

Company Number: 01853634

Town and Country Garden Centres Limited
Directors' Report and Financial Statements
for the Year Ended 31 December 2014

THURSDAY



A4GL1RCG

A24

24/09/2015

#31

COMPANIES HOUSE

Town and Country Garden Centres Limited

Contents

| | |
|---|--------|
| Company Information | 1 |
| Directors' Report | 2 |
| Independent Auditor's Report | 3 to 4 |
| Profit and Loss Account | 5 |
| Balance Sheet | 6 |
| Notes to the Financial Statements | 7 to 8 |

Town and Country Garden Centres Limited
Company Information

Directors C Campbell-Preston
M C Dalrymple

Company secretary C Campbell-Preston

Registered office Townsend Yard
Highgate High Street
London
N6 5JF

Auditors Hawsons Chartered Accountants
Jubilee House
32 Duncan Close
Moulton Park
Northampton
NN3 6WL

Town and Country Garden Centres Limited
Directors' Report for the Year Ended 31 December 2014

The directors present their report and the financial statements for the year ended 31 December 2014.

Statement of directors responsibilities

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). 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; 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.

Principal activity

The principal activity of the company is that of a holding company.

Results and dividends

The company did not trade during the year.

The directors do not recommend the payment of a dividend on the ordinary shares (2013: £Nil).

Directors of the company

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

C Campbell-Preston

M C Dalrymple

Disclosure of information to the auditors

The directors of the company who held office at the date of the approval of this Annual Report as set out above each confirm that:

- so far as they are aware, there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Approved by the Board and signed on its behalf by:



C Campbell-Preston
Director

21 September 2015

Independent Auditor's Report to the Members of Town and Country Garden Centres Limited

We have audited the financial statements of Town and Country Garden Centres Limited for the year ended 31 December 2014, set out on pages 5 to 8. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (Effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 2), 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.

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 Directors' 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 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to smaller entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Independent Auditor's Report to the Members of
Town and Country Garden Centres Limited**

..... continued

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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Directors' Report.

Hawsons

David Owens

Senior Statutory Auditor

For and on behalf of Hawsons Chartered Accountants

Statutory Auditor

Jubilee House

32 Duncan Close

Moulton Park

Northampton

NN3 6WL

21 September 2015

Town and Country Garden Centres Limited
Profit and Loss Account for the Year Ended 31 December 2014

| | Note | 2014 £ | 2013 £ |
|--|------|-----------|-----------|
| Turnover | | - | - |
| Operating profit/(loss) | | - | - |
| Profit/(loss) on ordinary activities before taxation | | - | - |
| Tax on profit on ordinary activities | 2 | - | 163 |
| Profit for the financial year | 6 | - | 163 |

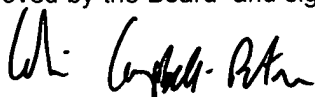
Town and Country Garden Centres Limited

(Registration number: 01853634)

Balance Sheet at 31 December 2014

| | Note | 2014 £ | 2013 £ |
|--|------|------------------|------------------|
| Fixed assets | | | |
| Investments | 3 | 1,000 | 1,000 |
| Creditors: Amounts falling due within one year | 4 | <u>(6,137)</u> | <u>(6,137)</u> |
| Net liabilities | | <u>(5,137)</u> | <u>(5,137)</u> |
| Capital and reserves | | | |
| Called up share capital | 5 | 279,466 | 279,466 |
| Share premium account | 6 | 335,947 | 335,947 |
| Profit and loss account | 6 | <u>(620,550)</u> | <u>(620,550)</u> |
| Shareholders' deficit | | <u>(5,137)</u> | <u>(5,137)</u> |

Approved by the Board and signed on its behalf by:



C Campbell-Preston
Director

21 September 2015

Town and Country Garden Centres Limited
Notes to the Financial Statements for the Year Ended 31 December 2014

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Under section 399 of the Companies Act 2006 the group is exempt from the requirement to prepare group accounts by virtue of its size. Therefore the accounts present information about the company as an individual undertaking and not about its group.

Cash flow statement

The accounts do not include a cash flow statement because the company, as a small reporting entity, is exempt from the requirements to prepare such a statement.

Investment in subsidiary undertakings

The investment in subsidiary undertakings is stated at cost less provision for any impairment in value.

Associates

The company is part of a small group. The company has taken advantage of the exemption provided by Section 398 of the Companies Act 2006 and has not prepared group accounts.

2 Taxation

| | 2014 £ | 2013 £ |
|--|-----------|--------------|
| Current tax | | |
| Adjustments in respect of previous years | - | (163) |
| | <u>-</u> | <u>(163)</u> |

3 Investments held as fixed assets

| | Shares in subsidiary undertakings £ |
|--|--|
| Cost | |
| At 1 January 2014 | 406,919 |
| At 31 December 2014 | 406,919 |
| Provision | |
| At 1 January 2014 and 31 December 2014 | 405,919 |
| Net book value | |
| At 31 December 2014 | 1,000 |
| At 31 December 2013 | 1,000 |

Town and Country Garden Centres Limited

Notes to the Financial Statements for the Year Ended 31 December 2014

..... continued

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 | Holding | Proportion of voting rights and shares held | Principal activity |
|-----------------------------------|----------|---|---------------------|
| Subsidiary undertakings | | | |
| Capital Garden Landscapes Limited | Ordinary | 100% | Landscape Gardening |
| Morden Hall Garden Centre | Ordinary | 25% | Dormant |

4 Creditors: Amounts falling due within one year

| | 2014 £ | 2013 £ |
|------------------------------------|--------------|--------------|
| Amounts owed to group undertakings | <u>6,137</u> | <u>6,137</u> |

5 Share capital

Allotted, called up and fully paid shares

| | 2014 | | 2013 | |
|--------------------------------|----------------|----------------|----------------|----------------|
| | No. | £ | No. | £ |
| 'A' Ordinary shares of £1 each | 30,000 | 30,000 | 30,000 | 30,000 |
| 'B' Ordinary shares of £1 each | 249,466 | 249,466 | 249,466 | 249,466 |
| | <u>279,466</u> | <u>279,466</u> | <u>279,466</u> | <u>279,466</u> |

6 Reserves

| | Share premium account £ | Profit and loss account £ | Total £ |
|---------------------|----------------------------|------------------------------|------------------|
| At 1 January 2014 | <u>335,947</u> | <u>(620,550)</u> | <u>(284,603)</u> |
| At 31 December 2014 | <u>335,947</u> | <u>(620,550)</u> | <u>(284,603)</u> |

7 Control

The company is controlled by Cap G (Investments) Limited, a company incorporated in England. The ultimate controlling party is Capital Gardens Limited, a company incorporated in England.

Related party transactions

The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group.