Registration number: 10302177

FR Jones and Son Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2019



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Directors' Report for the Year Ended 31 December 2019

The Directors present their report and the financial statements for the year ended 31 December 2019.

Principal activity

The principal activity of the company is wholesale supply of other machinery and equipment.

Fair review of the business

The Company's key financial and other performance indicators during the year were as follows:

2019 2018 Profit/(loss) before tax £498,288 (38,501)

Principal risks and uncertainties

Like every business, the company faces risks and uncertainties in both its day-to-day operations and the achievement of its long term strategic objectives. The company has procedures for identifying and controlling risks. The performance of the company is reviewed by the board of directors on a monthly basis.

The Directors have carefully considered the known and potential risks to the business caused by COVID-19 and have taken a number of measures to monitor and prevent the effects of the COVID-19 virus such as health and safety measures for our staff including social distancing at the warehouse and working from home where possible.

Whilst the store was closed to customers during the lockdown period, the Company has remained open and has received a surge in online orders. As a result, the impact on our business and results has been positive, however, we will continue to follow the UK Government's guidelines and directives to ensure our business continues operations in the best and safest way possible. The Directors believe that the Company has adequate financial resources to continue as a going concern for the foreseeable future.

Directors of the Company

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

M A Kirkland

K J Bate (resigned 4 February 2020)

T Lyle

J Jones

E Jones

C O'Connor (resigned 26 March 2019)

The following directors were appointed after the year end:

B Maloney (appointed 4 February 2020)

S Hickey (appointed 4 February 2020)

Dividend

The directors do not recommend the payment of a dividend (2018: £Nil).

Directors' liabilities

The company maintains an appropriate level of directors' insurance whereby directors are indemnified against liabilities to third parties to the extent permitted by the Companies Act. The directors also benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

Directors' Report for the Year Ended 31 December 2019 (continued)

Disclosure of information to the auditors

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

In preparing the directors' report the directors have taken advantage of the exemptions allowed for small companies' as set out in the Companies Act 2006.

25 September 2020

Approved by the Board on and signed on its behalf by:

B Malon

Director

Registered office

Unit B4, Trade City, Bell City Retail Park, Lower Sydenham, London. SE26 4PR

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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;
- 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.

Independent Auditor's Report to the members of FR Jones and Son Limited

Opinion

We have audited the financial statements of FR Jones and Son Limited "the Company" for the year ended 31 December 2019, which comprise the Profit and Loss account, Statement of Comprehensive Income, Balance Sheet, 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 Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its profit for the year then ended;
- · have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- 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 Directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. 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 in the financial statements or 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.

Independent Auditor's Report to the members of FR Jones and Son Limited (continued)

Opinion on other matter 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

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 Directors' were not entitled to take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report; 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 Statement of Directors' Responsibilities (set out on page 3), 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 at the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Independent Auditor's Report to the members of FR Jones and Son Limited (continued)

Use of our report

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.

Alexander Tapp (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

London

United Kingdom

25 September 2020

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

FR Jones and Son Limited

Profit and Loss Account for the Year Ended 31 December 2019

	Note	2019 £	2018 £
Turnover	2	10,982,542	8,644,931
Cost of sales	,	(9,399,172)	(7,650,747)
Gross profit		1,583,370	994,184
Administrative expenses		(1,085,082)	(1,032,685)
Operating profit/(loss)	3	498,288	(38,501)
Profit/(loss) before tax		498,288	(38,501)
Taxation	6	<u> </u>	
Profit/(loss) for the financial year	;	498,288	(38,501)

Operating profit/(loss) derives wholly from continuing operations.

Statement of Comprehensive Income for the Year Ended 31 December 2019

	2019 £	2018 £	
Profit/(loss) for the year	498,288	(38,501)	
Total comprehensive income/(loss) for the year	498,288	(38,501)	

(Registration number: 10302177) Balance Sheet as at 31 December 2019

	Note	2019 £	2018 £
Fixed assets			
Intangible assets	7	475,136	633,515
Tangible assets	8	259,449	252,392
		734,585	885,907
Current assets			
Stocks	9	866,276	596,983
Debtors	11	1,486,926	932,188
Cash at bank and in hand	10	442,093	253,687
		2,795,295	1,782,858
Creditors: Amounts falling due within one year	12	(1,335,402)	(972,575)
Net current assets		1,459,893	810,283
Net assets	=	2,194,478	1,696,190
Capital and reserves			
Called up share capital	13	1,738,697	1,738,697
Share premium reserve	14	11,304	11,304
Profit and loss account	14	444,477	(53,811)
Shareholder's funds		2,194,478	1,696,190

25 September 2020

Approved and authorised by the Board on and signed on its behalf by:

Buye Walong

Director

Registered office

Unit 4 Trade City, Bell City Retail Park Lower Sydenham London SE26 4PR

Statement of Changes in Equity for the Year Ended 31 December 2019

	Share capital	Share premium	Profit and loss account £	Total £
At 1 January 2019	1,738,697	11,304	(53,811)	1,696,190
Profit for the year	•		498,288	498,288
Total comprehensive income			498,288	498,288
At 31 December 2019	1,738,697	11,304	444,477	2,194,478
	Share capital	Share premium £	Profit and loss account	Total £
At 1 January 2018				
The I sumulary 2010	1,738,697	11,304	(15,310)	1,734,691
Loss for the year	1,738,697	11,304	(15,310) (38,501)	1,734,691 (38,501)
•	1,738,697	11,304		

Notes to the Financial Statements for the Year Ended 31 December 2019

1 Accounting policies

FR Jones and Son Limited is a company limited by shares and incorporated in the UK.

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. ("FRS 102").

Basis of preparation

These financial statements have been prepared using applicable accounting standards and in accordance with the Companies Act 2006.

The presentation currency of these financial statements is Sterling and the figures are presented in round pounds.

Summary of disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17 (d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42 to 11.48C;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29; and
- the requirements of Section 33 Related Party Disclosures 33.7.

The information is included in the consolidated financial statements of Regalhill Limited.

Name of parent of group

These financial statements are consolidated in the financial statements of Regalhill Limited.

The financial statements of Regalhill Limited may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

Going concern

The Directors have considered the known and potential impact to the business from the effects of the current pandemic (Covid-19) and have put in place plans to mitigate the currently known, and potential risks to the business (see Directors Report). The Company has remained open throughout the pandemic receiving a surge in orders for gardening equipment. No employees have been furloughed and the Directors used temporary staff to deliver the increase in demand.

Detailed forecasts and projections have been prepared which indicate that the Company can continue to meet its obligations in the ordinary course of business for a period of at least 12 months. The directors therefore consider it appropriate to continue to prepare the financial statements on a going concern basis.

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

1 Accounting policies (continued)

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the Company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the company.

The Company recognises revenue when: The amount of revenue can be reliably measured; it is probable that future economic benefits will flow to the entity; and specific criteria have been met for each of the Company's activities.

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit and loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised in other comprehensive income.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised, without discounting, in respect of timing differences which have arisen but not reversed by the balance sheet date and is provided for if material in value. A deferred tax asset in respect of losses is not created until it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Tangible assets

Tangible assets is stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class

Leasehold property Motor Vehicles Plant and equipment

Depreciation method and rate

10% straight line 20% to 33% straight line 10% to 20% straight line

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

1 Accounting policies (continued)

Goodwill

Goodwill represents the excess of the cost of a business combination over the fair value of the group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in 'intangible assets'. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is carried at cost less accumulated amortisation and accumulated impairment losses. Goodwill amortisation is calculated by applying the straight-line method to its estimated useful life. If a reliable estimate cannot be made, the useful life of goodwill is presumed to be 5 years. Goodwill will be amortised to 'administrative expenses' over a period of 5 years with no amortisation in the year of acquisition.

Estimates of the useful economic life of goodwill are based on a variety of factors such as the expected use of the acquired business, the expected useful life of the cash generating units to which the goodwill is attributed, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

Basic Financial instruments

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade and other debtors/ creditors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the Company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

1 Accounting policies (continued)

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Auditors' remuneration

Auditors' remuneration has been borne by another group company, Dukehill Services Limited (2018: Dukehill Services Limited).

Auditors' other services

Amounts receivable by the Company's auditors and their associates in respect of services to the company and its associates other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the largest group is consolidated headed up by Regalhill Limited.

Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

Determine whether there are any indicators of impairment of the company's goodwill, stock and debtors. Factors taken into consideration in reaching such a decision include the economic viability and expected future performance of the asset and the recoverability of debtors.

2 Revenue

The analysis of the company's revenue for the year from continuing operations is as follows:

	2019 £	2018 £
Sale of goods	10,982,542	8,644,931
3 Operating profit		
Arrived at after charging/(crediting)		
	2019 £	2018 £
Depreciation expense	46,308	52,256
Amortisation expense	158,379	158,379
Provision for impairment of stock	47,284	-

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

4 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2019 £	2018 £
Wages and salaries	712,283	696,613
Social security costs	67,994	62,921
	780,277	759,534

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

	2019 No.	2018 No.
Administration and support	22	22
5 Directors' remuneration		
	2019	2018
	£	£
Remuneration	125,000	141,356

6 Taxation

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2018 - higher than the standard rate of corporation tax in the UK) of 19% (2018 - 19%).

The differences are reconciled below:

	2019 £	2018 £
Profit/(loss) before tax	498,288	(38,501)
Corporation tax at standard rate	94,675	(7,315)
Effect of expense not deductible in determining tax loss	8,829	9,929
Effect of tax losses	-	4,175
Tax decrease from effect of capital allowances and depreciation	(6,820)	(6,789)
Tax decrease arising from group relief	(96,684)	
Total tax charge/(credit)	<u> </u>	•

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

6 Taxation (continued)

Factors that may effect future tax

The standard rate of corporation tax in the UK is to remain at 19% (effective from 1 April 2020) and was substantively enacted on 17 March 2020.

7 Intangible assets

	Goodwill £	Total £
Cost or valuation		
At 1 January 2019	791,894	791,894
At 31 December 2019	791,894	791,894
Amortisation		
At 1 January 2019	158,379	158,379
Amortisation charge	158,379	158,379
At 31 December 2019	316,758	316,758
Carrying amount		
At 31 December 2019	475,136	475,136
At 31 December 2018	633,515	633,515

8 Tangible assets

8 Tangible assets				
	Leasehold property £	Motor vehicles	Plant and equipment	Total £
Cost or valuation				
At 1 January 2019	121,872	6,693	271,770	400,335
Additions	42,662	<u> </u>	10,703	53,365
At 31 December 2019	164,534	6,693	282,473	453,700
Depreciation				
At 1 January 2019	20,711	6,313	120,919	147,943
Charge for the year	13,240	380	32,688	46,308
At 31 December 2019	33,951	6,693	153,607	194,251
Carrying amount				
At 31 December 2019	130,583	_	128,866	259,449
At 31 December 2018	101,161	380	150,851	252,392

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

9 Stocks			
		2019	2018
		£	£
Stock	=	866,276	596,983
10 Cash and cash equivalents			
		2019	2018
		£	£
Cash on hand		536	9,372
Cash at bank	_	441,557	244,315
	=	442,093	253,687
11 Debtors			
		2019	2018
•	Note	£	£
Trade debtors		186,652	178,759
Amounts owed by related parties	16	999,981	549,981
Other debtors		211,931	108,260
Prepayments		88,362	49,188
Accrued income	_	<u> </u>	46,000
Total current trade and other debtors	=	1,486,926	932,188
Amounts owed by related parties are interest free and repa	yable on demand.		
12 Creditors			
		2019	2018
	Note	£	£
Due within one year			
Trade creditors		1,170,348	733,064
Social security and other taxes		56,476	94,949
Other payables		60,069	81,431
Accrued expenses	_	48,509	63,131
	=	1,335,402	972,575

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

13 Share capital

Allotted, called up and fully paid shares

,	2019		2018	
	No.	£	No.	£
Ordinary shares of £1 each	1,738,697	1,738,697	1,738,697	1,738,697

14 Reserves

Profit and loss account

Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

Share premium reserve

The share premium reserve includes the premium on issue of equity shares, net of issue costs.

15 Obligations under leases and hire purchase contracts

Operating leases

The total of future minimum lease payments is as follows:

	2019 £	2018 £
Not later than one year	100,952	100,952
Later than one year and not later than five years	403,808	403,808
Later than five years	210,317	403,808
	715,077	908,568

The amount of non-cancellable operating lease payments recognised as an expense during the year was £100,952 (2018 - £100,952).

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

16 Related party transactions

Summary of transactions with parent

Loans to related parties

	Parent
2019	£
At start of period	549,981
Advanced	600,000
Repaid	(150,000)
At end of period	999,981

Terms of loans to related parties

Monies advanced to the immediate parent company FR Jones and Son (Holdings) Limited are repayable on demand and are interest free.

17 Parent and ultimate parent undertaking

The company's immediate parent is FR Jones and Son (Holdings) Limited, incorporated in UK.

The ultimate parent company is Regalhill Limited, incorporated in UK.

The most senior parent entity producing publicly available consolidated financial statements is Regalhill Limited. These financial statements are available upon request from Companies House, Crown Way, Cardiff, CF14 3UZ.

Regalhill Limited had no ultimate controlling party during the year. Following the balance sheet date there was a change in ownership and the ultimate controlling party became the trustees of the Romaleca Albion Settlement Trust.