International School of London (Surrey) Limited Report and Financial Statements 31 August 2017

Company Registration Number 01226711

Rawi & Co Associates Ltd

Chartered Accountants and Registered Auditors

128 Ebury Street

London

SW1W 9QQ



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International School of London (Surrey) Limited Company Information

Directors

Mr A.N.Makarem Mr N. A. Makarem

Secretary

Mr A.N.Makarem

Auditors

Rawi & Co Associates Ltd 128 Ebury Street London SW1W 9QQ

Bankers

Natwest Bank 135 Bishopsgate London EC2M 3UR

Registered office

Old Woking Road Woking Surrey GU22 8HY

Registered number

01226711

International School of London (Surrey) Limited

Registered number:

01226711

Directors' Report

The directors present their report and financial statements for the year ended 31 August 2017.

Principal activities

The company's principal activity during the year continued to be that of providing 'Educational Services' within the meaning of the Education Act 1944.

Events since the balance sheet date

There are no matters to report as post balance sheet events.

Directors

The following persons served as directors during the year:

Mr A.N.Makarem Mr N. A. Makarem

Going Concern

The directors have assessed the reasonableness of adopting the going concern basis in preparing the financial statements in the light of commercial performance and position of the company and its conduct of the financial affairs subsequent to the balance sheet date.

The directors have a reasonable expectation that the company has adequate available resources to continue in operational existence for the forseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Directors' responsibilities

The directors are responsible for preparing the report and 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 (Financial Reporting Standard 102 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 then apply them consistently;
- make judgements and 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

International School of London (Surrey) Limited

Registered number:

01226711

Directors' Report

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. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions

Post balance sheet events

Following a complete review of the company's business activities during 2016-17, the secondary school section has been closed from the academic year 2017-18. The directors expect the losses to be substantially lower and the school will concentrate on improving the primary school activities. The directors expect the company to make profits from the year 2020-21 onwards.

Strategic Report

The company has chosen in accordance with S.414C(11) Companies Act 2006 to set out in the company's strategic report information required by schedule 7 of the Large and Medium sized Companies and Groups (Accounts and Reports) Regulations 2008 to be contained in the directors' report. It has done so in respect of future developments.

Disclosure of information to auditors

Each person who was a director at the time this report was approved confirms that:

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

Mr A.N.Makarem

Director

International School of London (Surrey) Limited Strategic Report

Results, dividends and business review

The directors present their strategic report for the year ended 31 August 2017.

Turnover fell by 16.89% to £3,338,881 (2016: £4,017,411) during the year, compared to last year and losses before taxes increased by 27.40% to £1,510,215 (2016: £1,185,436). The company has net liabilities of £8,592,704 (2016: £7,060,416). The directors expect that the company become profitable from 2020-21 onwards.

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or the position of the business.

Risks and uncertainites

The company provides private education to the children of families living mainly in Surrey. The school's primary source of income is tuition fees collected from students and as such the school's financial performance is directly linked to the number of students enrolled. With a high turnover of students due to family mobility, student enrolment is positively and/or adversely affected by the economic situation in London, as well as global economic forces. The company is undergoing changes and expects to increase intake of students in the coming years following a period of consolidation. The directors expect that the company will become profitable from 2020-21 onwards.

Future developments

The directors aim to reverse the loss making trend that has besotted the company for the past few years by exploring various avenues open to them, including the enrolment of internationally minded students who are long-term residents of the UK.

	28/05/2018
This report was approved by the board	on and signed on its behalf.
Mr A.N.Makarem	

International School of London (Surrey) Limited Independent auditors' report to the members of International School of London (Surrey) Limited

Opinion

We have audited the financial statements of International School of London (Surrey) Limited for the year ended 31 August 2017 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, 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 the Republic of Ireland' (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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 August 2017 and of its loss 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 of opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

- 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.

Other information

The other information comprises the information included in the report and financial statements, 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 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.

International School of London (Surrey) Limited Independent auditors' report to the members of International School of London (Surrey) Limited

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

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; or

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.

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.

RRami

Mr Radwan Rawi (Senior Statutory Auditor) for and on behalf of Rawi & Co Associates Ltd Chartered Accountants and Registered Auditors

128 Ebury Street London SW1W 9QQ

International School of London (Surrey) Limited Income Statement for the year ended 31 August 2017

	Notes	2017 £	2016 £
Turnover	2	3,338,881	4,017,411
Cost of sales		(3,235,175)	(3,218,376)
Gross profit		103,706	799,035
Administrative expenses	-	(1,613,921)	(1,984,471)
Operating loss	3	(1,510,215)	(1,185,436)
Loss on ordinary activities before taxation		(1,510,215)	(1,185,436)
Tax on loss on ordinary activities	5	(22,073)	6,034
Loss for the financial year		(1,532,288)	(1,179,402)

International School of London (Surrey) Limited Statement of Financial Position as at 31 August 2017

	Notes		2017 £		2016 £
Fixed assets					
Tangible assets	6	• •	266,563	_	214,452
Current assets					
Stocks	7	42,969		47,516	
Debtors	8	494,027		1,576,945	
Cash at bank and in hand		82,606		280,915	
		619,602		1,905,376	
Creditors: amounts falling					•
due within one year	9	(9,478,751)		(9,180,244)	
Net current liabilities	•		(8,859,149)		(7,274,868)
Total assets less current liabilities	f	•	(8,592,586)	_	(7,060,416)
Provisions for liabilities					
Deferred taxation	10		(118)		-
Net liabilities			(8,592,704)	-	(7,060,416)
Capital and reserves					
Called up share capital	11		1,760,000	•	1,760,000
Profit and loss account	12		(10,352,704)		(8,820,416)
Total equity		-	(8,592,704)	-	(7,060,416)

Mr A.N.Makarem

International School of London (Surrey) Limited Statement of Changes in Equity for the year ended 31 August 2017

	Share capital	Profit and loss account	Total
	£	£	£
At 1 September 2015	1,760,000	(7,641,014)	(5,881,014)
Loss for the financial year		(1,179,402)	(1,179,402)
At 31 August 2016	1,760,000	(8,820,416)	(7,060,416)
At 1 September 2016	1,760,000	(8,820,416)	(7,060,416)
Loss for the financial year		(1,532,288)	(1,532,288)
At 31 August 2017	1,760,000	(10,352,704)	(8,592,704)

1 Summary of significant accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Going concern

The company meets its day to day working capital requirement through internal funding from its parent undertaking, International Community College Limited

The directors have indicated that it is resonable to rely on the continuation, into the foreseeable future, of financial support of its immediate and ultimate parent undertakings. On the basis of this information and the conduct of its financial affairs subsequent to the balance sheet date, the directors consider it appropriate to prepare the financial statements on the going concern basis.

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.

Turnover

Turnover represents the value of fees receivable during year, net of any discounts. Turnover is attributable to one continuing activity of providing educational services.

Turnover represents tuition fees receivable and income from other educational activities, net of value added tax and discounts and is evenly recognised over the terms in the academic year.

Any amounts charged in respect of courses that have not started by the year end are held on the balance sheet as deferred income.

Turnover is attributable to only one activity that of providing educational services in the United Kingdom.

Depreciation

Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Plant and machinery 3-5 years Straight Line Basis

Leasehold land and buildings over the lease term

Motor vehicle 10 years Straight Line Basis

Stocks

Stocks consisting of library books and sportswear are valued by the directors at the lower of cost and net realisable value.

Deferred taxation

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes. Deferred tax is calculated on an un-discounted basis at the tax rates which are expected to apply in the periods when the timing differences will reverse.

Debtors

Short term debtors are measured at transaction price (which is usually the invoice price), less any impairment losses for bad and doubtful debts. Loans and other financial assets are initially recognised at transaction price including any transaction costs and subsequently measured at amortised cost determined using the effective interest method, less any impairment losses for bad and doubtful debts.

Creditors

Short term creditors are measured at transaction price (which is usually the invoice price). Loans and other financial liabilities are initially recognised at transaction price net of any transaction costs and subsequently measured at amortised cost determined using the effective interest method.

Taxation

A current tax liability is recognised for the tax payable on the taxable profit of the current and past periods. A current tax asset is recognised in respect of a tax loss that can be carried back to recover tax paid in a previous period. Deferred tax is recognised in respect of all timing differences between the recognition of income and expenses in the financial statements and their inclusion in tax assessments. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference, except for revalued land and investment property where the tax rate that applies to the sale of the asset is used. Current and deferred tax assets and liabilities are not discounted.

Provisions

Provisions (ie liabilities of uncertain timing or amount) are recognised when there is an obligation at the reporting date as a result of a past event, it is probable that economic benefit will be transferred to settle the obligation and the amount of the obligation can be estimated reliably.

Foreign currency translation

Transactions in foreign currencies are initially recognised at the rate of exchange ruling at the date of the transaction.

At the end of each reporting period foreign currency monetary items are translated at the closing rate of exchange. Non-monetary items that are measured at historical cost are translated at the rate ruling at the date of the transaction. All differences are charged to profit or loss.

Leased assets

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. All other leases are classified as operating leases. The rights of use and obligations under finance leases are initially recognised as assets and liabilities at amounts equal to the fair value of the leased assets or, if lower, the present value of the minimum lease payments. Minimum lease payments are apportioned between the finance charge and the reduction in the outstanding liability using the effective interest rate method. The finance charge is allocated to each period during the lease so as to produce a constant periodic rate of interest on the remaining balance of the liability. Leased assets are depreciated in accordance with the company's policy for tangible fixed assets. If there is no reasonable certainty that ownership will be obtained at the end of the lease term, the asset is depreciated over the lower of the lease term and its useful life. Operating lease payments are recognised as an expense on a straight line basis over the lease term.

Pensions

Contributions to defined contribution plans are expensed in the period to which they relate.

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

Statement of cash flows

In accordance with FRS102 section 7 the company has not prepared a statement of cash flows as its parent undertaking, International Community College Ltd produces publicly available consolidated financial statements.

2	Analysis of turnover	2017 £	2016 £
	Services rendered	3,338,881	4,017,411
	By geographical market:		
	UK	3,338,881	4,017,411
3	Operating Loss This is stated after charging:	2017 £	2016 £
	Depreciation of owned fixed assets Operating lease rentals - plant and machinery Operating lease rentals - land and buildings Auditors' remuneration for audit services Key management personnel compensation (including directors' emoluments)	100,625 3,677 404,000 21,294	103,589 7,355 404,000 25,244 90,000

4 Staff costs	2017 £	2016 £
Wages and salaries Social security costs Other pension costs	2,940,577 267,251 152,321 3,360,149	2,772,952 264,102 129,488 3,166,542
Average number of employees during the year	Number	Number
Administration Teaching and support	10 83 93	10 89 99
5 Taxation	2017 £	2016 £
Analysis of charge in period Deferred tax:	_	_
Origination and reversal of timing differences	22,073	(6,034)
Factors affecting tax charge for period The difference between the tax assessed for the period and the explained as follows:	standard rate of cor	poration tax is
	2017 £	2016 £
Loss on ordinary activities before tax	(1,510,215)	(1,185,436)
Standard rate of corporation tax in the UK	19.58%	20.00%
	£	£
Loss on ordinary activities multiplied by the standard rate of corporation tax	(295,700)	(237,087)
Effects of: Expenses not deductible for tax purposes	6,655	6,789
(Capital allowances for period in excess of depreciation) / Depreciation for period in excess of depreciation	(21,630)	6,483
Utilisation of tax losses	310,675	0,703
		223,815

6 Tangible fixed assets

6	Tangible fixed assets			
		Plant and	Motor	
		machinery	vehicles	Total
		At cost	At cost	
		£	£	£
	Cost or valuation			
	At 1 September 2016	1,226,205	65,599	1,291,804
	Additions	140,516	12,220	152,736
	Disposals	(26,833)	<u> </u>	(26,833)
	At 31 August 2017	1,339,888	77,819	1,417,707
	Depreciation			
	At 1 September 2016	1,044,552	32,800	1,077,352
	Charge for the year	92,843	7,782	100,625
	On disposals	(26,833)	<u> </u>	(26,833)
	At 31 August 2017	1,110,562	40,582	1,151,144
	Carrying amount			
	At 31 August 2017	229,326	37,237	266,563
	At 31 August 2016	181,653	32,799	214,452
7	Stocks		2017 £	2016 £
			•	~
	Library books and sportswear		42,969	47,516
8	Debtors		2017	2016
			£	£
	Trade debtors		378,044	1,399,148
	Deferred tax asset (see note 10)		-	21,955
	Other debtors		71,732	126,884
	Prepayments and accrued income		44,251	28,958
			494,027	1,576,945
9	Creditors: amounts falling due within one year		2017	2016
•	orealtors, amounts raining due within one year		£	£
	Trade creditors		42,675	97,653
	Amounts owed to group undertakings and undertaking	ngs in which	. ,	•
	the company has a participating interest	-	8,088,413	5,491,324
	Other taxes and social security costs	•	73,743	73,679
	Other creditors		327,346	337,151
	Accruals and deferred income		946,574	3,180,437
		•	9,478,751	9,180,244
				1

10	Deferred taxation			2017 £	2016 £
	Accelerated capital allowances			118	(21,955)
				2017 £	2016 £
	At 1 September Charged/(credited) to the profit and lo	oss account		(21,955) 22,073	(15,921) (6,034)
	At 31 August			118	(21,955)
11	Share capital	Nominal value	2017 Number	2017 £	2016 £
	Allotted, called up and fully paid: Ordinary shares	£1 each	1,760,000	1,760,000	1,760,000

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company. All ordinary shares rank equally with regard to the company's residual assets.

12 Profit and loss account	2017 £	2016 £
At 1 September	(8,820,416)	(7,641,014)
Loss for the financial year	(1,532,288)	(1,179,402)
At 31 August	(10,352,704)	(8,820,416)

13 Other financial commitments

Total future minimum lease payments under non-cancellable operating leases:

	Land and buildings 2017 £	Land and buildings 2016 £	Other 2017 £	Other 2016
Falling due:				
within one year	378,000	378,000	3,677	-
within two to five years	1,512,000	1,512,000	· -	7,355
in over five years	599,622	977,622		
	2,489,622	2,867,622	3,677	7,355

14	Loans to directors Description and conditions	B/fwd	Paid	Repaid	C/fwd
		£	£	£	£
	Mr A.N.Makarem	•			
	Advanced payments	30,000		(30,000)	-
15	Related party transactions		·	2017 £	2016 £
	Rent paid to associate			378,000	378,000
	Amount due from associate			71,732	77,627

Associate refers to a company where the shareholders of the ultimate parent company (note 17) have significant control.

The company has provided a guarantee of £4,290,660 (2016- £4,290,660) to secure bank borrowings of its associate.

The company has taken advantage of the exemption allowed in FRS 102 in section 33 and has not disclosed details of related party transactions with 100% owned entities within the Group.

16 Employer Pension Scheme

The company operates a defined contribution scheme. During the year the company contributed £152,321 (2016 - £129,488). There were outstanding contribution of £33,992 at the year end included in creditors amounts falling due within one year.

17 Ultimate Parent Company

In the opinion of the directors the ultimate holding company is Educational Associates Limited, a company incorporated in the British Virgin Islands.

18 Legal form of entity and country of incorporation

International School of London (Surrey) Limited is a private company limited by shares and incorporated in England.

19 Principal place of business

The address of the company's principal place of business and registered office is:

Old Woking Road Woking Surrey GU22 8HY

20 Going Concern

During the current year the company incurred losses of £1,532,288. As at the Balance sheet date, the company had net liabilities of £8,592,704 including £8,088,413 due to the parent company.

The parent and associates have given undertakings to continue to financially support the company.

21 Events after the end of reporting period

The secondary school section has been closed from the academic year 2017-18 following a complete review during 2016/17. The directors expect the losses to be substantially lower and the school will concentrate on improving the primary school activities. The directors expect the company to make profits from the year 2020-21 onwards.