

SMITHS OF SMITHFIELD LIMITED

REPORTS AND FINANCIAL STATEMENTS

For the 52 week period ended 1 April 2019

Company no. 03704349

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SMITHS OF SMITHFIELD LIMITED

COMPANY INFORMATION

For the 52 week period ended 1 April 2019

Company no.: 03704349

Registered office: Riverside House
26 Osiers Road
Wandsworth
London
SW18 1NH

Directors: P A Dardis
T C F B Sligo-Young

Secretary: A I Schroeder

Auditor: Pembroke Briggs Chartered Accountants
1a Quadrant Courtyard
Quadrant Way
Weybridge
KT13 8DR

SMITHS OF SMITHFIELD LIMITED
CONTENTS PAGE

For the 52 week period ended 1 April 2019

INDEX	PAGE
Strategic report	1
Report of the directors	2
Independent auditor's report	4
Income statement	6
Statement of other comprehensive income	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10

SMITHS OF SMITHFIELD LIMITED
STRATEGIC REPORT

For the 52 week period ended 1 April 2019

Principal activity

During the period, the principal activity of Smiths of Smithfield Limited ("the Company") was that of being the leaseholder of properties operated by the Company's immediate and ultimate parent company, Young & Co.'s Brewery, P.L.C. ("Young's").

Business review

There was a loss for the period after taxation amounting to £24,360 (2018: loss of £773,206). During the period, one of the two the leasehold properties was transferred to Young's at fair value. At period end, the Company remains the leaseholder of one property.

During the prior period, the Company transferred its trade and assets, apart from a pre-defined list of excluded assets, at fair value to Young's. As a result, the Company became a leaseholder of two leasehold pubs for the remainder of the prior financial period.

Likely future developments

The Company is expected to act as a leaseholder of one pub operated by Young's for the foreseeable future.

Financial risk management objectives and policies

The Company uses various financial instruments, including an intercompany creditor that arises directly from its operations. The main purpose of these financial instruments is to improve the efficiency of the balance sheet and lower the cost of capital. The existence of these financial instruments exposes the Company to a number of financial risks, the main ones being credit risk and liquidity risk. There is no significant interest rate risk as the Company finances its capital requirements through intra group loans.

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.

Credit risk

The objective is to minimise the Company's costs relating to credit risk. Such risks arise where counterparties default on their debts or other obligations which would impair the Company's ability to recover the carrying value of that asset. The Company has financial control policies which it follows before entering into arrangements with a new counterparty or when there is a substantial change in the existing relationship. Any potential impairment is monitored and, where appropriate, provision is made for any irrecoverable balances.

This report was approved by the board on 28 November 2019.

BY ORDER OF THE BOARD


P A Dardis
Director
28 November 2019

SMITHS OF SMITHFIELD LIMITED
REPORT OF THE DIRECTORS

For the 52 week period ended 1 April 2019

The directors present their report together with the strategic report and the audited financial statements for the 52 week period ended 1 April 2019 and the comparative 306 day period ended 2 April 2018.

Directors

The membership of the board during the period is set out below:

P A Dardis
T C F B Sligo-Young (appointed 20 December 2018)
S A Robinson (resigned 11 December 2018)

There were no other directors during the period.

Going concern

The directors believe that the Company is well placed to manage its business risks successfully. Young's has confirmed it does not intend to demand repayment of the intercompany balances due for at least the next 18 months following the date of these financial statements. The directors therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Results and dividend

There was a loss for the period after taxation amounting to £24,360 (2018: loss of £773,206).
The directors do not recommend the payment of a dividend (2018: £nil).

Financial risk management objectives

As permitted under section 414C(11) of the Companies Act 2006, the directors have chosen to include in the strategic report, on page 1, the Company's financial risk management objectives and policies.

Likely future developments

As permitted under section 414C(11) of the Companies Act 2006, the directors have chosen to include in the strategic report, on page 1, an indication of likely future developments in the Company's business.

Statement of directors' responsibilities

For each financial period, the directors are required to prepare an annual report (made up of a strategic report and the report of the directors) and a set of financial statements. The directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The financial statements are required by law to give a true and fair view of the financial position and financial performance of the Company for the relevant period. In preparing the statements, the directors must:

- make judgments and accounting estimates that are reasonable and prudent;
- select suitable accounting policies and then apply them consistently;
- state that the Company has complied with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) subject to any material departures disclosed and explained in the financial statements; and
- present information, including accounting policies, in a manner that provides relevant, reliable and comparable information.

SMITHS OF SMITHFIELD LIMITED
REPORT OF THE DIRECTORS (CONTINUED)

For the 52 week period ended 1 April 2019

The directors are responsible for keeping accounting records which disclose with reasonable accuracy, at any time, the financial position of the Company at that time and are such to 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.

Statement as to disclosure to the auditor

Each of P A Dardis and T C F B Sligo-Young, being the directors at the date of this report, confirms that, so far as he is aware, there is no information needed by the Company's auditor in connection with preparing its report of which the Company's auditor is unaware. Further, each of them confirms that he has taken all the steps that he ought to have taken as a director to make himself aware of any such information and to establish that the Company's auditor is aware of it. This paragraph is to be interpreted in accordance with section 418 of the Companies Act 2006.

Auditor

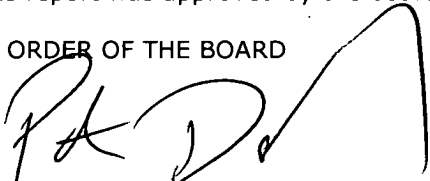
Pembroke Briggs Chartered Accountants have been appointed as the Company's auditor.

Preparation and disclaimer

This annual report, together with the strategic report and the financial statements for the 52 week period ended 1 April 2019, have been drawn up and presented for the purpose of complying with English law. Any liability arising out of or in connection with them will also be determined in accordance with English law.

This report was approved by the board on 28 November 2019.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'P A Dardis', written over the text 'BY ORDER OF THE BOARD'.

P A Dardis
Director

28 November 2019

Independent auditor's report to the members of Smiths of Smithfield Limited

Opinion

We have audited the financial statements of Smiths of Smithfield Limited (the 'Company') for the period ended 1 April 2019 which comprise the Income Statement, the Statement of Other Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 14, 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 Financial Reporting Standard 102 'The Financial Reporting Standards applicable in the UK and 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 Company's affairs as at 1 April 2019 and of its loss for the period 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (the '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 below. 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 directors are responsible for the other information. The other information comprises the information in the report of the directors, but does not include the financial statements and our Auditor's Report thereon.

Our opinion on the financial statements does not cover the other information and 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, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the report of the directors for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the report of the directors has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the report of the directors.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement 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, 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.

Our 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 <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.



Stephen Briggs (Senior Statutory Auditor)
for and on behalf of Pembroke Briggs Chartered Accountants
1a The Quadrant Courtyard
Quadrant Way
Weybridge
Surrey
KT13 8DR

28 November 2019

SMITHS OF SMITHFIELD LIMITED
INCOME STATEMENT

For the 52 week period ended 1 April 2019

	Notes	2019 £	2018 £
Revenue		-	3,224,463
Cost of sales		-	(1,019,589)
Gross profit		-	2,204,874
Other operating charges		(389,440)	(2,660,498)
Other operating income		389,440	-
Operating loss before exceptional items	5	-	(455,624)
Exceptional items		-	(392,375)
Operating loss		-	(847,999)
Interest payable and similar expenses	6	(24,360)	(48,365)
Loss on ordinary activities before taxation		(24,360)	(896,364)
Tax credit on ordinary activities	7	-	123,158
Loss retained and transferred to reserves		(24,360)	(773,206)

The accompanying accounting policies and notes form an integral part of these financial statements.

SMITHS OF SMITHFIELD LIMITED
STATEMENT OF OTHER COMPREHENSIVE INCOME

For the 52 week period ended 1 April 2019

	2019	2018
	£	£
Loss for the period	(24,360)	(773,206)
Other comprehensive income	-	-
Total comprehensive loss for the period	<u>(24,360)</u>	<u>(773,206)</u>

All transactions arose from continuing operations.

There were no other recognised gains or losses for the current or the prior period.

The accompanying accounting policies and notes form an integral part of these financial statements.

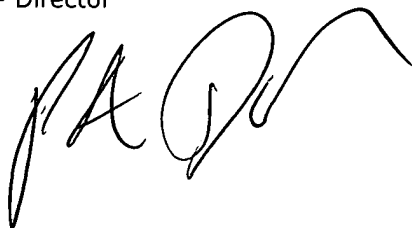
SMITHS OF SMITHFIELD LIMITED
BALANCE SHEET

As at 1 April 2019

	Note	2019 £	2018 £
Fixed assets			
Tangible fixed assets	8	232,123	1,063,727
Current assets			
Debtors	9	-	65,179
Total assets		<u>232,123</u>	<u>1,128,906</u>
Creditors falling due within one year	10	(517,795)	(1,390,218)
Net liabilities		<u>(285,672)</u>	<u>(261,312)</u>
Capital and reserves			
Called up share capital	11	6,482	6,482
Capital redemption reserve		785,345	785,345
Retained earnings		(1,077,499)	(1,053,139)
Shareholders' funds		<u>(285,672)</u>	<u>(261,312)</u>

The financial statements were approved by the board on 28 November 2019.

P A Dardis - Director



The accompanying accounting policies and notes form an integral part of these financial statements.

SMITHS OF SMITHFIELD LIMITED
STATEMENT OF CHANGES IN EQUITY

As at 1 April 2019

	Called up share capital £	Capital redemption reserve £	Retained earnings £	Total equity £
Balance at 31 May 2017	6,482	785,345	(279,933)	511,894
Total comprehensive loss	-	-	(773,206)	(773,206)
Balance at 2 April 2018	6,482	785,345	(1,053,139)	(261,312)
Total comprehensive loss	-	-	(24,360)	(24,360)
Balance at 1 April 2019	6,482	785,345	(1,077,499)	(285,672)

For the 52 week period ended 1 April 2019

1. Authorisation of financial statements and statement of compliance

The financial statements of Smiths of Smithfield Limited ("the Company") for the 52 week period ended 1 April 2019 were approved by the board of directors on 28 November 2019 and the balance sheet was signed on the board's behalf by P A Dardis. Smiths of Smithfield Limited is incorporated and domiciled in England. The Company's registered number and registered office can be found on the Company Information page.

2. Summary of significant accounting policies

Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The Company has also taken advantage of the disclosure exemption in the requirement to present a statement of cash flow and related notes.

The financial statements are presented in pounds sterling (£).

The accounting policies which follow set out those policies which apply in preparing the financial statements for the period ended 1 April 2019.

Going concern

The directors believe that the Company is well placed to manage its business risks successfully. Young's has confirmed it does not intend to demand repayment of the intercompany balances due for at least the next 18 months following the date of these financial statements. The directors therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates and VAT. Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

Exceptional items

Exceptional items are items which due to their material or non-recurring nature have been classified separately in order to draw them to the attention of the reader of the financial statements. They are included in the adjustments that, in management's judgement, are required to better reflect the business performance of the Company in a consistent manner and to reflect how the business is managed and measured on a day to day basis.

Tangible fixed assets and depreciation

Short leasehold improvements and fixtures, fittings and equipment are measured at cost on recognition, and are stated as such less any accumulated depreciation.

The carrying amount of an asset, less any residual value, is depreciated on a straight-line basis over the asset's useful life or lease term if shorter. The residual value, useful life and depreciation method applied to each asset are reviewed annually. The useful lives are assessed to be as follows:

Short leasehold improvements	- Shorter of the estimated useful life and the lease term
Plant and machinery	- 10 years
Fixtures, fittings and equipment	- 10 years

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

For the 52 week period ended 1 April 2019

Leases

Leases where the lessor retains a significant portion of the risks and benefits of ownership of the asset are classified as operating leases and rentals payable are charged in the income statement on a straight line basis over the lease term. The Company does not have any finance leases.

Stocks

Stocks are stated at the lower of cost and net realisable value, after making allowance for obsolete and slow-moving items.

Deferred taxation

Deferred tax is recognised on all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the balance sheet date and that are expected to apply to the reversal of the timing differences.

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.

Pension costs and other post-retirement benefits

The Company operated a defined contribution pension scheme during the prior period. Contributions paid to the Company's pension scheme are charged to the income statement in the period to which they relate.

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the income statement. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Trade and other debtors

Trade receivables are recognised and carried at the lower of their original invoice value and recoverable amount. A provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an impairment provision. Impaired debts are derecognised when they are assessed as irrecoverable.

Cash and cash equivalents

Cash in the balance sheet comprises cash at banks and in hand. Cash and cash equivalents include only deposits which mature in less than three months.

Income tax

Taxation for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised on other comprehensive income or directly in equity. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the balance sheet date.

For the 52 week period ended 1 April 2019

3. Key accounting estimates and judgements

The following are the key judgements that management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

(a) Depreciation

Depreciation is provided so as to write down the assets to their residual values over their estimated useful lives. The selection of these residual values and estimated lives requires the exercise of management's judgement. See note 8.

(b) Taxation

The Company reviews potential tax liabilities and benefits to assess the appropriate accounting treatment. Tax provisions are made if it is probable that a liability will arise. Tax benefits are not recognised unless it is probable that they will be recovered. Assessing the outcome of uncertain tax positions requires judgements to be made based on past experience and the current tax environment. See note 7.

4. Employees and directors

	2019	2018
	£	£
Wages and salaries	-	1,250,232
Social security costs	-	87,588
Other pension costs	-	6,945
	-	1,344,765

The average monthly number of employees during the period was as follows:

	2019	2018
Administration	-	4
Operational	-	54
	-	58

	2019	2018
	£	£
Directors' remuneration	-	41,942

During the prior period, all employees of the Company became employees of Young's.

For the 52 week period ended 1 April 2019

5. Operating loss

This is stated after charging:

	2019 £	2018 £
Depreciation - owned assets	20,876	156,274
Operating leases - rent	<u>368,564</u>	<u>301,448</u>
Auditor's remuneration: Audit services	2,750	3,950

Audit services in the current period were paid on behalf of the Company by Young's.

In the current period, a business decision was made by the board to recharge all operating costs onto Young's, as Young's enjoys the benefit of the trading income from the Company's pub. This has been recognised as other operating income in the income statement.

6. Interest payable and similar expenses

	2019 £	2018 £
Bank loan interest	-	27,171
Interest payable on intercompany loan	<u>24,360</u>	<u>21,194</u>
	<u>24,360</u>	<u>48,365</u>

7. Taxation

Analysis of the tax (credit)

The tax (credit) is made up as follows:

	2019 £	2018 £
Current tax:		
UK corporation tax	-	(68,344)
Deferred tax:		(54,814)
	-	
Tax (credit) on loss in the period	<u>-</u>	<u>(123,158)</u>

Reconciliation of total tax credit included in the income statement

	2019 £	2018 £
Loss on ordinary activities before tax	<u>(24,360)</u>	<u>(896,364)</u>
Loss multiplied by the standard UK rate of corporation tax of 19% (2018: 19%)	(4,628)	(170,309)

SMITHS OF SMITHFIELD LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 52 week period ended 1 April 2019

Effect of:		
Group relief surrendered	4,628	155,794
Adjustments in respect of prior periods	-	(68,344)
Movement in deferred tax	-	(54,814)
Expenses not deductible for tax purposes	-	14,515
	-	
Total tax credit for the period	-	(123,158)

8. Tangible fixed assets

	Short leasehold £	Plant and machinery £	Fixtures and fittings £	Total £
Cost				
At 2 April 2018	1,076,617	-	-	1,076,617
Additions	2,447	-	-	2,447
Disposals	(833,806)	-	-	(833,806)
At 1 April 2019	245,258	-	-	245,258
Depreciation				
At 2 April 2018	12,890	-	-	12,890
Charge for the period	20,877	-	-	20,877
Disposals	(20,632)	-	-	(20,632)
At 1 April 2019	13,135	-	-	13,135
Net Book Value				
At 1 April 2019	232,123	-	-	232,123
At 2 April 2018	1,063,727	-	-	1,063,727

9. Debtors: amounts falling due within one year

	2019 £	2018 £
Other debtors	-	65,179
	-	65,179

10. Creditors: amounts falling due within one year

	2019 £	2018 £
Amounts owed to group undertakings	517,795	1,390,218
	517,795	1,390,218

SMITHS OF SMITHFIELD LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 52 week period ended 1 April 2019

11. Called up share capital

			2018	2017
			£	£
Allotted, issued and fully paid:		Nominal		
Number	Class	value:		
6,482	Ordinary shares	£1	<u>6,482</u>	<u>6,482</u>

12. Reserves

	Retained earnings	Capital redemption reserve	Totals
	£	£	£
At 2 April 2018	(1,053,139)	785,345	(267,794)
Deficit for the period	(24,360)	-	(23,845)
At 1 April 2019	<u>(1,077,499)</u>	<u>785,345</u>	<u>(292,154)</u>

13. Post balance sheet events

There were no post balance sheet events.

14. Ultimate parent undertaking

The Company's immediate and ultimate parent company at 1 April 2019 was Young & Co.'s Brewery, P.L.C.

Copies of the group financial statements for Young's can be obtained by writing to the company secretary at the registered office: Riverside House, 26 Osiers Road, Wandsworth, London, SW18 1NH.