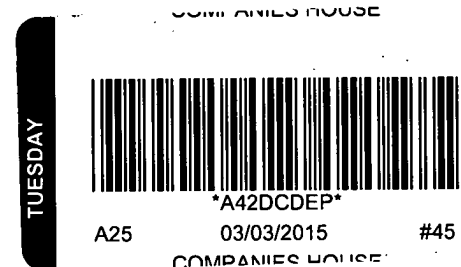


Financial Statements Goadsby & Harding (Holdings) Limited

For the year ended 30 June 2014



Registered number: 2446167

Goadsby & Harding (Holdings) Limited

Company Information

Registered number 2446167

Registered office 99 Holdenhurst Road
Bournemouth
Dorset
BH8 8DY

Directors R D N Craven
D Errington
N Price
D N Huck

Company secretary D Errington

Website www.goadsby.com

Independent auditor Grant Thornton UK LLP
Chartered Accountants & Statutory Auditor
No 1 Dorset Street
Southampton
Hampshire
SO15 2DP

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Directors' Report

For the year ended 30 June 2014

The directors present their report and the financial statements for the year ended 30 June 2014.

Results and dividends

The profit for the year, after taxation, amounted to £44,611 (2013 - £53,400).

Particulars of dividends paid during the year are outlined in Note 16 to the financial statements.

Directors

The directors who served during the year were:

R D N Craven
D Errington
N Price
D N Huck

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, 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 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.

Directors' Report

For the year ended 30 June 2014

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

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

Auditor

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 29/1/15

and signed on its behalf.



D Errington
Secretary

Strategic Report

For the year ended 30 June 2014

Business review

The principal activity of the company was acting as a holding company for its trading subsidiaries and providing management services.

The audited financial statements for the year ended 30 June 2014 are set out on pages 6 to 17. The profit before taxation was £56,781 (2013: £61,849).

Financial risk management objectives and policies

Overview

The company uses financial instrument, other than derivatives, comprising borrowings, cash and other liquid resources and various other items such as trade debtors and creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations. The main risks arising from the company financial instruments are interest rate risk and liquidity risk. The policies have remained unchanged from previous periods.

Interest rate risk

The company finances its operations through a mixture of retained profits, bank borrowings, inter-company accounts and finance leases. The company's exposure to interest rate fluctuations on its borrowings is managed on a group basis by the use of both fixed and floating facilities.

Liquidity risk

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. Primarily this is achieved through inter-company accounts or through loans arranged at group level. Short term flexibility is achieved by overdraft facilities.

Outlook

The Board remains cautious of the long term market conditions. As such, ways to maximise revenues and a close monitoring of costs is at the forefront of our minds, to ensure medium to long term profitability of the company.

Employees and employment practice

The company pursues an employment policy of equal opportunity and strives to follow best practice in recruitment and selection. It does not discriminate on the grounds of race, nationality, sex, marital status, disability religious or political beliefs.

This report was approved by the board on


D Errington
Director

29/1/15

and signed on its behalf.

Independent Auditor's Report to the Members of Goadsby & Harding (Holdings) Limited

We have audited the financial statements of Goadsby & Harding (Holdings) Limited for the year ended 30 June 2014, which comprise the Profit and loss account, the Balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the 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. 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion 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.



Independent Auditor's Report to the Members of Goadsby & Harding (Holdings) Limited

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.

Grant Thornton UK LLP

Stephen Mills (Senior statutory auditor)

for and on behalf of

Grant Thornton UK LLP

Statutory Auditor

Chartered Accountants

Southampton

Date: 30/1/15

Profit and Loss Account

For the year ended 30 June 2014

	Note	2014 £	2013 £
Turnover	1,2	1,215,432	996,527
Other operating charges		(571,450)	(433,142)
Staff costs		(684,438)	(493,365)
Depreciation and amortisation		(48,131)	(47,683)
Operating (loss)/profit	3	(88,587)	22,337
Income from shares in group undertakings		125,000	25,000
Interest receivable and similar income		29,125	33,490
Interest payable and similar charges	6	(8,757)	(18,978)
Profit on ordinary activities before taxation		56,781	61,849
Tax on profit on ordinary activities	7	(12,170)	(8,449)
Profit for the financial year	15	44,611	53,400

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and loss account.

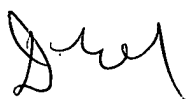
The notes on pages 8 to 17 form part of these financial statements.

Balance Sheet

As at 30 June 2014

	Note	£	2014 £	£	2013 £
Fixed assets					
Tangible assets	8		814,931		851,301
Investments	9		3,741,569		3,741,569
			<u>4,556,500</u>		<u>4,592,870</u>
Current assets					
Debtors	10	2,745,488		4,946,041	
Cash at bank		603		8,131	
		<u>2,746,091</u>		<u>4,954,172</u>	
Creditors: amounts falling due within one year	11	(4,983,352)		(6,957,606)	
Net current liabilities			<u>(2,237,261)</u>		<u>(2,003,434)</u>
Total assets less current liabilities			<u>2,319,239</u>		<u>2,589,436</u>
Creditors: amounts falling due after more than one year	12		(1,649,528)		(1,854,336)
Net assets			<u><u>669,711</u></u>		<u><u>735,100</u></u>
Capital and reserves					
Called up share capital	14		173,667		173,667
Share premium account	15		392,878		392,878
Capital redemption reserve	15		101,363		101,363
Profit and loss account	15		1,803		67,192
Shareholders' funds	16		<u><u>669,711</u></u>		<u><u>735,100</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 29/1/15



D Errington
Director



N Price
Director

The notes on pages 8 to 17 form part of these financial statements.

Notes to the Financial Statements

For the year ended 30 June 2014

1. Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

1.2 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.3 Turnover

Turnover comprises of management charges receivable and rental income.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold property	-	2% straight line
Motor vehicles	-	25% reducing balance
Furniture, fittings & equipment	-	10% - 20% straight line

Freehold land is not depreciated.

1.5 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.6 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.7 Operating leases

Rentals under operating leases are charged to the Profit and loss account on a straight line basis over the lease term.

Notes to the Financial Statements

For the year ended 30 June 2014

1. Accounting Policies (continued)

1.8 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

1.9 Pensions

The company contributes to the pension plans of certain directors. The pension charge represents the amounts payable by the company to the pension schemes in respect of the year.

2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the company.

All turnover arose within the United Kingdom.

3. Operating (loss)/profit

The operating (loss)/profit is stated after charging/(crediting):

	2014	2013
	£	£
Depreciation of tangible fixed assets:		
- owned by the company	23,605	23,157
- held under finance leases	24,526	24,526
Auditor's remuneration	3,120	3,745
Operating lease rentals:		
- other operating leases	32,341	22,816
(Profit) on disposal of fixed assets	(1,742)	-

Notes to the Financial Statements

For the year ended 30 June 2014

4. Staff costs

Staff costs, including directors' remuneration, were as follows:

	2014	2013
	£	£
Wages and salaries	501,307	427,456
Social security costs	53,073	45,502
Other pension costs	130,058	20,407
	<u>684,438</u>	<u>493,365</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2014	2013
	No.	No.
Total employees	<u>28</u>	<u>24</u>

5. Directors' remuneration

	2014	2013
	£	£
Remuneration	<u>143,272</u>	<u>122,673</u>
Company pension contributions	<u>130,058</u>	<u>20,407</u>

During the year retirement benefits were accruing to 1 director (2013 - 1) in respect of defined contribution pension schemes.

6. Interest payable

	2014	2013
	£	£
On bank loans and overdrafts	5,959	15,163
On finance leases and hire purchase contracts	2,798	3,815
	<u>8,757</u>	<u>18,978</u>

Notes to the Financial Statements

For the year ended 30 June 2014

7. Taxation

	2014 £	2013 £
Analysis of tax charge in the year		
Current tax (see note below)		
UK corporation tax charge on profit for the year	12,100	10,000
Adjustments in respect of prior periods	70	74
Total current tax	12,170	10,074
Deferred tax (see note 13)		
Origination and reversal of timing differences	-	(1,625)
Tax on profit on ordinary activities	12,170	8,449

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2013 - lower than) the standard rate of corporation tax in the UK of 22.50% (2013 - 20%). The differences are explained below:

	2014 £	2013 £
Profit on ordinary activities before tax	56,781	61,849
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 22.50% (2013 - 20%)	12,776	12,370
Effects of:		
Expenses not deductible for tax purposes	8,369	5,255
Capital allowances for year less/(more) than depreciation	3,127	1,673
Adjustments to tax charge in respect of prior periods	70	74
Short term timing difference leading to an increase (decrease) in taxation	17,147	1,044
Group dividends received	(28,125)	(5,000)
Group relief	-	(5,342)
Marginal relief	(1,194)	-
Current tax charge for the year (see note above)	12,170	10,074

Notes to the Financial Statements

For the year ended 30 June 2014

8. Tangible fixed assets

	Freehold property £	Motor vehicles £	Furniture, fittings & equipment £	Total £
Cost				
At 1 July 2013	745,031	49,175	211,789	1,005,995
Additions	-	-	11,393	11,393
Net transfers intra group	-	1,244	-	1,244
Disposals	-	(788)	(1,286)	(2,074)
At 30 June 2014	<u>745,031</u>	<u>49,631</u>	<u>221,896</u>	<u>1,016,558</u>
Depreciation				
At 1 July 2013	34,994	33,533	86,167	154,694
Charge for the year	7,000	4,003	37,128	48,131
Transfers intra group	-	544	-	544
On disposals	-	(456)	(1,286)	(1,742)
At 30 June 2014	<u>41,994</u>	<u>37,624</u>	<u>122,009</u>	<u>201,627</u>
Net book value				
At 30 June 2014	<u>703,037</u>	<u>12,007</u>	<u>99,887</u>	<u>814,931</u>
At 30 June 2013	<u>710,037</u>	<u>15,642</u>	<u>125,622</u>	<u>851,301</u>

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2014 £	2013 £
Furniture, fittings & equipment	<u>49,053</u>	<u>73,579</u>

Notes to the Financial Statements

For the year ended 30 June 2014

9. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 July 2013 and 30 June 2014	3,741,569
Net book value	
At 30 June 2014	3,741,569
At 30 June 2013	3,741,569

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding
Goadsby & Harding (Residential) Limited	Ordinary	100%
Goadsby & Harding (Commercial) Limited	Ordinary	100%
Goadsby & Harding (Survey and Valuation) Limited	Ordinary	100%
St Manor Limited	Ordinary	100%
Goadsby & Harding Limited	Ordinary	100%

The aggregate of the share capital and reserves as at 30 June 2014 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(loss) £
Goadsby & Harding (Residential) Limited	6,044,266	466,563
Goadsby & Harding (Commercial) Limited	719,891	90,130
Goadsby & Harding (Survey and Valuation) Limited	52,464	(65,930)
St Manor Limited	(112,049)	100,447
Goadsby & Harding Limited	2	-

Notes to the Financial Statements

For the year ended 30 June 2014

10. Debtors

	2014	2013
	£	£
Trade debtors	11,794	16,089
Amounts owed by group undertakings	2,630,129	4,826,805
Other debtors	17,526	11,384
Prepayments and accrued income	86,039	91,763
	<u>2,745,488</u>	<u>4,946,041</u>

Included within other debtors are overpaid pension contributions of £583 (2013: other creditor of £5,216)

11. Creditors:

Amounts falling due within one year

	2014	2013
	£	£
Bank loans and overdraft	158,639	48,042
Net obligations under finance leases and hire purchase contracts	25,499	37,413
Trade creditors	127,574	103,363
Amounts owed to group undertakings	4,492,617	6,663,480
Corporation tax	22,100	20,000
Other taxation and social security	15,490	13,324
Other creditors	5,732	9,005
Accruals and deferred income	135,701	62,979
	<u>4,983,352</u>	<u>6,957,606</u>

The bank facilities are secured by fixed and floating charges over the assets of the company and by unlimited cross-guarantees between the company and certain of its fellow group undertakings.

The finance lease and hire purchase liabilities are secured by the specific fixed assets to which they relate.

Included within Accruals are outstanding pension contributions of £6,500 (2013: £Nil)

Notes to the Financial Statements

For the year ended 30 June 2014

12. Creditors:

Amounts falling due after more than one year

	2014	2013
	£	£
Bank loans	154,284	208,593
Net obligations under finance leases and hire purchase contracts	-	25,499
Amounts owed to group undertakings	1,495,244	1,620,244
	<u>1,649,528</u>	<u>1,854,336</u>

Included within the above are amounts falling due as follows:

	2014	2013
	£	£
Between one and two years		
Bank loans	49,849	48,890
	<u>49,849</u>	<u>48,890</u>
Between two and five years		
Bank loans	104,435	151,905
	<u>104,435</u>	<u>151,905</u>
Over five years		
Bank loans	-	7,798
	<u>-</u>	<u>7,798</u>

Creditors include amounts not wholly repayable within 5 years as follows:

	2014	2013
	£	£
Repayable by instalments	-	7,798
	<u>-</u>	<u>7,798</u>

The bank facilities are secured by fixed and floating charges over the assets of the company and by unlimited cross-guarantees between the company and certain of its fellow group undertakings.

The freehold property loan taken out in 2007 is repayable by monthly instalments over 15 years and interest is charged at a commercial margin above base rate.

Obligations under finance leases and hire purchase contracts, included above, are payable as follows:

	2014	2013
	£	£
Between one and five years	-	25,499
	<u>-</u>	<u>25,499</u>

The finance lease and hire purchase liabilities are secured by the specific fixed assets to which they relate.

Notes to the Financial Statements

For the year ended 30 June 2014

13. Deferred taxation

	2014 £	2013 £
At beginning of year	-	1,625
Charge for/(released during) year (P&L)	-	(1,625)
At end of year	-	-

14. Share capital

	2014 £	2013 £
Allotted, called up and fully paid		
173,667 Ordinary shares shares of £1 each	173,667	173,667

15. Reserves

	Share premium account £	Capital redempt'n reserve £	Profit and loss account £
At 1 July 2013	392,878	101,363	67,192
Profit for the year	-	-	44,611
Dividends: Equity capital (Note 17)	-	-	(110,000)
At 30 June 2014	392,878	101,363	1,803

16. Reconciliation of movement in shareholders' funds

	2014 £	2013 £
Opening shareholders' funds	735,100	706,700
Profit for the financial year	44,611	53,400
Dividends (Note 17)	(110,000)	(25,000)
Closing shareholders' funds	669,711	735,100

17. Dividends

	2014 £	2013 £
Dividends paid on equity capital	110,000	25,000

Notes to the Financial Statements

For the year ended 30 June 2014

18. Contingent liabilities

Bank facilities of the company and certain of its subsidiaries are secured by fixed and floating charges over the assets of the company and guarantees between the company and certain other group companies.

The bank has first legal charge over the freehold property in Winchester.

There were no other contingent liabilities at 30 June 2014 and 30 June 2013.

19. Capital commitments

The company had no capital commitments at 30 June 2014 or 30 June 2013.

20. Operating lease commitments

At 30 June 2014 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings	
	2014	2013
	£	£
Expiry date:		
Within 1 year	13,321	12,700

21. Related party transactions

As a wholly owned subsidiary of St Gresham Limited, the company is exempt from the requirements of FRS 8 to disclose transactions with other wholly owned members of the group headed by St Gresham Limited.

During the year the company paid rent of £13,646 (2013: £4,836) and provided management services of £15,640 (2013: £10,877) to St Peters Limited, a company in which D Errington and D N Huck are directors. At the year end the company owed £3,996 (2013: £5,402) in respect of this rent, and were owed £3,000 (2013: £Nil) in respect of the management services. These transactions were at arms length and in the normal course of business.

22. Ultimate parent undertaking and controlling party

The company is a wholly owned subsidiary of St Gresham Limited.

Consolidated accounts for St Gresham Limited incorporating the results of Goadsby & Harding (Holdings) Limited are available from the registered office.