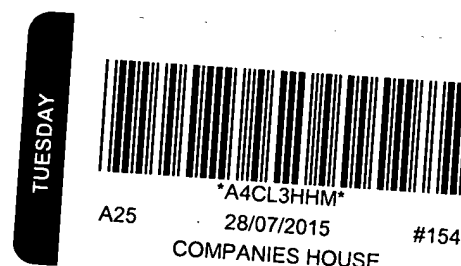


KINGSWOOD GOLF & COUNTRY CLUB LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31st OCTOBER 2014



BREBNERS
Chartered Accountants & Statutory Auditor
1 Suffolk Way
Sevenoaks
Kent
TN13 1YL

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2014

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KINGSWOOD GOLF & COUNTRY CLUB LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

T A Hilliard, OBE (Chairman)
D W McClelland
J T Hilliard
S J Turnbull

Company secretary

J T Hilliard

Registered office

The Downs Farm
Reigate Road
Ewell
Surrey
KT17 3BY

Auditor

Brebners
Chartered Accountants
& Statutory Auditor
1 Suffolk Way
Sevenoaks
Kent
TN13 1YL

Bankers

National Westminster Bank
London City Office
280 Bishopsgate
London
EC2M 4RB

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

DIRECTORS' REPORT

YEAR ENDED 31st OCTOBER 2014

The directors present their report and the financial statements of the company for the year ended 31st October 2014.

PRINCIPAL ACTIVITIES

The principal activities of the company are the maintenance and conduct of sports complexes and the related business of licensed victuallers and restaurateurs.

DIRECTORS

The directors who served the company during the year were as follows:

T A Hilliard, OBE (Chairman)
D W McClelland
J T Hilliard
S J Turnbull

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then 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.

Each of the persons who is a director at the date of approval of this report confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 31st OCTOBER 2014

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

Signed on behalf of the directors



J T Hilliard
Director

Approved by the directors on 20/7/15

KINGSWOOD GOLF & COUNTRY CLUB LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
KINGSWOOD GOLF & COUNTRY CLUB LIMITED
YEAR ENDED 31st OCTOBER 2014

We have audited the financial statements of Kingswood Golf & Country Club Limited for the year ended 31st October 2014 on pages 6 to 16. 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 shareholders, 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 shareholders 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 shareholders 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 set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

KINGSWOOD GOLF & COUNTRY CLUB LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
KINGSWOOD GOLF & COUNTRY CLUB LIMITED *(continued)*
YEAR ENDED 31st OCTOBER 2014

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 31st October 2014 and of its loss 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report and take advantage of the small companies exemptions from the requirement to prepare a strategic report.



MARTIN WIDDOWSON (Senior Statutory Auditor)
For and on behalf of
BREBNERS
Chartered Accountants & Statutory Auditor

1 Suffolk Way
Sevenoaks
Kent
TN13 1YL

23/7/15

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31st OCTOBER 2014

	Note	2014 £	2013 £
TURNOVER		1,942,784	1,643,063
Cost of sales		<u>1,244,055</u>	<u>969,966</u>
GROSS PROFIT		698,729	673,097
Administrative expenses		<u>727,764</u>	<u>544,929</u>
OPERATING (LOSS)/PROFIT	2	(29,035)	128,168
Interest payable and similar charges	4	3,347	2,743
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(32,382)	125,425
Tax on (loss)/profit on ordinary activities	5	(9,685)	35,700
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		<u>(22,697)</u>	<u>89,725</u>

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 9 to 16 form part of these financial statements.

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTE OF HISTORICAL COST PROFITS AND LOSSES

YEAR ENDED 31st OCTOBER 2014

	2014	2013
	£	£
Reported (loss)/profit on ordinary activities before taxation	(32,382)	125,425
Difference between a historical cost depreciation charge and the actual charge calculated on the revalued amount	<u>5,869</u>	<u>5,954</u>
Historical cost (loss)/profit on ordinary activities before taxation	<u>(26,513)</u>	<u>131,379</u>
Historical cost (loss)/profit for the year after taxation	<u>(16,828)</u>	<u>95,679</u>

The notes on pages 9 to 16 form part of these financial statements.

KINGSWOOD GOLF & COUNTRY CLUB LIMITED


BALANCE SHEET

31st OCTOBER 2014

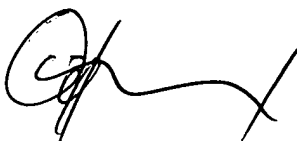
	Note	2014 £	2013 £
FIXED ASSETS			
Tangible assets	6	7,206,108	5,110,932
CURRENT ASSETS			
Stocks		99,468	55,982
Debtors	7	142,317	166,672
Cash in hand		3,000	2,200
		<u>244,785</u>	<u>224,854</u>
CREDITORS: Amounts falling due within one year	8	<u>1,644,085</u>	<u>1,041,307</u>
NET CURRENT LIABILITIES		(1,399,300)	(816,453)
TOTAL ASSETS LESS CURRENT LIABILITIES		5,806,808	4,294,479
CREDITORS: Amounts falling due after more than one year	9	2,550,222	1,025,812
PROVISIONS FOR LIABILITIES			
Deferred taxation	11	<u>38,232</u>	<u>27,616</u>
		<u>3,218,354</u>	<u>3,241,051</u>
CAPITAL AND RESERVES			
Called-up equity share capital	14	30,100	30,100
Revaluation reserve	15	2,856,008	2,861,877
Profit and loss account	16	332,246	349,074
SHAREHOLDERS' FUNDS	17	<u>3,218,354</u>	<u>3,241,051</u>

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

These accounts were approved by the directors and authorised for issue on 20/7/15, and are signed on their behalf by:



T A Hilliard, OBE
Director



J T Hilliard
Director

Company Registration Number: 01913760

The notes on pages 9 to 16 form part of these financial statements.

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2014

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with applicable UK accounting standards.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is small.

Turnover

Turnover represents amounts receivable for goods and services provided during the year net of Value Added Tax.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Freehold property	- over 50 years straight line
Fixtures, fittings, plant and machinery	- over 6-7 years straight-line
Motor vehicles	- over 4 years straight line
Cups and trophies	- over 20 years straight line

Freehold land is not depreciated.

An amount equal to the excess of the annual depreciation charge on revalued assets over the notional historical depreciation charge on those assets is transferred annually from the revaluation reserve to the profit and loss reserve.

Assets under construction are transferred upon completion to the appropriate categories. Depreciation is provided from the point the assets are brought into economic use.

Stocks

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

Leasing and hire purchase commitments

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the company, and hire purchase contracts, are capitalised in the balance sheet and are depreciated over their useful lives. The capital elements of future obligations under the leases and hire purchase contracts are included as liabilities in the balance sheet.

The interest elements of the rental obligations are charged in the profit and loss account over the periods of the leases and hire purchase contracts and represent a constant proportion of the balance of capital repayments outstanding.

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2014

1. ACCOUNTING POLICIES *(continued)*

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

Deferred tax assets are recognised only to the extent that the directors consider that 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.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its financial liabilities.

2. OPERATING (LOSS)/PROFIT

Operating (loss)/profit is stated after charging/(crediting):

	2014 £	2013 £
Depreciation of owned fixed assets	80,999	65,047
Depreciation of assets held under hire purchase agreements	26,309	13,500
Profit on disposal of fixed assets	—	(16,835)
Auditor's fees	<u>6,700</u>	<u>5,950</u>

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2014

3. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to:

	2014	2013
	No	No
Number of golf staff	20	16
Number of catering staff	22	17
	<u>42</u>	<u>33</u>

The aggregate payroll costs of the above were:

	2014	2013
	£	£
Wages and salaries	711,348	596,898
Social security costs	63,637	52,173
	<u>774,985</u>	<u>649,071</u>

4. INTEREST PAYABLE AND SIMILAR CHARGES

	2014	2013
	£	£
Finance charges	<u>3,347</u>	<u>2,743</u>

5. TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	2014	2013
	£	£
Current tax:		
In respect of the year:		
UK Corporation tax based on the results for the year at 21.83% (2013 - 23%)	(20,301)	30,310
Over/under provision in prior year	-	(15)
Total current tax	<u>(20,301)</u>	<u>30,295</u>
Deferred tax:		
Origination and reversal of timing differences (note 11)		
Capital allowances	10,616	5,405
Tax on (loss)/profit on ordinary activities	<u>(9,685)</u>	<u>35,700</u>

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2014

5. TAXATION ON ORDINARY ACTIVITIES *(continued)*

(b) Factors affecting current tax charge

The tax assessed on the (loss)/profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 21.83% (2013 - 23%).

	2014 £	2013 £
(Loss)/profit on ordinary activities before taxation	<u>(32,382)</u>	<u>125,425</u>
(Loss)/profit on ordinary activities by rate of tax	(7,069)	28,848
Non-deductible expenses	449	1,753
Depreciation	23,425	18,066
Capital allowances	(37,106)	(14,855)
Adjustment for liability at two rates	-	539
Adjustment in respect of prior year	-	(15)
Profit/(Loss) from sale of asset	-	(3,872)
Marginal relief	-	(169)
Total current tax (note 5(a))	<u>(20,301)</u>	<u>30,295</u>

6. TANGIBLE FIXED ASSETS

	Freehold Property £	Fixtures, Fittings, Plant and Machinery £	Motor Vehicles £	Cups and Trophies £	Assets under construction £	Total £
COST OR VALUATION						
At 1 Nov 2013	4,870,766	812,198	3,000	36,765	461,412	6,184,141
Additions	-	91,865	-	-	2,110,620	2,202,485
Transfers	2,092,416	479,615	-	-	(2,572,032)	(1)
At 31 Oct 2014	<u>6,963,182</u>	<u>1,383,678</u>	<u>3,000</u>	<u>36,765</u>	<u>-</u>	<u>8,386,625</u>
DEPRECIATION						
At 1 Nov 2013	378,760	659,879	750	33,820	-	1,073,209
Charge for the year	33,651	72,752	750	155	-	107,308
At 31 Oct 2014	<u>412,411</u>	<u>732,631</u>	<u>1,500</u>	<u>33,975</u>	<u>-</u>	<u>1,180,517</u>
NET BOOK VALUE						
At 31 Oct 2014	<u>6,550,771</u>	<u>651,047</u>	<u>1,500</u>	<u>2,790</u>	<u>-</u>	<u>7,206,108</u>
At 31 Oct 2013	<u>4,492,006</u>	<u>152,319</u>	<u>2,250</u>	<u>2,945</u>	<u>461,412</u>	<u>5,110,932</u>

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2014

6. TANGIBLE FIXED ASSETS *(continued)*

The depreciable amount of freehold property amounts to £3,631,296(2013: £1,815,648).

If the freehold property was included at its historical cost it would be shown at an amount of £2,277,060 (2013: £1,517,948).

Amounts authorised for but not provided in the financial statements amounted to £Nil (2013 - £1,440,000).

Hire purchase agreements

Included within the net book value of £7,206,108 is £131,233 (2013 - £72,150) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £26,309 (2013 - £13,500).

7. DEBTORS

	2014 £	2013 £
Trade debtors	50,879	53,161
Amounts owed by group undertakings	24,704	88,830
Corporation tax repayable	20,301	—
VAT recoverable	20,343	—
Other debtors	26,090	24,681
	<u>142,317</u>	<u>166,672</u>

8. CREDITORS: Amounts falling due within one year

	2014 £	2013 £
Overdrafts	870,847	510,341
Trade creditors	297,372	91,373
Amounts owed to group undertakings and undertakings in which the company has a participating interest	21,427	6,558
Corporation tax	—	16,444
Other taxation and social security	23,111	33,102
Hire purchase agreements	46,674	28,158
Other creditors	384,654	355,331
	<u>1,644,085</u>	<u>1,041,307</u>

The bank overdraft is secured by a fixed and floating charge over the assets and undertakings of the company and amounts due under the hire purchase agreements are secured on the assets involved.

9. CREDITORS: Amounts falling due after more than one year

	2014 £	2013 £
Amounts owed to group undertakings	2,500,000	1,000,000
Hire purchase agreements	50,222	25,812
	<u>2,550,222</u>	<u>1,025,812</u>

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2014

10. COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS

Future commitments under hire purchase agreements are as follows:

	2014	2013
	£	£
Amounts payable within 1 year	46,674	28,158
Amounts payable between 2 to 5 years	50,222	25,812
	<u>96,896</u>	<u>53,970</u>
Hire purchase agreements are analysed as follows:		
Current obligations	46,674	28,158
Non-current obligations	50,222	25,812
	<u>96,896</u>	<u>53,970</u>

11. DEFERRED TAXATION

The movement in the deferred taxation provision during the year was:

	2014	2013
	£	£
Provision brought forward	27,616	22,211
Profit and loss account movement arising during the year	10,616	5,405
Provision carried forward	<u>38,232</u>	<u>27,616</u>

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2014	2013
	£	£
Excess of taxation allowances over depreciation on fixed assets	38,232	27,616
	<u>38,232</u>	<u>27,616</u>

In the event of the freehold property being sold at its revalued amount, the company would incur an estimated tax liability of £68,000 (2013: £105,000).

12. CONTINGENCIES

The company has guaranteed jointly with other group companies the group's bank loan and overdraft facilities. The guarantee is supported by a fixed charge over the company's freehold property and by a fixed and floating charge over the assets and undertakings of the company. No liability existed at 31st October 2014 or is expected to arise from this guarantee.

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2014

13. RELATED PARTY DISCLOSURES

Control

The company is controlled by Dwellcourt Limited. The company's ultimate controlling party is T A Hilliard, OBE.

Transactions

The company has taken advantage of the exemptions conferred by Financial Reporting Standard No.8 from the requirement to make disclosures concerning transactions with group undertakings on the grounds that the company has been included in the group financial statements of its holding company where the company is a wholly owned subsidiary.

At 31st October 2014 an amount of £2,753 (2013: £4,697) was payable to Hilliard Brothers (Ewell) Limited, a company under common control.

At 31st October 2014 an amount of £Nil (2013: £12,000) was due from Coach House Soft Furnishing Limited, a company under the control of a family member of a director and shareholder.

Rent of £1,333 (2013: £8,000) was received from the close family of T A Hilliard, OBE, director.

14. SHARE CAPITAL

Allotted, called up and fully paid:

	2014		2013	
	No	£	No	£
Ordinary shares of £1 each	<u>30,100</u>	<u>30,100</u>	<u>30,100</u>	<u>30,100</u>

15. REVALUATION RESERVE

	2014	2013
	£	£
Balance brought forward	2,861,877	2,867,831
Transfer to the Profit and Loss Account on realisation	<u>(5,869)</u>	<u>(5,954)</u>
Balance carried forward	<u>2,856,008</u>	<u>2,861,877</u>

16. PROFIT AND LOSS ACCOUNT

	2014	2013
	£	£
Balance brought forward	349,074	253,395
(Loss)/profit for the financial year	<u>(22,697)</u>	<u>89,725</u>
Transfer from revaluation reserve	5,869	5,954
Balance carried forward	<u>332,246</u>	<u>349,074</u>

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2014

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2014 £	2013 £
(Loss)/Profit for the financial year	(22,697)	89,725
Transfer from revaluation reserve	5,869	5,954
Transfer to profit and loss account	(5,869)	(5,954)
Net (reduction)/addition to shareholders' funds	(22,697)	89,725
Opening shareholders' funds	<u>3,241,051</u>	<u>3,151,326</u>
Closing shareholders' funds	<u>3,218,354</u>	<u>3,241,051</u>

18. ULTIMATE PARENT COMPANY

The directors consider the ultimate parent undertaking to be Dwellcourt Limited.

Dwellcourt Limited is the parent of the largest and smallest group preparing group accounts incorporating the results of the company.