

COMPANY REGISTRATION NUMBER 02042783

TERRY FARRELL & PARTNERS LIMITED
FINANCIAL STATEMENTS
FOR
31 MARCH 2015

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TERRY FARRELL & PARTNERS LIMITED

COMPANY INFORMATION

YEAR ENDED 31 MARCH 2015

Directors	Sir T Farrell CBE M Stowell
Company number	02042783
Registered office	7 Hatton Street London NW8 8PL
Auditors	Fisher Phillips Summit House 170 Finchley Road London NW3 6BP

TERRY FARRELL & PARTNERS LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2015

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TERRY FARRELL & PARTNERS LIMITED

STRATEGIC REPORT

YEAR ENDED 31 MARCH 2015

The directors have the pleasure in presenting their report and the financial statements of the company for the year ended 31 March 2015

REVIEW OF THE BUSINESS

In the year to 31st March 2015, the provision of architectural and planning services for client contracts generated fee income of £784,581 (2014 £3,405,047) These fees were paid back to the Farrells (London) LLP as management charges As the practice continues to attract architectural opportunities from new and existing clients, both at home and overseas, and such opportunities are serviced by Farrells (London) LLP, the directors expect fee income in Terry Farrell & Partners Limited to continue reducing in the years to come

Unsurprisingly, turnover for the year is down 71% to £1,183,383 (2014 £4,068,830) However, the profit before tax has increased by 25 % to £1,266,104 for the year This was expected due to the successful performance of Farrells (London) LLP, of which Terry Farrell & Partners derives investment income The shareholder's funds of the company total £1,541,185 (2014 £1,025,177)

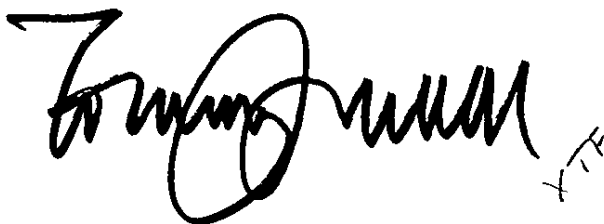
The company's financial risk management objectives consist of identifying and monitoring those risks which have an adverse impact on the value of the company's financial assets and liabilities or on reported profitability and on the cash flows of the company

The main financial risks arising from the company's financial instruments are liquidity risk and interest risk

The company minimises its exposure to liquidity risk by managing cash generation by its operations with cash collection targets set In this way the company ensures that sufficient funds are available for day-to-day operations In addition, the company has borrowing facilities available for drawdown when required

The directors consider the position at the year end to be satisfactory

Signed by order of the directors



SIR TERRY FARRELL CBE
Director

Approved by the directors on 16th December 2015

TERRY FARRELL & PARTNERS LIMITED

DIRECTOR'S REPORT

YEAR ENDED 31 MARCH 2015

The directors have the pleasure in presenting their report and the financial statements of the company for the year ended 31 March 2015

RESULTS AND DIVIDENDS

The profit and loss account is set out on page 6 and shows the profit for the year, after taxation, of £991,008 (2014 profit £771,697)

Dividends of £475,000 (2014 £225,000) have been proposed and paid for the financial year

DIRECTORS

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

Sir T Farrell CBE
Mr M Stowell

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and 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

TERRY FARRELL & PARTNERS LIMITED

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 MARCH 2015

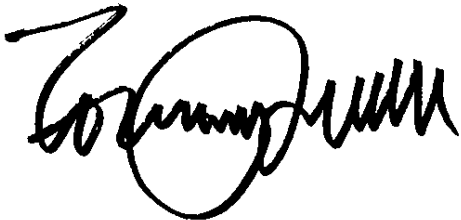
STATEMENT OF DIRECTORS' RESPONSIBILITIES

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

AUDITOR

The auditors, Fisher Phillips, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Signed by order of the directors



SIR TERRY FARRELL CBE
Director



Approved by the directors on 16th December 2015

TERRY FARRELL & PARTNERS LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
TERRY FARRELL & PARTNERS LIMITED
YEAR ENDED 31 MARCH 2015

We have audited the financial statements of Terry Farrell & Partners Limited for the year ended 31 March 2015 set out on pages 6 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement set out on page 2 to 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

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.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of affairs of the company as at 31 March 2015 and of the profit of the company 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 MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

TERRY FARRELL & PARTNERS LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
TERRY FARRELL & PARTNERS LIMITED *(continued)*

YEAR ENDED 31 MARCH 2015

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

Summit House
170 Finchley Road
London
NW3 6BP

STEVEN FROST ACA (Senior
Statutory Auditor)
For and on behalf of
FISHER PHILLIPS

Chartered Accountants
& Statutory Auditor

TERRY FARRELL & PARTNERS LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2015

	Note	2015 £	2014 £
TURNOVER	2	1,183,383	4,068,830
Cost of sales		<u>(784,581)</u>	<u>(3,405,047)</u>
GROSS PROFIT		398,802	663,783
Administrative expenses		<u>(264,703)</u>	<u>(497,482)</u>
OPERATING PROFIT	3	134,099	166,301
Connected company loan write off		<u>(5,266)</u>	<u>(2,430)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST		128,833	163,871
Investment income	6	<u>1,137,271</u>	<u>850,834</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,266,104	1,014,705
Tax on profit on ordinary activities	7	<u>(275,096)</u>	<u>(243,008)</u>
PROFIT FOR THE FINANCIAL YEAR		<u>991,008</u>	<u>771,697</u>

The profit and loss account has been prepared on the basis that all operations are continuing operations. There are no recognised gains and losses other than those passing through the profit and loss account.

The notes on page 11 to 18 form part of these financial statements

TERRY FARRELL & PARTNERS LIMITED

BALANCE SHEET

31 MARCH 2015

	Note	2015 £	2014 £
FIXED ASSETS			
Investments	9	-	727
		-	727
CURRENT ASSETS			
Debtors	10	2,395,803	1,748,062
Cash at bank and in hand		55,291	11,060
		2,451,094	1,759,122
CREDITORS: Amounts falling due within one year	11	(909,909)	(734,672)
NET CURRENT ASSETS		1,541,185	1,024,450
TOTAL ASSETS LESS CURRENT LIABILITIES		1,541,185	1,025,177
CAPITAL AND RESERVES			
Called-up equity share capital	14	100,000	100,000
Other reserves	15	50,000	50,000
Profit and loss account	16	1,391,185	875,177
SHAREHOLDERS' FUNDS	17	1,541,185	1,025,177

These financial statements were approved by the directors and authorised for issue on 16th December 2015, and are signed by



SIR TERRY FARRELL CBE

Company Registration Number. 02042783

The notes on pages 11 to 18 form part of these financial statements

TERRY FARRELL & PARTNERS LIMITED

CASH FLOW STATEMENT

YEAR ENDED 31 MARCH 2015

	2015	2014
	£	£
NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES	767,505	(316,809)
TAXATION		
Corporation tax	(243,009)	(36,900)
CAPITAL EXPENDITURE		
Receipts from sales of tangible assets	-	304,428
NET CASH INFLOW/(OUTFLOW) FROM CAPITAL EXPENDITURE	-	304,428
DIVIDENDS PAID	(475,000)	(225,000)
CASH INFLOW/ (OUTFLOW) BEFORE MANAGEMENT OF LIQUID RESOURCES AND FINANCING	49,496	(274,281)
FINANCING		
Connected company loan write off	(5,266)	(2,430)
Capital element of hire purchase and finance lease	-	(20,961)
NET CASH (OUTFLOW)/INFLOW FROM FINANCING	(5,266)	(23,391)
INCREASE / (DECREASE) IN CASH	44,231	(297,672)

The notes on pages 11 to 18 form part of these financial statements

TERRY FARRELL & PARTNERS LIMITED

NOTES TO THE CASH FLOW STATEMENT

YEAR ENDED 31 MARCH 2015

RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

	2015	2014
	£	£
Operating profit	134,099	166,301
Decrease in debtors	490,257	766,997
Increase/(decrease) in creditors	143,149	(1,250,107)
Net cash inflow/(outflow) from operating activities	<u>767,505</u>	<u>(316,809)</u>

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	2015	2014
	£	£
Increase / (decrease) in cash in the year	44,231	(297,672)
Cash inflow in respect of changes in hire purchase and finance leases	<u>-</u>	<u>20,961</u>
Movement in net funds in the year	44,231	(276,711)
Net funds at 1 April 2014	<u>11,060</u>	<u>287,771</u>
Net funds at 31 March 2015	<u>55,291</u>	<u>11,060</u>

The notes on pages 11 to 18 form part of these financial statements

TERRY FARRELL & PARTNERS LIMITED
NOTES TO THE CASH FLOW STATEMENT *(continued)*
YEAR ENDED 31 MARCH 2015

ANALYSIS OF CHANGES IN NET FUNDS

	At 1 Apr 2014 £	Cash flows £	At 31 Mar 2015 £
Net cash			
Cash in hand and at bank	<u>11,060</u>	<u>44,231</u>	<u>55,291</u>
Bank deposits	<u>-</u>	<u>-</u>	<u>-</u>
Net funds	<u>11,060</u>	<u>44,231</u>	<u>55,291</u>

The notes on pages 11 to 18 form part of these financial statements.

TERRY FARRELL & PARTNERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2015

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention

Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

Turnover

Turnover, represents amounts receivable for services net of VAT and trade discounts

Valuation of Investments

Fixed asset investments are stated at cost less provision for diminution in value

Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

Group Accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by section 400 of the Companies Act 2006 as it is a subsidiary undertaking of Terry Farrell Holdings Limited, a company incorporated in England, and is included in the consolidated accounts of that company.

The notes on pages 11 to 18 form part of these financial statements

TERRY FARRELL & PARTNERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2015

2 TURNOVER

The turnover is wholly attributable to the principal activity of the company. An analysis of turnover is given below

	2015	2014
	£	£
United Kingdom	1,183,383	3,602,435
Rest of the World	-	466,395
	<u>1,183,383</u>	<u>4,068,830</u>

3. OPERATING PROFIT

Operating profit is stated after charging/(crediting)

	2015	2014
	£	£
Auditor's remuneration - as auditor	4,000	4,000
Operating lease rentals	151,191	151,191
Loss / (profit) on foreign exchange transactions	<u>12,936</u>	<u>(7,941)</u>

4. DIRECTORS' EMOLUMENTS

The directors' aggregate emoluments in respect of qualifying services were

	2015	2014
	£	£
Emoluments receivable	<u>22,610</u>	<u>287,591</u>

Emoluments of highest paid director

	2015	2014
	£	£
Total emoluments (excluding pension contributions)	<u>22,610</u>	<u>129,584</u>

The number of directors who accrued benefits under company pension schemes was as follows

	2015	2014
	No	No
Money purchase schemes	<u>1</u>	<u>1</u>

The notes on pages 11 to 18 form part of these financial statements

TERRY FARRELL & PARTNERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2015

5 PARTICULARS OF EMPLOYEES

The average number of staff (including directors) employed during the financial year amounted to

	2015 No	2014 No
Management and Administration	<u>1</u>	<u>3</u>

The aggregate payroll costs of the above were

	2015 £	2014 £
Wages and salaries	<u>22,610</u>	<u>287,591</u>

6. INVESTMENT INCOME

	2015 £	2014 £
Income from participating interests	1,137,998	850,834
Loss on other fixed asset investments	(727)	-
	<u>1,137,271</u>	<u>850,834</u>

The notes on pages 11 to 18 form part of these financial statements

TERRY FARRELL & PARTNERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2015

7. TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	2015 £	2014 £
Current tax		
In respect of the year		
UK Corporation tax based on the results for the year at 21% (2014 – 23%)	<u>275,096</u>	<u>243,008</u>
Total current tax	<u>275,096</u>	<u>243,008</u>

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is different from the standard rate of corporation tax in the UK of 21% (2014 – 23%) The differences are explained below

	2015 £	2014 £
Profit on ordinary activities before taxation	<u>1,266,104</u>	<u>1,014,705</u>
Profit on ordinary activities by rate of tax	265,882	233,382
Capital losses	152	-
Connected company loan write off	1,106	559
Dividends and distributions received	<u>7,956</u>	<u>9,067</u>
Total current tax (note 7(a))	<u>275,096</u>	<u>243,008</u>

8. DIVIDENDS

Equity dividends

	2015 £	2014 £
Ordinary Shares		
Equity dividend proposed of £4 75 (2014 £2 25) per share	<u>475,000</u>	<u>225,000</u>

The notes on pages 11 to 18 form part of these financial statements

TERRY FARRELL & PARTNERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2015

9. INVESTMENTS

	Group Undertaking	Total
COST	£	£
At 1 April 2014	727	727
Disposals	(727)	(727)
At 31 March 2015	-	-

The group undertaking consists entirely of HK\$10 Ordinary shares in Terry Farrell (Hong Kong) Limited, a wholly owned subsidiary incorporated in Hong Kong

The principal activity of Terry Farrell (Hong Kong) Limited was that of providing architectural services

However, Terry Farrell (Hong Kong) Limited has been dormant for a number of years and the management decided to deregister the company at the year end for commercial reasons. On that basis, the value of the investment was written off as at 31st March 2015

10. DEBTORS

	2015	2014
	£	£
Trade debtors	271,031	168,320
Amounts owed by group undertakings	628,583	728,584
Other debtors	365	324
Prepayments and accrued income	1,495,824	850,834
	<u>2,395,803</u>	<u>1,748,062</u>

Amounts falling due after more than one year and included in the debtors above are

	2015	2014
	£	£
Amounts owed by group undertakings	<u>628,583</u>	<u>728,584</u>

During the year to March 2014 the company introduced capital of £828,585 to Farrells (London) LLP by way of a loan. The loan is subject to a repayment of £25,000 every quarter until the full balance has been repaid and as at 31st March 2015 the amount owed by Farrells (London) LLP is £628,585 (2014 £728,585)

The notes on pages 11 to 18 form part of these financial statements

TERRY FARRELL & PARTNERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2015

11. CREDITORS: Amounts falling due within one year

	2015	2014
	£	£
Amounts owed to parent and fellow subsidiary undertakings	593,485	442,497
Corporation tax	275,096	243,008
Social security and other taxes	36,028	44,010
Accruals and deferred income	5,300	5,157
	<u>909,909</u>	<u>734,672</u>

12. COMMITMENTS UNDER OPERATING LEASES

At 31 March 2015 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 March 2016

	2015	2014
	Land and building	Land and building
	£	£
Operating leases which expire		
In over five years	<u>321,300</u>	<u>321,300</u>

The notes on pages 11 to 18 form part of these financial statements

TERRY FARRELL & PARTNERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2015

13. RELATED PARTY TRANSACTIONS

The company is a wholly owned subsidiary of Terry Farrell Holdings Limited and has taken advantage of the exemption conferred by Financial Reporting Standard 8 'Related Party Disclosures' not to disclose transactions with Terry Farrell Holdings Limited

During the year dividends of £475,000 (2014 £225,000) were proposed and paid to Terry Farrell Holdings Limited

During the year the company paid consultancy fees of £67,875 (2014 £57,915) to an entity controlled by a close family member of Sir Terry Farrell

During the year the company had invoiced Farrells (London) LLP £398,802 (2014 £663,783) for management fees, and was invoiced by the LLP £784,581 (2014 £3,405,047) for sub-contracted charges. At 31 March 2015 the balance owed to Farrells (London) LLP was £228,596 (2014 £93,564). Profit share income of £1,137,998 (2014 £850,834) was receivable at the year end from the LLP, in which the company is a designated member.

There is a cross guarantee between Terry Farrell Holdings Limited and Terry Farrell & Partners Limited in respect of the bank loans and overdraft facilities. Farrells (London) LLP, where Terry Farrell & Partners Limited is a member, has given unlimited guarantee to Terry Farrell Holdings Limited in respect of its bank facilities.

14. SHARE CAPITAL

Allotted, called up and fully paid:

	2015		2014	
	No	£	No	£
100,000 Ordinary shares of £1 each	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>

15. OTHER RESERVES

	2015	2014
	£	£
Capital redemption reserve	<u>50,000</u>	<u>50,000</u>

The notes on pages 11 to 18 form part of these financial statements

TERRY FARRELL & PARTNERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2015

16. PROFIT AND LOSS ACCOUNT

	2015	2014
	£	£
Balance brought forward	875,177	328,480
Profit for the financial year	991,008	771,697
Equity dividends	(475,000)	(225,000)
Balance carried forward	<u>1,391,185</u>	<u>875,177</u>

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2015	2014
	£	£
Profit for the financial year	991,008	771,697
Equity dividends	(475,000)	(225,000)
Net increase to shareholders' funds	516,008	546,697
Opening shareholders' funds	1,025,177	478,480
Closing shareholders' funds	<u>1,541,185</u>	<u>1,025,177</u>

18. ULTIMATE PARENT COMPANY AND PARENT UNDERTAKING OF LARGER GROUP

The company is controlled by Terry Farrell Holdings Limited, a parent company of Terry Farrell & Partners Limited. The ultimate controlling party is Sir Terry Farrell.

The notes on pages 11 to 18 form part of these financial statements
