of contract to the extent it is expected to complete and the company has fulfilled all of its contractual obligations. Commission earned on the letting of residential property is recognised over the period of the letting. Income from other services is recognised in the period the services are provided.

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

2. Accounting policies (continued)

2.4 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Website development costs	-	33% straight line
Trademarks	-	33% straight line

2.5 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Leasehold Improvements	- 25% straight line
Plant & machinery	- 33.3% straight line
Motor vehicles	- 25% straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively, if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

2. Accounting policies (continued)

2.6 Valuation of investments

Investments are shown at cost less provision for impairment.

2.7 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.8 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.9 Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, amounts owed to group undertakings; loans to related parties and investments in non-puttable ordinary shares.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.10 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

2. Accounting policies (continued)

2.11 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'other operating income'.

2.12 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.13 Operating leases

Rentals paid under operating leases are charged to the Statement of Comprehensive Income on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

2. Accounting policies (continued)

2.14 Pensions

Defined contribution pension plan

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the company in independently administered funds.

2.15 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

2.16 Provisions for liabilities

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of Comprehensive Income in the year that the company becomes aware of the obligation, and are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

2. Accounting policies (continued)

2.17 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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 income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

3. Other operating income

	2019 £	2018 £
Other operating income	-	111,000

4. Employees

The average monthly number of employees, including directors, during the year was 19 (2018 - 25).

5. Interest receivable

	2019 £	2018 £
Other interest receivable	2,397	1,325

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

6. Interest payable and similar expenses

	2019 £	2018 £
Bank interest payable	939	2,409
Other interest payable	3,035	6,801
	<u>3,974</u>	<u>9,210</u>

7. Intangible assets

	Trademarks £	Website software development £	Total £
Cost			
At 1 April 2018	4,516	45,260	49,776
At 31 March 2019	<u>4,516</u>	<u>45,260</u>	<u>49,776</u>
Amortisation			
At 1 April 2018	3,198	30,813	34,011
Charge for the year	1,318	13,743	15,061
At 31 March 2019	<u>4,516</u>	<u>44,556</u>	<u>49,072</u>
Net book value			
At 31 March 2019	<u>-</u>	<u>704</u>	<u>704</u>
At 31 March 2018	<u>1,318</u>	<u>14,447</u>	<u>15,765</u>

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

8. Tangible fixed assets

	Leasehold Improvements £	Plant & machinery £	Motor vehicles £	Total £
Cost or valuation				
At 1 April 2018	20,188	8,336	17,500	46,024
Additions	-	7,667	-	7,667
Disposals	(743)	-	-	(743)
At 31 March 2019	19,445	16,003	17,500	52,948
Depreciation				
At 1 April 2018	11,884	5,652	365	17,901
Charge for the year	3,858	4,702	4,375	12,935
At 31 March 2019	15,742	10,354	4,740	30,836
Net book value				
At 31 March 2019	3,703	5,649	12,760	22,112
At 31 March 2018	8,304	2,684	17,135	28,123

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

9. Fixed asset investments

	Unlisted investments £
Cost or valuation	
At 1 April 2018	650
At 31 March 2019	<u>650</u>
Net book value	
At 31 March 2019	<u>650</u>
At 31 March 2018	<u>650</u>

The investment is a minority stake in an unlisted company.

10. Debtors

	2019 £	2018 £
Trade debtors	9,989	1,148
Amounts owed by group undertakings	2,788,453	2,627,956
Other debtors	9,953	130,795
Prepayments and accrued income	17,917	49,589
Deferred taxation	14,741	6,871
	<u>2,841,053</u>	<u>2,816,359</u>

Amounts owed by group undertakings are trading balances that do not bear interest and are repayable on demand.

An impairment loss of £Nil (2018: £6,000) was recognised against trade debtors.

11. Cash and cash equivalents

	2019 £	2018 £
Cash at bank and in hand	<u>5,063</u>	<u>325,520</u>

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

12. Creditors: Amounts falling due within one year

	2019 £	2018 £
Trade creditors	124,557	67,195
Amounts owed to group undertakings	34,162	27,175
Corporation tax	89,119	148,907
Other taxation and social security	211,945	439,887
Other creditors	89,950	70,476
Accruals and deferred income	285,710	111,140
	<u>835,443</u>	<u>864,780</u>

Amounts owed to group undertakings are trading balances that do not bear interest and are repayable on demand.

13. Share capital

	2019 £	2018 £
Authorised		
530,000 Ordinary shares of £0.05 each	26,500	26,500
800,000 Deferred shares of £0.05 each	40,000	40,000
	<u>66,500</u>	<u>66,500</u>
Allotted, called up and fully paid		
20,000 Ordinary shares of £0.05 each	1,000	1,000
40,000 Deferred shares of £0.05 each	2,000	2,000
	<u>3,000</u>	<u>3,000</u>

Ordinary shares have full voting rights.

Deferred shares have no voting rights and only have the right to repayment of full paid up capital.

14. Reserves

Profit & loss account

The profit and loss account contains all current and prior period retained profit and losses.

AYLESFORD & CO. (ESTATE AGENTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

15. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £28,584 (2018: £35,746). Contributions totalling £Nil (2018: £Nil) were payable to the fund at the reporting date.

16. Commitments under operating leases

At 31 March 2019 the company had future minimum lease payments under non-cancellable operating leases as follows:

	2019 £	2018 £
Land and buildings		
Not later than 1 year	91,667	91,667
Within 2-5 years	-	-
Later than 5 years	-	-
	<u>91,667</u>	<u>91,667</u>
Other items		
Not later than 1 year	41,624	41,624
Within 2-5 years	95,539	135,162
Later than 5 years	-	-
	<u>137,163</u>	<u>176,786</u>

17. Related party transactions

The company has taken advantage of the exemption, under Section 33 of FRS 102 Related Party Disclosures, not to disclose related party transactions with wholly owned subsidiaries within the group.

A balance is due to a director in respect of services provided amounting to £32,930 (2018: £32,930).

18. Controlling party

The company is an immediate subsidiary undertaking of Aylesford Holdings Limited, a company registered in England and Wales.

The ultimate holding company is Aylesford International Holdings SA, a company registered in the British Virgin Islands. A Langton is the ultimate controlling party by virtue of his controlling interest in the ultimate holding company.