Registration number: 10302177

FR Jones and Son Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2018

COMPANIES HOUSE

Contents

Directors' Report	1 to 2
Statement of Directors' Responsibilities	3
Independent Auditor's Report to the members of FR Jones and Son Limited	4 to 6
Profit and Loss Account	7
Statement of Comprehensive Income	8
Balance Sheet	9
Statement of Changes in Equity	10
Notes to the Financial Statements	11 to 18

Directors' Report for the Year Ended 31 December 2018

The Directors present their report and the financial statements for the year ended 31 December 2018.

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:

Loss before tax 2018 2017

£38,501 15,310

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.

Directors of the Company

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

M A Kirkland

K J Bate

T Lyle

I J Brough (resigned 19 June 2018)

J Jones

E Jones

C O'Connor (appointed 19 June 2018 and resigned 26 March 2019)

Dividend

The directors do not recommend the payment of a dividend (2017 - £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.

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.

Directors' Report for the Year Ended 31 December 2018

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.

Approved by the Board on 26 96 19 and signed on its behalf by:

K J Bate 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;
- state whether applicable UK Accounting Standards has been followed, subject to any material departures
 disclosed and explained in the financial statements; 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.

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 2018, 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 2018 and of its loss 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

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

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

Chartered Accountants

London

United Kingdom

Date: 27 JUNE 2019

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 2018

	Note	2018 £	2017 £
Turnover	2	8,644,931	6,474,321
Cost of sales		(7,650,747)	(5,934,321)
Gross profit		994,184	540,000
Administrative expenses		(1,032,685)	(555,310)
Operating loss	3	(38,501)	(15,310)
Loss before tax		(38,501)	(15,310)
Taxation	6		
Loss for the financial year		(38,501)	(15,310)

Operating loss derives wholly from continuing operations.

Statement of Comprehensive Income for the Year Ended 31 December 2018

	2018 £	2017 £
Loss for the year	(38,501)	(15,310)
Total comprehensive income for the year	(38,501)	(15,310)

(Registration number: 10302177) Balance Sheet as at 31 December 2018

	Note	2018 £	2017 £
Fixed assets			
Intangible assets	7	633,515	791,894
Tangible assets	8	252,392	299,638
		885,907	1,091,532
Current assets			
Stocks	9	596,983	540,677
Debtors	10	932,188	327,392
Cash at bank and in hand	11	253,687	351,073
		1,782,858	1,219,142
Creditors: Amounts falling due within one year	12	(972,575)	(575,983)
Net current assets	-	810,283	643,159
Net assets	=	1,696,190	1,734,691
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 _	(53,811)	(15,310)
Shareholder's funds	-	1,696,190	1,734,691

Approved and authorised by the Board on 26 9 and signed on its behalf by:

K J Bate

Registered office

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

FR Jones and Son Limited Statement of Changes in Equity for the Year Ended 31 December 2018

	Share capital	Share premium	Profit and loss account £	Total £
At 1 January 2018	1,738,697	11,304	(15,310)	1,734,691
Loss for the year	-		(38,501)	(38,501)
Total comprehensive income	<u> </u>	<u>-</u>	(38,501)	(38,501)
At 31 December 2018	1,738,697	11,304	(53,811)	1,696,190
	Share capital	Share premium	Profit and loss account	Total £
At 1 January 2017	1	-	-	1
Loss for the year	-	-	(15,310)	(15,310)
Total comprehensive income	-	-	(15,310)	(15,310)
Now abore conital subscribed				1 750 000
New share capital subscribed	1,738,696	11,304		1,750,000

Notes to the Financial Statements for the Year Ended 31 December 2018

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 4 Statement of Financial Position paragraph 4.12 (a) (iv);
- 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 11.39 to 11.48A;
- The requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- 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 financial statements have been prepared on a going concern basis and the Directors' consider there are no material uncertainties that would alter this.

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.

Notes to the Financial Statements for the Year Ended 31 December 2018

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 nor 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

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.

Notes to the Financial Statements for the Year Ended 31 December 2018

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.

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 (2017 : 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.

Notes to the Financial Statements for the Year Ended 31 December 2018

2 Revenue		
The analysis of the company's revenue for the year from continuing operat	tions is as follows:	
	2018 £	2017 £
Sale of goods	8,644,931	6,474,321
3 Operating loss		
Arrived at after charging/(crediting)		
	2018 £	2017 £
Depreciation expense Amortisation expense	52,256 158,379	38,723
4 Staff costs		
The aggregate payroll costs (including directors' remuneration) were as fol	lows:	
The aggregate payroll costs (including directors' remuneration) were as fol	lows: 2018 £	2017 £
The aggregate payroll costs (including directors' remuneration) were as fol Wages and salaries Social security costs	2018	
Wages and salaries	2018 £ 696,613	£ 601,343
Wages and salaries	2018 £ 696,613 62,921 759,534	£ 601,343 55,252 656,595
Wages and salaries Social security costs The average number of persons employed by the company (including dicategory was as follows:	2018 £ 696,613 62,921 759,534	£ 601,343 55,252 656,595
Wages and salaries Social security costs The average number of persons employed by the company (including di	2018 £ 696,613 62,921 759,534 irectors) during the year	£ 601,343 55,252 656,595 ear, analysed by 2017
Wages and salaries Social security costs The average number of persons employed by the company (including dicategory was as follows:	2018 £ 696,613 62,921 759,534 irectors) during the year	£ 601,343 55,252 656,595 ear, analysed by 2017 No. 23
Wages and salaries Social security costs The average number of persons employed by the company (including dicategory was as follows: Administration and support	2018 £ 696,613 62,921 759,534 irectors) during the year	£ 601,343 55,252 656,595 ear, analysed by 2017 No.

Notes to the Financial Statements for the Year Ended 31 December 2018

6 Taxation

The tax on loss before tax for the year is higher than the standard rate of corporation tax in the UK (2017 - higher than the standard rate of corporation tax in the UK) of 19% (2017 - 19.25%).

The differences are reconciled below:

	2018 £	2017 £
Loss before tax	(38,501)	(15,310)
Corporation tax at standard rate	(7,315)	(2,947)
Effect of expense not deductible in determining tax loss	9,929	-
Effect of tax losses	4,175	2,947
Tax decrease from effect of capital allowances and depreciation	(6,789)	
Total tax charge/(credit)		-

Factors that may effect future tax

Reductions in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) were substantively enacted on 6 September 2016. This reduction will reduce the future current taxation charge accordingly.

7 Intangible assets

	Goodwill • £	Total £
Cost or valuation		
At 1 January 2018	791,894	791,894
At 31 December 2018	791,894	791,894
Amortisation		
Amortisation charge	158,379	158,379
At 31 December 2018	158,379	158,379
Carrying amount		
At 31 December 2018	633,515	633,515
At 31 December 2017	791,894	791,894

FR Jones and Son Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

8 Tangible assets				
	Leasehold property £	Motor vehicles	Plant and equipment £	Total £
Cost or valuation At 1 January 2018 Additions	121,872	6,693	208,783 5,010	337,348 5,010
At 31 December 2018	121,872	6,693	213,793	342,358
Depreciation At 1 January 2018 Charge for the year At 31 December 2018	8,228 12,483 20,711	2,910 3,403 6,313	26,572 36,370 62,942	37,710 52,256 89,966
Carrying amount	20,711		<u> </u>	07,700
At 31 December 2018	101,161	380	150,851	252,392
At 31 December 2017	113,644	3,783	182,211	299,638
9 Stocks			2018 £	2017 £
Stock			596,983	540,677
10 Debtors			2018	2017
		Note	£	£
Trade debtors Amounts owed by related parties		16	178,759 549,981	174,246 -
Other debtors			108,260	60,571
Prepayments Accrued income			49,188 46,000	66,517 26,058
Total current trade and other debtors			932,188	327,392
Total current trade and other debtors			772,100	321,392

Notes to the Financial Statements for the Year Ended 31 December 2018

11 (Cash	and	cash	equiva	lents
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			2018 £	2017 £
Cash on hand			9,372	528
Cash at bank			244,315	350,545
			253,687	351,073
12 Creditors				
			2018	2017
		Note	£	£
Due within one year				
Trade creditors			733,064	292,926
Amounts due to related parties		16	-	100,019
Social security and other taxes			94,949	79,432
Other payables			81,431	79,520
Accrued expenses			63,131	24,086
			972,575	575,983
13 Share capital				
Allotted, called up and fully paid shares			•	
	2018 No.	£	2017 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.

Notes to the Financial Statements for the Year Ended 31 December 2018

15 Obligations under leases and hire purchase contracts

Operating leases

The total of future minimum lease payments is as follows:

	2018	2017
	£	£
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	403,808	504,760
	908,568	1,009,520

The amount of non-cancellable operating lease payments recognised as an expense during the year was £100,952 (2017 - £54,983).

16 Related party transactions

Summary of transactions with parent

Loans to related parties

2018	Parent £
At start of period	(100,019)
Advanced	650,000
At end of period	549,981

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 England and Wales.

The ultimate parent is Regalhill Limited, incorporated in England and Wales.

The Parent of the largest group in which these financial statements are consolidated is Regalhill Limited, incorporated in England and Wales.