

**GROUP STRATEGIC REPORT,  
REPORT OF THE DIRECTORS AND  
CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST MARCH 2020  
FOR  
DUNCAN & TOPLIS HOLDINGS LIMITED**



**DUNCAN & TOPLIS HOLDINGS LIMITED**

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for the Year Ended 31st March 2020**

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**DUNCAN & TOPLIS HOLDINGS LIMITED**

**COMPANY INFORMATION**  
**for the Year Ended 31st March 2020**

**DIRECTORS:**

A N Reynolds  
M J Argyle  
K Botley  
D A Brain  
M H Chatterton  
T G Godson  
D A J Gratton  
M T Hindmarch  
G Hills  
C Newitt  
K Phillips  
I Phillips  
A C Severn  
M N Smith  
S N Syddall  
M A Taylor

**REGISTERED OFFICE:**

3 Castlegate  
Grantham  
Lincolnshire  
NG31 6SF

**REGISTERED NUMBER:**

09127501 (England and Wales)

**SENIOR STATUTORY AUDITOR:**

Antony Luckett BCom FCA DCha BFP

**AUDITORS:**

Clive Owen LLP  
Chartered Accountants and Statutory  
Auditors  
140 Coniscliffe Road  
Darlington  
Co. Durham  
DL3 7RT

**BANKERS:**

HSBC Bank plc  
88 Westgate  
Grantham  
NG31 6LF

## **DUNCAN & TOPLIS HOLDINGS LIMITED**

### **GROUP STRATEGIC REPORT for the Year Ended 31st March 2020**

The directors present their strategic report of the company and the group for the year ended 31st March 2020.

#### **REVIEW OF BUSINESS**

The principal activities of the group are the provision of Accountancy, Audit, Taxation, Corporate Finance, Payroll, Cloud Accounting, Probate, Human Resources and Information Technology services to businesses and individuals.

Our results were in line with the targets set for the year before Covid-19 took effect in March 2020. Our focus was (and still is) the safety and well-being of our team and support for our clients. Our prior investment in information technology enabled almost our entire workforce to work from home at the start of lock down, but we did lose some production caused by the disruption of the move and adjusting to the new ways of working.

We continued to implement Our 2025 Vision, which sets out our strategic plan for years to 2025.

**We will be the firm that clients always choose to work with and where talented people belong.**

We will achieve this ambition by:

- demonstrating commitment to client service of the highest order
- focusing on the current and future needs of our chosen markets and clients
- putting the necessary infrastructure in place to ensure efficient delivery

Our vision will be accomplished through the dedication and efforts of the talented people who work at Duncan & Toplis. Central to our strategy is the creation of a firm where our people are valued and respected, can best fulfil their potential and work in line with our core values of trust, strength, direction & value. More details about our People Strategy can be found in the Directors Report on page 5.

During the year we launched a new service, Evolve, which embraces digital finance. Evolve automates financial processing to enable more adviser time interpreting the data and providing clear direction to our clients. We have invested in new training services for clients who can now earn recognised management and leadership qualifications.

We play an active role in our local communities through our important Corporate Social Responsibility programme and charity work and supporting business groups and advocating for the area. In addition, we pride ourselves on helping businesses succeed, grow and meet their potential.

This attitude is embedded in our corporate vision which places the ambitions of our team members, and the communities we serve, at the heart of our work.

#### **PRINCIPAL RISKS AND UNCERTAINTIES**

Management of the business and execution of the group's strategy are subject to a number of risks. Risks are formally reviewed by the board and appropriate processes put in place to monitor and mitigate them.

The key risks affecting the group are set out below:

##### **Customers**

In order to reduce the potential loss of custom, the group values integrity and seeks to conduct its business with professionalism and aspires to provide excellent service in the eyes of our clients.

## **DUNCAN & TOPLIS HOLDINGS LIMITED**

### **GROUP STRATEGIC REPORT for the Year Ended 31st March 2020**

#### **PRINCIPAL RISKS AND UNCERTAINTIES - continued**

##### **Team**

The business is dependent upon the professional development, recruitment and retention of high-quality team members. We continue to invest in training and developing our team. The group respects and cares for its people and invests in their career potential. The group monitors remuneration levels against the wider market and provides a flexible working environment and remuneration package.

##### **Covid-19**

The business is dependent on our team members being able to carry out work to meet client needs. Our prior investment in information technology creates a virtual environment where team members can work together and meet clients. We have been agile and developed ways to carry out most of our work remotely, without needing to visit client premises. Our team members' well-being is paramount and we have developed a range of clearly communicated policies and procedures so that our team members, clients and offices are covid-safe.

Covid-19 has caused a recession and we are dependent on clients continuing to trade and need our services. Our client base is diverse across a wide range of sectors and markets. We have provided additional services helping clients reduce outgoings, protect staff, secure appropriate financial support and reopen safely.

##### **Interest rate risk**

The group has a level of bank debt on a variable rate of interest and consequently is at risk from an increase in interest rates. The group mitigates this risk by holding interest rate swaps to guarantee fixed interest payments over a reasonable proportion of bank debt.

##### **Liquidity risk**

The group seeks to manage this risk by ensuring sufficient liquidity is available to meet financial obligations through managing cash generation and applying billing and cash collection targets throughout the group. The group has bank facilities across a range of terms.

##### **Legal risk**

In the ordinary course of business, certain aspects of the group's services are opinion-based and may be subject to challenge. Where appropriate, the group seeks third-party professional corroboration. In addition, the group has appropriate professional indemnity insurance.

##### **Regulatory risk**

Changes in the regulatory environment that affect the group and its clients may reduce the level of services required, but equally enable the group to take advantage of opportunities.

## **DUNCAN & TOPLIS HOLDINGS LIMITED**

### **GROUP STRATEGIC REPORT for the Year Ended 31st March 2020**

#### **KEY PERFORMANCE INDICATORS**

The board uses the following key financial performance indicators to manage the performance of the business:

	<b>2020</b>	<b>2019</b>
	<b>£'m</b>	<b>£'m</b>
Revenue	20.8	20.2
EBITDA	2.8	3.0
Borrowings net of cash in hand	5.9	5.8
Equity shareholders' funds	4.9	5.2

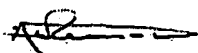
Duncan & Toplis Limited generates over 90% of group revenue and revenue in that business has increased 3.6%. The group continues to gain recurring and one-off work.

Compared with last year, EBITDA was £0.2m lower due to the impact of Covid-19 on the final month of the year. Property repair costs were higher previous years because we started a programme of office refurbishment to maintain a good working environment for our team. We continue to make a strategic investment in team members, marketing and computer services.

Long-term debt continues to reduce year on year, but cash balances moved into overdraft during the year so borrowings net of cash in hand increased slightly.

Equity shareholders' funds have been built up during the period since incorporation in 2014. This year the company maintained dividend payments whilst also amortising £0.7m of goodwill and retaining a substantial level of equity shareholders' funds.

#### **ON BEHALF OF THE BOARD:**



A N Reynolds - Director

24th November 2020

## **DUNCAN & TOPLIS HOLDINGS LIMITED**

### **REPORT OF THE DIRECTORS for the Year Ended 31st March 2020**

The directors present their report with the financial statements of the company and the group for the year ended 31st March 2020.

#### **PRINCIPAL ACTIVITIES**

The principal activities of the group in the year under review were those of the principal activities of the group are the provision of Accountancy, Audit, Taxation, Corporate Finance, Payroll, Cloud Accounting, Probate, Human Resources and Information Technology services to businesses and individuals.

#### **DIVIDENDS**

The total distribution of dividends for the year ended 31 March 2020 was £1,234,765 (2019 : £1,370,950).

The directors recommend that no final dividend be paid.

#### **DIRECTORS**

The directors shown below have held office during the whole of the period from 1st April 2019 to the date of this report.

A N Reynolds  
M J Argyle  
K Botley  
D A Brain  
M H Chatterton  
T G Godson  
D A J Gratton  
G Hills  
M T Hindmarch  
C Newitt  
K Phillips  
I Phillips  
A C Severn  
M N Smith  
S N Syddall  
M A Taylor

Other changes in directors holding office are as follows:

N P Cudmore ceased to be a director after 31st March 2020 but prior to the date of this report.

#### **DISABLED EMPLOYEES**

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the group continues and that appropriate training is arranged. It is the policy of the group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

## **DUNCAN & TOPLIS HOLDINGS LIMITED**

### **REPORT OF THE DIRECTORS for the Year Ended 31st March 2020**

#### **PEOPLE**

Our people are at the heart of everything we do and in recent months this has been more integral than ever. We focus on attracting and retaining the top talent, with a growing team of circa 430 of whom over 60 are currently engaged in professional training.

During this year a key focus for our People Strategy was Values and Culture. We launched a new programme which involves all team members to revisit and redefine what our values mean to us and how we can ensure they are integrated into everything that we do.

We continued our focus to actively promote a truly inclusive and diverse place to work and continue to train all team members on our Equality and Diversity programme. In addition, we have commenced an updated career pathway programme which further builds on our commitment to team development both in respect of promotion and enhancing skills and experience. This is further cemented with our soft skills training, where we introduced various lunch and learns along with technical skills webinars and training. Our aim remains to equip all our team members with the skills they need to succeed in the future and set us apart from our competitors.

For future leaders we continue to run our prestigious Academy training programme that ensures individuals have the right skills to lead the company in the coming years as well as demonstrating our commitment to those team members.

Team100 are our team member Engagement Group which launched in 2018. This group has gone from strength to strength, focussing on employee engagement, well-being, mental health initiatives, environmental and Corporate Social Responsibility issues. Team100 set an ambitious target of raising £100,000 for charity across the firm by 2025. Already we have reached £65,000 which is a testament to the generosity and community focus of our teams.

In late 2019 we trained four team members as mental health first aiders to provide support within our firm. Well-being and mental health are an area we are passionate about and this critical step was integral to our commitment for this programme.

Twelve new Graduates joined us in September 2020 and we are proud to have been able to continue this programme during this uncertain time. Whilst adaptations have been taken to ensure everything is covid secure, we are excited for these new team members to join our excellent training programme as well as support and development for their career with us.

Our trainees are an integral part of the business and in addition to an excellent training programme we ensure equal pay, benefits, and opportunity throughout their time with us. We fully support the Access to Accountancy charity which aims to deliver real change and welcome talented and ambitious young people to the profession from all backgrounds, supporting social mobility.

Our employee benefits are hugely competitive, and we are committed to rewarding our team members for their loyalty, hard work and the results they achieve. Our focus is to ensure we are an employer of choice with a commitment to effective employee engagement and communication.



## **DUNCAN & TOPLIS HOLDINGS LIMITED**

### **REPORT OF THE DIRECTORS for the Year Ended 31st March 2020**

During 2020 we have of course been impacted (as has everyone) by Covid-19. At the outset we set up a dedicated group to manage all aspects of how the pandemic affected our business. As a result, we quickly arranged for almost our entire workforce to work from home at the start of lock down. Some continue to work effectively from home using the technology we have and some returned to offices once we ensured the environment was covid secure. Our focus has, and remains to be, our team's safety and we continue to adapt quickly to changing needs, whilst ensuring the well-being of our team and support for our clients. We are very proud of what our team has achieved during this difficult time.

We are recruiting for new roles now as our business continues to grow and look forward to the year ending March 2021, where we will continue our firm commitment to our People Strategy ensuring our team members remain at the heart of everything we do.

### **SOCIAL POLICIES AND EMPLOYEE INVOLVEMENT**

The policy of the group is to recruit, promote, train and develop its people by reference to their skills, abilities and other attributes of value to their role in the business. The group considers itself to be an equal opportunities employer. Employee engagement is encouraged through a variety of means including a corporate intranet, team meetings and regular dialogue with employees. The activities of the group have a minimal pollution impact on the environment and its energy consumption is modest.

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Group Strategic Report, the Report of the Directors 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 the group and of the profit or loss of the group for that period. 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

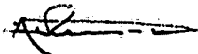
**DUNCAN & TOPLIS HOLDINGS LIMITED**

**REPORT OF THE DIRECTORS  
for the Year Ended 31st March 2020**

**AUDITORS**

The auditors, Clive Owen LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**ON BEHALF OF THE BOARD:**

A handwritten signature in black ink, appearing to be 'A N Reynolds', written over a horizontal line.

A N Reynolds - Director

24th November 2020

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF DUNCAN & TOPLIS HOLDINGS LIMITED**

### **Opinion**

We have audited the financial statements of Duncan & Toplis Holdings Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31st March 2020 which comprise the Consolidated Income Statement, Consolidated Other Comprehensive Income, Consolidated Statement of Financial Position, Company Statement of Financial Position, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Statement of Cash Flows and Notes to the Consolidated Statement of Cash Flows, 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 group's and of the parent company affairs as at 31st March 2020 and of the group's profit 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.

### **Basis for 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the group 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 group'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.

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF DUNCAN & TOPLIS HOLDINGS LIMITED**

### **Other information**

The directors are responsible for the other information. The other information comprises the information in the Group Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors 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.

### **Opinions on other matters prescribed by the Companies Act 2006**

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

- the information given in the Group Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Report of the Directors.

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 six, 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 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
DUNCAN & TOPLIS HOLDINGS LIMITED**

**Auditors' 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 a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Report of the Auditors.

**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 a Report of the Auditors 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.



Antony Luckett BCom FCA DChA (Senior Statutory Auditor)  
for and on behalf of Clive Owen LLP  
Chartered Accountants and Statutory  
Auditors  
140 Coniscliffe Road  
Darlington  
Co. Durham  
DL3 7RT

Date: 24 November 2020

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**CONSOLIDATED INCOME STATEMENT**  
**for the Year Ended 31st March 2020**

	Notes	2020 £	2019 £
<b>REVENUE</b>	4	20,758,889	20,159,345
Cost of sales		<u>12,113,051</u>	<u>11,556,964</u>
<b>GROSS PROFIT</b>		8,645,838	8,602,381
Administrative expenses		<u>7,330,731</u>	<u>6,963,365</u>
		1,315,107	1,639,016
Other operating income		<u>122,120</u>	<u>132,165</u>
<b>GROUP OPERATING PROFIT</b>	6	1,437,227	1,771,181
Share of operating (loss)/profit in Associates		(8,056)	56,186
Profit on sale of fixed asset investments	7	<u>444,008</u>	<u>-</u>
		1,873,179	1,827,367
Income from fixed asset investments		<u>47,283</u>	<u>26,573</u>
		1,920,462	1,853,940
Amounts written off investments	8	<u>292,266</u>	<u>-</u>
		1,628,196	1,853,940
Interest payable and similar expenses	9	<u>218,593</u>	<u>258,086</u>
<b>PROFIT BEFORE TAXATION</b>		1,409,603	1,595,854
Tax on profit	10	<u>353,713</u>	<u>385,914</u>
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<u>1,055,890</u>	<u>1,209,940</u>
Profit attributable to:			
Owners of the parent		943,743	1,101,958
Non-controlling interests		<u>112,147</u>	<u>107,982</u>
		<u>1,055,890</u>	<u>1,209,940</u>

The notes form part of these financial statements

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**CONSOLIDATED OTHER COMPREHENSIVE INCOME  
for the Year Ended 31st March 2020**

	Notes	2020 £	2019 £
<b>PROFIT FOR THE YEAR</b>		1,055,890	1,209,940
<b>OTHER COMPREHENSIVE INCOME</b>		<u>-</u>	<u>-</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u>1,055,890</u>	<u>1,209,940</u>
Total comprehensive income attributable to:			
Owners of the parent		943,743	1,101,958
Non-controlling interests		<u>112,147</u>	<u>107,982</u>
		<u>1,055,890</u>	<u>1,209,940</u>

The notes form part of these financial statements

**DUNCAN & TOPLIS HOLDINGS LIMITED (REGISTERED NUMBER: 09127501)**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

**31st March 2020**

		2020		2019	
	Notes	£	£	£	£
<b>FIXED ASSETS</b>					
Intangible assets	13		3,265,816		4,100,215
Property, plant and equipment	14		3,428,814		3,278,418
Investments	15				
Interest in associate			32,575		98,330
Other investments			<u>14,491</u>		<u>50,052</u>
			6,741,696		7,527,015
<b>CURRENT ASSETS</b>					
Inventories	16	43,097		43,631	
Debtors	17	6,826,043		6,020,865	
Investments	18	-		258,305	
Cash at bank		<u>-</u>		<u>344,120</u>	
		6,869,140		6,666,921	
<b>CREDITORS</b>					
Amounts falling due within one year	19	<u>4,089,796</u>		<u>3,623,844</u>	
<b>NET CURRENT ASSETS</b>			<u>2,779,344</u>		<u>3,043,077</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			9,521,040		10,570,092
<b>CREDITORS</b>					
Amounts falling due after more than one year	20		(4,563,056)		(5,350,288)
<b>PROVISIONS FOR LIABILITIES</b>	25		<u>(26,808)</u>		<u>(2,607)</u>
<b>NET ASSETS</b>			<u><u>4,931,176</u></u>		<u><u>5,217,197</u></u>

The notes form part of these financial statements

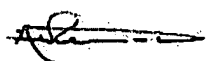


**DUNCAN & TOPLIS HOLDINGS LIMITED (REGISTERED NUMBER: 09127501)**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION - continued**  
**31st March 2020**

		2020		2019	
	Notes	£	£	£	£
<b>CAPITAL AND RESERVES</b>					
Called up share capital	26		2,826,166		2,825,565
Capital redemption reserve	27		300,000		300,000
Retained earnings	27		<u>1,775,010</u>		<u>2,066,632</u>
<b>SHAREHOLDERS' FUNDS</b>			4,901,176		5,192,197
<b>NON-CONTROLLING INTERESTS</b>			<u>30,000</u>		<u>25,000</u>
<b>TOTAL EQUITY</b>			<u><u>4,931,176</u></u>		<u><u>5,217,197</u></u>

The financial statements were approved by the Board of Directors and authorised for issue on 24th November 2020 and were signed on its behalf by:



A N Reynolds - Director



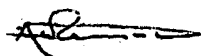
I Phillips - Director

The notes form part of these financial statements

**DUNCAN & TOPLIS HOLDINGS LIMITED (REGISTERED NUMBER: 09127501)****COMPANY STATEMENT OF FINANCIAL POSITION****31st March 2020**

		2020		2019	
	Notes	£	£	£	£
<b>FIXED ASSETS</b>					
Intangible assets	13		-		-
Property, plant and equipment	14		2,522,306		2,322,389
Investments	15		<u>104,730</u>		<u>422,679</u>
			2,627,036		2,745,068
<b>CURRENT ASSETS</b>					
Debtors	17	865,084		895,545	
Cash at bank		<u>325,056</u>		<u>14,048</u>	
		1,190,140		909,593	
<b>CREDITORS</b>					
Amounts falling due within one year	19	<u>23,122</u>		<u>23,907</u>	
<b>NET CURRENT ASSETS</b>			<u>1,167,018</u>		<u>885,686</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>3,794,054</u>		<u>3,630,754</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	26		2,826,166		2,825,565
Capital redemption reserve	27		300,000		300,000
Retained earnings	27		<u>667,888</u>		<u>505,189</u>
<b>SHAREHOLDERS' FUNDS</b>			<u>3,794,054</u>		<u>3,630,754</u>
 Company's profit for the financial year			<u>1,398,064</u>		<u>1,666,399</u>

The financial statements were approved by the Board of Directors and authorised for issue on 24th November 2020 and were signed on its behalf by:



A N Reynolds - Director



I Phillips - Director

The notes form part of these financial statements

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**for the Year Ended 31st March 2020**

	Called up share capital £	Retained earnings £	Capital redemption reserve £
<b>Balance at 1st April 2018</b>	<b>2,825,145</b>	<b>2,336,024</b>	<b>300,000</b>
<b>Changes in equity</b>			
Issue of share capital	420	(400)	-
Dividends	-	(1,370,950)	-
Total comprehensive income	-	<u>1,101,958</u>	-
<b>Balance at 31st March 2019</b>	<b><u>2,825,565</u></b>	<b><u>2,066,632</u></b>	<b><u>300,000</u></b>
<b>Changes in equity</b>			
Issue of share capital	601	(600)	-
Dividends	-	(1,234,765)	-
Total comprehensive income	-	<u>943,743</u>	-
<b>Balance at 31st March 2020</b>	<b><u>2,826,166</u></b>	<b><u>1,775,010</u></b>	<b><u>300,000</u></b>

	Treasury shares £	Total £	Non-controlling interests £	Total equity £
<b>Balance at 1st April 2018</b>	<b>(109,137)</b>	<b>5,352,032</b>	<b>20,000</b>	<b>5,372,032</b>
<b>Changes in equity</b>				
Issue of share capital	-	20	-	20
Sale of treasury shares	109,137	109,137	-	109,137
Dividends	-	(1,370,950)	-	(1,370,950)
Increase in investment by non-controlling interest	-	-	5,000	5,000
Profit share credited to non-controlling interest	-	-	(107,982)	(107,982)
Total comprehensive income	-	<u>1,101,958</u>	<u>107,982</u>	<u>1,209,940</u>
<b>Balance at 31st March 2019</b>	<b>-</b>	<b><u>5,192,197</u></b>	<b><u>25,000</u></b>	<b><u>5,217,197</u></b>
<b>Changes in equity</b>				
Issue of share capital	-	1	-	1
Dividends	-	(1,234,765)	-	(1,234,765)
Increase in investment by non-controlling interest	-	-	5,000	5,000
Profit share credited to non-controlling interest	-	-	112,147	-
Total comprehensive income	-	<u>943,743</u>	<u>(112,147)</u>	<u>943,743</u>
<b>Balance at 31st March 2020</b>	<b>-</b>	<b><u>4,901,176</u></b>	<b><u>30,000</u></b>	<b><u>4,926,176</u></b>

The notes form part of these financial statements

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**COMPANY STATEMENT OF CHANGES IN EQUITY  
for the Year Ended 31st March 2020**

	Called up share capital £	Retained earnings £	Capital redemption reserve £	Treasury shares £	Total equity £
<b>Balance at 1st April 2018</b>	<b>2,825,145</b>	<b>210,140</b>	<b>300,000</b>	<b>(109,137)</b>	<b>3,226,148</b>
<b>Changes in equity</b>					
Issue of share capital	420	-	-	-	420
Dividends	-	(1,370,950)	-	-	(1,370,950)
Total comprehensive income	-	1,665,999	-	109,137	1,775,136
<b>Balance at 31st March 2019</b>	<b>2,825,565</b>	<b>505,189</b>	<b>300,000</b>	<b>-</b>	<b>3,630,754</b>
<b>Changes in equity</b>					
Issue of share capital	601	-	-	-	601
Dividends	-	(1,234,765)	-	-	(1,234,765)
Total comprehensive income	-	1,397,464	-	-	1,397,464
<b>Balance at 31st March 2020</b>	<b>2,826,166</b>	<b>667,888</b>	<b>300,000</b>	<b>-</b>	<b>3,794,054</b>

The notes form part of these financial statements

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**CONSOLIDATED STATEMENT OF CASH FLOWS**  
for the Year Ended 31st March 2020

	Notes	2020 £	2019 £
<b>Cash flows from operating activities</b>			
Cash generated from operations	1	1,891,041	3,143,952
Interest paid		(223,689)	(303,116)
Tax paid		<u>(388,705)</u>	<u>(398,056)</u>
<b>Net cash from operating activities</b>		<u>1,278,647</u>	<u>2,442,780</u>
<b>Cash flows from investing activities</b>			
Purchase of tangible fixed assets		(591,240)	(181,460)
Purchase of fixed asset investments		(5,077)	-
Sale of tangible fixed assets		2,506	6,075
Sale of fixed asset investments		463,669	361,025
Dividends received		<u>47,283</u>	<u>26,573</u>
<b>Net cash from investing activities</b>		<u>(82,859)</u>	<u>212,213</u>
<b>Cash flows from financing activities</b>			
Loan repayments in year		(270,788)	(269,214)
Share issue	1	1	18
New HP contracts		-	45,924
Repayment of other loans		(922,633)	(962,266)
Sale/(Purchase) of treasury shares		-	109,137
Equity dividends paid		<u>(1,234,765)</u>	<u>(1,370,950)</u>
<b>Net cash from financing activities</b>		<u>(2,428,185)</u>	<u>(2,447,351)</u>
<b>(Decrease)/increase in cash and cash equivalents</b>		<u>(1,232,397)</u>	<u>207,642</u>
<b>Cash and cash equivalents at beginning of year</b>	2	<u>344,120</u>	<u>136,478</u>
<b>Cash and cash equivalents at end of year</b>	2	<u>(888,277)</u>	<u>344,120</u>

The notes form part of these financial statements

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS**  
for the Year Ended 31st March 2020

**1. RECONCILIATION OF PROFIT FOR THE FINANCIAL YEAR TO CASH GENERATED FROM OPERATIONS**

	2020	2019
	£	£
Profit for the financial year	1,055,890	1,209,940
Depreciation and amortisation charges	1,152,634	1,129,344
Profit on disposal of fixed assets	(2,500)	(9,450)
Bonus share issue	-	(400)
Non-controlling interest	(112,147)	(107,982)
Profit on disposal of fixed asset investment	(98,973)	-
Share of operating profit in associate	-	(37,997)
Consolidated goodwill impairment	122,604	-
Finance costs	218,593	258,086
Finance income	(47,283)	(26,573)
Taxation	<u>353,713</u>	<u>385,914</u>
	2,642,531	2,800,882
Decrease/(increase) in inventories	534	(18,173)
Increase in trade and other debtors	(805,179)	(85,517)
Increase in trade and other creditors	<u>53,155</u>	<u>446,760</u>
<b>Cash generated from operations</b>	<u><b>1,891,041</b></u>	<u><b>3,143,952</b></u>

**2. CASH AND CASH EQUIVALENTS**

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

**Year ended 31st March 2020**

	31.3.20	1.4.19
	£	£
Cash and cash equivalents	-	344,120
Bank overdrafts	<u>(888,277)</u>	-
	<u><b>(888,277)</b></u>	<u><b>344,120</b></u>

**Year ended 31st March 2019**

	31.3.19	1.4.18
	£	£
Cash and cash equivalents	<u><b>344,120</b></u>	<u><b>136,478</b></u>

The notes form part of these financial statements

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS  
for the Year Ended 31st March 2020**

**3. ANALYSIS OF CHANGES IN NET DEBT**

	At 1.4.19 £	Cash flow £	At 31.3.20 £
<b>Net cash</b>			
Cash at bank	344,120	(344,120)	-
Bank overdrafts	<u>-</u>	<u>(888,277)</u>	<u>(888,277)</u>
	<u>344,120</u>	<u>(1,232,397)</u>	<u>(888,277)</u>
<b>Liquid resources</b>			
Current asset investments	<u>258,305</u>	<u>(258,305)</u>	<u>-</u>
	<u>258,305</u>	<u>(258,305)</u>	<u>-</u>
<b>Debt</b>			
Finance leases	(195,703)	165,085	(30,618)
Debts falling due within 1 year	(414,372)	22,162	(392,210)
Debts falling due after 1 year	<u>(3,977,764)</u>	<u>378,110</u>	<u>(3,599,654)</u>
	<u>(4,587,839)</u>	<u>565,357</u>	<u>(4,022,482)</u>
<b>Total</b>	<u>(3,985,414)</u>	<u>(925,345)</u>	<u>(4,910,759)</u>

The notes form part of these financial statements

## **DUNCAN & TOPLIS HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS for the Year Ended 31st March 2020**

#### **1. GENERAL INFORMATION**

The nature of the group's operations and principal activities are detailed in the Report of the Directors.

These financial statements have been prepared in £ sterling.

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

#### **2. STATUTORY INFORMATION**

Duncan & Toplis Holdings Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the General Information page.

#### **3. ACCOUNTING POLICIES**

##### **Basis of preparing the financial statements**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 ("FRS102") "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention on a going concern basis.

##### **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of Duncan & Toplis Holdings Limited and entities controlled by Duncan & Toplis Holdings Limited (its subsidiaries, which include limited liability partnerships). Control is achieved where Duncan & Toplis Holdings Limited has the power to govern the financial and operating policies of an investee entity so as to obtain benefits from its activities. The results of subsidiaries are included in the consolidated statement of comprehensive income.

The results of entities acquired during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition.

Group entities conform to the same accounting policies (where applicable) therefore no adjustments to the accounts of the subsidiaries were necessary on consolidation.

##### **Associates**

An associate is an entity, being neither a subsidiary nor a joint venture, in which the group holds a long-term interest and where the group has a significant influence. The group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate. The results of associates are accounted for using the equity method of accounting.



## **DUNCAN & TOPLIS HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the Year Ended 31st March 2020**

#### **3. ACCOUNTING POLICIES - continued**

##### **Related party exemption**

The group has taken advantage of exemption, under the terms of Financial Reporting Standard 102 ("FRS102") "The Financial Reporting Standard applicable in the UK and Republic of Ireland", not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

##### **Significant judgements and estimates**

In the process of applying the group's accounting policies, the group is required to make certain estimates, judgements and assumptions that it believes are reasonable based upon the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the periods presented.

On an ongoing basis, the group evaluates its estimates using historical experience, consultation with experts and other methods considered reasonable in the particular circumstances. Actual results may differ from the estimates, the effect of which is recognised in the period in which the facts that give rise to the revision become known.

The group believes that the estimates and judgements in relation to the useful economic life of goodwill, the valuation of the interest rate swap, the impairment of trade debtors and the impairment of amounts recoverable on contract have the most significant impact on the annual results.

##### **(i) Useful economic life of goodwill**

Goodwill, being the amount paid on acquisition of a business or fees is amortised over an estimated useful economic life of 10 years. The useful life is estimated taking in to account client retention rates, breadth of service, brand name, regulatory environment, market share, past performance and percentage of recurring fee income.

##### **(ii) Valuation of the interest rate swap**

The group estimates the provision required for interest rate swap contracts based on their fair value. Fair values are based on the price at which a transaction to transfer the liabilities would take place between market participants under current market conditions. Factors affecting the valuation include current and projected interest rates and availability of credit. See note 24 for the carrying value of interest rate swap contracts.

##### **(iii) Impairment of trade debtors**

The group makes an estimate of the recoverable value of trade debtors. When assessing impairment of trade debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 17 for the carrying value of trade debtors which is stated after an impairment provision of £222,805 (2019 : £141,070).

## **DUNCAN & TOPLIS HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the Year Ended 31st March 2020**

#### **3. ACCOUNTING POLICIES - continued**

##### **(iv) Impairment of amounts recoverable on contract**

Services provided to clients, which at the financial reporting date have not been billed, are recognised as amounts recoverable on contract. The group makes an estimate of the recoverable value based on the historical recovery rate for a portfolio of similar clients. See note 17 for the carrying value of amounts recoverable on contract which is stated after an impairment provision of £115,423 (2019 : £105,704).

##### **Financial reporting standard 102 - reduced disclosure exemptions**

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholders.

The parent company has taken advantage of the following exemptions:

- the requirements of Section 7 Statement of Cash Flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the parent company's cash flows;
- the financial instrument disclosures required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29A, as the information is provided in the consolidated financial statement disclosures.

##### **Intangible assets**

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Goodwill acquired on each business combination is amortised on a straight line basis over its useful economic life.

##### **Property, plant and equipment**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Freehold property	- 2% on cost
Improvements to property	- 10% on cost
Plant and machinery	- Between 10% and 33% on cost
Fixtures and fittings	- Between 5% and 33% on cost
Motor vehicles	- Between 25% and 33% on cost

##### **Investments in associates**

Investment in associate undertakings are recognised at cost less any accumulated impairment.

##### **Inventories**

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

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**for the Year Ended 31st March 2020**

**3. ACCOUNTING POLICIES - continued**

**Taxation**

Taxation for the year comprises current and deferred tax. Tax is recognised in the Consolidated Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

**Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

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

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

**Hire purchase and leasing commitments**

Assets obtained under hire purchase contracts or finance leases are capitalised in the statement of financial position. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to profit or loss over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

Finance leases are those where substantially all of the risks and rewards incidental to ownership are transferred to the entity. Obligations under such agreements are included in assets and liabilities at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments, determined at the inception of the lease.

The finance element of the rental payment is charged to the income statement so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

**Pension costs and other post-retirement benefits**

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to profit or loss in the period to which they relate.

## **DUNCAN & TOPLIS HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the Year Ended 31st March 2020**

#### **3. ACCOUNTING POLICIES - continued**

##### **Revenue recognition**

Revenue represents amounts recoverable from clients for professional services provided during the year, IT hardware sales and IT maintenance contracts, excluding value added tax. The group recognises revenue when the amount can be reliably measured and it is probable that economic benefits will flow.

Services provided to clients, which at the financial reporting date have not been billed, are recognised as amounts recoverable on contract.

Revenue recognised in this manner is based on an assessment of the fair value of the services provided at the financial reporting date reflecting the stage of completion of the service rendered. Stage of completion is measured by reference to the sales value of work done to date multiplied by the historical recovery rate for a portfolio of similar clients.

In respect of IT hardware sales, revenue is recognised when the final invoice is raised. Labour relating to installation of hardware is recognised as revenue by reference to the stage of completion of the installation.

Revenue from IT maintenance contracts is recognised when the service is delivered. Revenue is proportionately deferred in relation to any period of a maintenance contract that is invoiced in advance of the work being undertaken.

##### **Financial instruments**

##### **Basic financial instruments**

Basic financial assets, including trade and other debtors and cash and bank balances are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

At the end of each reporting period, financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the income statement.

Basic financial liabilities, including trade and other creditors, bank loans (except those detailed below under "other financial instruments") and loans from Directors, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

## DUNCAN & TOPLIS HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the Year Ended 31st March 2020

#### 3. ACCOUNTING POLICIES - continued

Trade payables 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 payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### Other financial instruments including derivatives

Other financial instruments including banks loans and interest rate swaps are initially recognised at fair value on the date a contract is entered into and are subsequently remeasured at their fair value through the income statement.

Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

#### 4. REVENUE

The revenue and profit before taxation are attributable to the principal activities of the group.

An analysis of revenue by class of business is given below:

	2020	2019
	£	£
Professional services	19,430,756	18,771,135
IT Hardware and Maintenance	1,124,932	1,205,226
Other income	<u>203,201</u>	<u>182,984</u>
	<u>20,758,889</u>	<u>20,159,345</u>

#### 5. EMPLOYEES AND DIRECTORS

	2020	2019
	£	£
Wages and salaries	10,222,153	9,905,461
Social security costs	924,377	898,129
Other pension costs	<u>1,041,165</u>	<u>908,681</u>
	<u>12,187,695</u>	<u>11,712,271</u>

The average number of employees during the year was as follows:

	2020	2019
Fee earning team members	327	316
Support team members	<u>107</u>	<u>108</u>
	<u>434</u>	<u>424</u>

**DUNCAN & TOPLIS HOLDINGS LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
for the Year Ended 31st March 2020****5. EMPLOYEES AND DIRECTORS - continued**

	2020	2019
	£	£
Directors' remuneration	538,183	510,710
Directors' pension contributions to money purchase schemes	<u>230,000</u>	<u>224,000</u>

The number of directors to whom retirement benefits were accruing was as follows:

	2020	2019
	£	£
Money purchase schemes	<u>17</u>	<u>17</u>

Information regarding the highest paid director is as follows:

	2020	2019
	£	£
Emoluments etc	<u>103,563</u>	<u>97,590</u>

**6. OPERATING PROFIT**

The operating profit is stated after charging/(crediting):

	2020	2019
	£	£
Other operating leases	443,857	437,420
Depreciation - owned assets	411,669	255,650
Depreciation - assets on hire purchase contracts	29,176	153,992
(Profit)/loss on disposal of fixed assets	(2,500)	98,854
Goodwill amortisation	711,793	719,702
Auditors' remuneration	<u>15,600</u>	<u>16,080</u>

The Directors' remuneration figure shown in note 5 represents the aggregate Key Management Personnel Remuneration for the Group.

**7. EXCEPTIONAL ITEMS**

	2020	2019
	£	£
Profit on sale of fixed asset investments	<u>444,008</u>	<u>-</u>

**DUNCAN & TOPLIS HOLDINGS LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
for the Year Ended 31st March 2020****8. AMOUNTS WRITTEN OFF INVESTMENTS**

	2020	2019
	£	£
Amounts written off investments	<u>292,266</u>	<u>-</u>

This is the amount written off the investment in Bishopsgate Amalgamations Limited. Within the profit on sale of fixed asset investments in note 7 is £268,500 relating to Bishopsgate Amalgamations Limited.

**9. INTEREST PAYABLE AND SIMILAR EXPENSES**

	2020	2019
	£	£
Bank interest	19,901	3,292
Bank loan interest	155,942	175,820
Directors' loan account interest	90,220	124,004
Interest rate swap - fair value adjustment	<u>(47,470)</u>	<u>(45,030)</u>
	<u>218,593</u>	<u>258,086</u>

**10. TAXATION****Analysis of the tax charge**

The tax charge on the profit for the year was as follows:

	2020	2019
	£	£
Current tax:		
UK corporation tax	325,799	384,192
Associates corporation tax	<u>3,713</u>	<u>5,189</u>
Total current tax	329,512	389,381
Deferred tax	<u>24,201</u>	<u>(3,467)</u>
Tax on profit	<u>353,713</u>	<u>385,914</u>

**DUNCAN & TOPLIS HOLDINGS LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
for the Year Ended 31st March 2020****10. TAXATION - continued****Reconciliation of total tax charge included in profit and loss**

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2020 £	2019 £
Profit before tax	<u>1,409,603</u>	<u>1,595,854</u>
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2019 - 19%)	267,825	303,212
Effects of:		
Expenses not deductible for tax purposes	48,554	53,413
Income not taxable for tax purposes	(27,408)	(26,018)
Depreciation in excess of capital allowances	3,426	3,414
Adjustments to tax charge in respect of previous periods	(830)	(2,800)
Amortisation disallowed	85,464	85,464
LLP profits chargeable to income tax	(22,871)	(22,136)
in effective tax rate		
Other	<u>(447)</u>	<u>(8,635)</u>
Total tax charge	<u>353,713</u>	<u>385,914</u>

**11. INDIVIDUAL INCOME STATEMENT**

As permitted by Section 408 of the Companies Act 2006, the Income Statement of the parent company is not presented as part of these financial statements.

**12. DIVIDENDS**

The total distribution of dividends for the year ended 31st March 2020 was £1,234,765 (2019 : £1,370,950).

The directors recommend that no final dividend be paid.



**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
for the Year Ended 31st March 2020**

**13. INTANGIBLE FIXED ASSETS**

**Group**

	Goodwill £
<b>COST</b>	
At 1st April 2019	7,274,936
Disposals	<u>(158,199)</u>
At 31st March 2020	<u>7,116,737</u>
<b>AMORTISATION</b>	
At 1st April 2019	3,174,721
Amortisation for year	711,793
Eliminated on disposal	<u>(35,593)</u>
At 31st March 2020	<u>3,850,921</u>
<b>NET BOOK VALUE</b>	
At 31st March 2020	<u><u>3,265,816</u></u>
At 31st March 2019	<u><u>4,100,215</u></u>

**14. PROPERTY, PLANT AND EQUIPMENT**

**Group**

	Freehold property £	Improvements to property £	Plant and machinery £
<b>COST</b>			
At 1st April 2019	2,445,705	281,503	1,676,637
Additions	216,565	5,981	289,483
Disposals	<u>-</u>	<u>-</u>	<u>-</u>
At 31st March 2020	<u>2,662,270</u>	<u>287,484</u>	<u>1,966,120</u>
<b>DEPRECIATION</b>			
At 1st April 2019	123,316	98,946	1,064,171
Charge for year	16,648	19,700	335,295
Eliminated on disposal	<u>-</u>	<u>-</u>	<u>-</u>
At 31st March 2020	<u>139,964</u>	<u>118,646</u>	<u>1,399,466</u>
<b>NET BOOK VALUE</b>			
At 31st March 2020	<u><u>2,522,306</u></u>	<u><u>168,838</u></u>	<u><u>566,654</u></u>
At 31st March 2019	<u><u>2,322,389</u></u>	<u><u>182,557</u></u>	<u><u>612,466</u></u>

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the Year Ended 31st March 2020

**14. PROPERTY, PLANT AND EQUIPMENT - continued**  
Group

	Fixtures and fittings £	Motor vehicles £	Totals £
<b>COST</b>			
At 1st April 2019	339,748	165,611	4,909,204
Additions	62,217	26,595	600,841
Disposals	-	(26,995)	(26,995)
At 31st March 2020	<u>401,965</u>	<u>165,211</u>	<u>5,483,050</u>
<b>DEPRECIATION</b>			
At 1st April 2019	245,611	98,742	1,630,786
Charge for year	36,509	32,693	440,845
Eliminated on disposal	-	(17,395)	(17,395)
At 31st March 2020	<u>282,120</u>	<u>114,040</u>	<u>2,054,236</u>
<b>NET BOOK VALUE</b>			
At 31st March 2020	<u>119,845</u>	<u>51,171</u>	<u>3,428,814</u>
At 31st March 2019	<u>94,137</u>	<u>66,869</u>	<u>3,278,418</u>

Fixed assets, included in the above, which are held under hire purchase contracts are as follows:

	Plant and machinery £	Motor vehicles £	Totals £
<b>COST</b>			
At 1st April 2019	651,840	111,770	763,610
Transfer to ownership	(651,840)	-	(651,840)
At 31st March 2020	<u>-</u>	<u>111,770</u>	<u>111,770</u>
<b>DEPRECIATION</b>			
At 1st April 2019	248,598	47,346	295,944
Charge for year	-	29,176	29,176
Transfer to ownership	(248,598)	-	(248,598)
At 31st March 2020	<u>-</u>	<u>76,522</u>	<u>76,522</u>
<b>NET BOOK VALUE</b>			
At 31st March 2020	<u>-</u>	<u>35,248</u>	<u>35,248</u>
At 31st March 2019	<u>403,242</u>	<u>64,424</u>	<u>467,666</u>

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the Year Ended 31st March 2020

**14. PROPERTY, PLANT AND EQUIPMENT - continued**

**Company**

	Freehold property £
<b>COST</b>	
At 1st April 2019	2,445,705
Additions	<u>216,565</u>
At 31st March 2020	<u>2,662,270</u>
<b>DEPRECIATION</b>	
At 1st April 2019	123,316
Charge for year	<u>16,648</u>
At 31st March 2020	<u>139,964</u>
<b>NET BOOK VALUE</b>	
At 31st March 2020	<u>2,522,306</u>
At 31st March 2019	<u>2,322,389</u>

**15. FIXED ASSET INVESTMENTS**

**Group**

	Interest in associate £	Unlisted investments £	Totals £
<b>COST</b>			
At 1st April 2019	98,330	50,050	148,380
Additions	-	5,077	5,077
Disposals	<u>(65,755)</u>	<u>(40,636)</u>	<u>(106,391)</u>
At 31st March 2020	<u>32,575</u>	<u>14,491</u>	<u>47,066</u>
<b>NET BOOK VALUE</b>			
At 31st March 2020	<u>32,575</u>	<u>14,491</u>	<u>47,066</u>
At 31st March 2019	<u>98,330</u>	<u>50,050</u>	<u>148,380</u>

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**for the Year Ended 31st March 2020**

**Group**

**Interest in associate**

**Bishopsgate Corporate Finance Limited - disposed 27th June 2019**

On 31st July 2018 following a partial disposal this investment was reclassified from fixed asset investments - interest in associate to current assets - unlisted investments.

Registered Office: King's Mill Centre, St. Peter's Vale, Stamford PE9 2QT

Nature of business: Negotiators of mergers and acquisitions

	%
Class of shares:	holding
	prior to
	sale
Ordinary shares of £1 each	25.00

**Queensgate Management (East Midlands) LLP**

Registered Office: 4 Henley Way, Doddington Road, Lincoln LN6 3QR

Nature of business: Management consultancy

	%
Class of shares:	holding
Corporate member	50.00

**Fidentia Services LLP**

Registered Office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Support services for Lloyds names

	%
Class of shares:	holding
Corporate member	50.00

**Tradeglaze (2016) Limited - disposed 6th March 2020**

Registered Office: 16 Bishops Road, Lincoln LN2 4JZ

Nature of business: Holding company

	%
Class of shares:	holding
	prior to
	sale
Ordinary shares of £1 each	25.00

**Tradeglaze Group Limited - disposed 6th March 2020**

Registered Office: 16 Bishops Road, Lincoln LN2 4JZ

Nature of business: Holding company

	%
Class of shares:	holding
	prior to
	sale
Ordinary shares of £1 each	25.00

# **DUNCAN & TOPLIS HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the Year Ended 31st March 2020**

### **Group**

**Allenby Glass Limited - disposed 6th March 2020**

Registered Office: 16 Bishops Road, Lincoln LN2 4JZ

Nature of business: Manufacturer of window glazing and other glass products

Class of shares:	% holding prior to sale
Ordinary shares of £1 each	25.00

**Tradeglaze (Lincoln) Limited - disposed 6th March 2020**

Registered Office: 16 Bishops Road, Lincoln LN2 4JZ

Nature of business: Manufacturer of UPVC and aluminium window frames

Class of shares:	% holding prior to sale
Ordinary shares of £1 each	25.00

### **Company**

	Shares in group undertakings £	Interest in associate £	Interest in other participating interests £	Unlisted investments £	Totals £
<b>COST</b>					
At 1st April 2019	292,504	30,125	50,000	50,050	422,679
Additions	1	-	10,000	5,077	15,078
Disposals	-	(125)	-	(40,636)	(40,761)
Impairments	(292,266)	-	-	-	(292,266)
At 31st March 2020	<u>239</u>	<u>30,000</u>	<u>60,000</u>	<u>14,491</u>	<u>104,730</u>
<b>NET BOOK VALUE</b>					
At 31st March 2020	<u>239</u>	<u>30,000</u>	<u>60,000</u>	<u>14,491</u>	<u>104,730</u>
At 31st March 2019	<u>292,504</u>	<u>30,125</u>	<u>50,000</u>	<u>50,050</u>	<u>422,679</u>

The group or the company's investments at the Statement of Financial Position date in the share capital of companies include the following:

### **Subsidiaries**

**Duncan & Toplis Limited**

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Accountancy, audit and taxation services

Class of shares:	% holding
Ordinary shares of £1 each	100.00

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
for the Year Ended 31st March 2020**

**15. FIXED ASSET INVESTMENTS - continued**

**Bishopsgate Amalgamations Limited**

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Holding company

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

**Kreston Duncan & Toplis Limited**

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

**Datcom LLP**

Registered office: Lynx House, Elmer Street South, Grantham NG31 6QY

Nature of business: IT hardware and maintenance

	%
Class of shares:	holding
Corporate member	66.67

**Duncan & Toplis Trustees Limited**

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

**VAT Compliance and Technical Support Limited**

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

**Duncan & Toplis Probate Services Limited**

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Probate services and estate administration

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

**Duncan & Toplis Kreston Limited**

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the Year Ended 31st March 2020

**15. FIXED ASSET INVESTMENTS - continued**

**Duncan & Toplis Legal Services Limited**  
Registered office: 3 Castlegate, Grantham NG31 6SF  
Nature of business: Legal Services

Class of shares:	%
Ordinary shares of £1 each	holding 100.00

**16. INVENTORIES**

	Group	
	2020	2019
	£	£
Goods held for resale	<u>43,097</u>	<u>43,631</u>

**17. DEBTORS**

	Group		Company	
	2020	2019	2020	2019
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	4,393,312	3,884,343	-	-
Amounts owed by group undertakings	-	-	617,151	785,675
Amounts owed by participating interests	-	-	123,835	105,973
Amounts owed by associates	80,186	61,888	-	-
Amounts recoverable on contract	1,557,360	1,429,358	-	-
Other debtors	66,262	33,590	60,000	-
Prepayments and accrued income	<u>668,923</u>	<u>611,686</u>	<u>4,098</u>	<u>3,897</u>
	<u>6,766,043</u>	<u>6,020,865</u>	<u>805,084</u>	<u>895,545</u>
Amounts falling due after more than one year:				
Other debtors	<u>60,000</u>	-	<u>60,000</u>	-
Aggregate amounts	<u>6,826,043</u>	<u>6,020,865</u>	<u>865,084</u>	<u>895,545</u>

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the Year Ended 31st March 2020

**18. CURRENT ASSET INVESTMENTS**

	<b>Group</b>	
	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Unlisted Investments	<u>-</u>	<u>258,305</u>

**19. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>Group</b>		<b>Company</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Bank loans and overdrafts (see note 21)	1,136,427	274,437	-	-
Other loans (see note 21)	144,060	139,935	-	-
Hire purchase contracts (see note 22)	23,822	165,085	-	-
Payments on account	110,649	91,960	-	-
Trade creditors	512,533	403,202	-	-
Amounts owed to associates	-	8,472	-	-
Corporation tax	126,646	189,550	19,475	23,000
Social security and other taxes	535,153	279,271	-	-
VAT	790,008	685,478	-	-
Other creditors	284,584	644,803	248	128
Directors' loan accounts	-	229,000	-	-
Accruals and deferred income	<u>425,914</u>	<u>512,651</u>	<u>3,399</u>	<u>779</u>
	<u>4,089,796</u>	<u>3,623,844</u>	<u>23,122</u>	<u>23,907</u>

**20. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	<b>Group</b>	
	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Bank loans (see note 21)	3,577,315	3,821,817
Other loans (see note 21)	22,339	155,947
Hire purchase contracts (see note 22)	6,796	30,618
Directors' loan accounts	<u>956,606</u>	<u>1,341,906</u>
	<u>4,563,056</u>	<u>5,350,288</u>



**DUNCAN & TOPLIS HOLDINGS LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
for the Year Ended 31st March 2020****21. LOANS**

An analysis of the maturity of loans is given below:

	<b>Group</b>	
	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Amounts falling due within one year or on demand:		
Bank overdrafts	888,277	-
Bank loans	248,150	274,437
Other loans	144,060	139,935
	<u>1,280,487</u>	<u>414,372</u>
Amounts falling due between two and five years:		
Bank loans	2,733,312	2,805,370
Other loans	22,339	155,947
	<u>2,755,651</u>	<u>2,961,317</u>
Amounts falling due in more than five years:		
Repayable by instalments		
Bank loans	<u>844,003</u>	<u>1,016,447</u>

The group's principal borrowings as at the reporting date comprise three term loans and two overdrafts provided by HSBC Bank plc and loans from Directors. The principal features of these borrowings are summarised as follows:

Term loan 1; a repayment loan; £2,500,000 drawn down on 1st October 2014. The facility has a 15 year term and a floating interest rate of 1.45% p.a. over the Bank of England base rate. This facility has an interest rate renegotiation clause at the end of year 10.

Term loan 2; an interest only loan; £2,000,000 drawn down on 1st October 2017. The facility has a floating interest rate of 1.55% p.a. over the Bank of England base rate. The loan term has been extended to 1st January 2021 and on that date directors expect this loan to be renewed for a 3 year term with the same interest rate.

Term loan 3; a repayment loan; total facility of £585,000 of which £300,000 was drawn down on 1st October 2015, £145,000 on 30th September 2016 and the final £140,000 on 25th September 2017. The facility has a 7 year term and a floating interest rate of 1.75% p.a. over the Bank of England base rate.

Overdraft facility 1; to the value of £2,000,000. The facility is renewed on an annual basis and has a floating interest rate of 1.75% p.a. over the Bank of England base rate.

**DUNCAN & TOPLIS HOLDINGS LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
for the Year Ended 31st March 2020****21. LOANS - continued**

Overdraft facility 2; to the value of £50,000. The facility is renewed on an annual basis and has a floating interest rate of 2.75% p.a. over the Bank of England base rate.

Directors' loan accounts are unsecured and bear interest at 2.5% - 5.0% p.a. above the Bank of England base rate and are repayable over a period of time as cash flow allows.

**22. LEASING AGREEMENTS**

Minimum lease payments fall due as follows:

**Group**

	Hire purchase contracts	
	2020	2019
	£	£
Net obligations repayable:		
Within one year	23,822	165,085
Between one and five years	<u>6,796</u>	<u>30,618</u>
	<u>30,618</u>	<u>195,703</u>

**Group**

	Non-cancellable operating leases	
	2020	2019
	£	£
Within one year	431,243	476,951
Between one and five years	648,418	903,293
In more than five years	<u>287,086</u>	<u>381,039</u>
	<u>1,366,747</u>	<u>1,761,283</u>

Operating lease payments principally represent rentals payable by the group for certain of its office premises which have varying lease terms.

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**for the Year Ended 31st March 2020**

**23. SECURED DEBTS**

The following secured debts are included within creditors:

	<b>Group</b>	
	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Bank overdraft	888,277	-
Bank loans	3,825,465	4,096,254
Hire purchase contracts	<u>30,618</u>	<u>195,703</u>
	<u><b>4,744,360</b></u>	<u><b>4,291,957</b></u>

The group has entered into a debenture in favour of HSBC Bank plc granting the holder fixed and floating charges over the assets of the group.

Hire purchase debts are secured on the assets to which the debt relates, namely office equipment and motor vehicles.

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**for the Year Ended 31st March 2020**

**24. FINANCIAL INSTRUMENTS**

At the financial reporting date the group had the following financial instruments:

	<b>Group</b>	
	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
<b>Financial assets that are debt instruments measured at amortised cost</b>		
Trade debtors	4,393,312	3,884,343
Amounts recoverable on contract	1,557,360	1,429,358
Other debtors	126,262	33,590
<b>Financial liabilities measured at amortised cost</b>		
Bank loans and overdrafts	3,031,778	2,260,501
Other loans	106,323	188,336
Hire purchase contracts	30,618	195,703
Payments on account	110,649	91,960
Trade creditors	512,533	403,202
Other creditors	284,584	644,803
Directors' loan accounts	956,606	1,570,906
<b>Financial liabilities measured at fair value through the income statement</b>		
Bank loan	1,681,964	1,835,753
Interest rate swaps	60,076	107,547
<b>Financial liabilities measured at fair value through the income statement - net gains/(losses) arising from changes in fair value</b>		
Bank loan	-	-
Interest rate swaps	47,470	45,030
<b>Financial liabilities measured at fair value through the income statement - net income/(expenses)</b>		
Bank loan	(38,606)	(40,180)
Interest rate swaps	-	-

The total interest income and interest expense for financial assets and financial instruments that are not measured at fair value through the income statement was £nil (2019 : £nil) and £227,458 (2019 : £262,937) respectively.

For further information on the bank loan see note 19, Term loan 1.

On 1st October 2014 the group acquired two interest rate swap agreements on similar terms with HSBC Bank plc. The total notional amount of the agreements is £1,500,000. The agreements give the group the rights to receive the HSBC Bank plc Base Rate on the notional amount and the liability to pay a fixed rate of interest of 4.5% on the notional amount. The swaps are settled monthly in arrears and expire on 1st February 2021.

**DUNCAN & TOPLIS HOLDINGS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
for the Year Ended 31st March 2020**

**25. PROVISIONS FOR LIABILITIES**

	<b>Group</b>	
	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Deferred tax		
Accelerated capital allowances	28,640	2,307
Other timing differences	<u>(1,832)</u>	<u>300</u>
	<u>26,808</u>	<u>2,607</u>
<b>Group</b>		
		<b>Deferred tax</b>
		<b>£</b>
Balance at 1st April 2019		2,607
Provided during year		<u>24,201</u>
Balance at 31st March 2020		<u>26,808</u>

**26. CALLED UP SHARE CAPITAL**

<b>Allotted, issued and fully paid:</b>			<b>2020</b>	<b>2019</b>
<b>Number:</b>	<b>Class:</b>	<b>Nominal value:</b>	<b>£</b>	<b>£</b>
2,800,000	Ordinary A	£1	2,800,000	2,800,000
26,100	Ordinary B	£1	26,100	25,500
1	Ordinary C	£1	1	1
5	Ordinary D	£1	5	4
600,000	Ordinary F	0.01p	<u>60</u>	<u>60</u>
			<u>2,826,166</u>	<u>2,825,565</u>

## DUNCAN & TOPLIS HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the Year Ended 31st March 2020

#### 26. CALLED UP SHARE CAPITAL - continued

During the year the following events occurred:

- Bonus issue of 600 ordinary B shares of £1 each;
- Allotment of 1 ordinary D share of £1 each of which was fully paid at par.

On 7th April 2020 the following events occurred:

- The company purchased 200,000 ordinary A shares of £1 each of which were subsequently cancelled;
- The company purchased 369 ordinary B shares of £1 each of which were held as treasury shares;
- 1,431 ordinary B shares of £1 each were converted to 1,431 deferred shares of £1 each.

Ordinary A shares have 1 vote per share and dividend rights

Ordinary B shares have 1 vote per share and dividend rights

Ordinary C shares have dividend rights but no voting rights

Ordinary D shares have dividend rights but no voting rights

Ordinary F shares have 1 vote per share and dividend rights

Deferred shares have no voting or dividend rights

On a distribution of assets on a liquidation or return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the company remaining after payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so) in the following order:

- Issue value of the ordinary A and F shares
- Issue value of the ordinary C share
- Issue value of the ordinary D shares
- Balance distributed among the ordinary B shareholders pro-rata to the number of ordinary B shares held
- Deferred shares do not have any entitlement to a distribution of assets

#### 27. RESERVES

##### Group

	Retained earnings £	Capital redemption reserve £	Totals £
At 1st April 2019	2,066,632	300,000	2,366,632
Profit for the year	943,743		943,743
Dividends	(1,234,765)		(1,234,765)
Bonus share issue	(600)	-	(600)
At 31st March 2020	<u>1,775,010</u>	<u>300,000</u>	<u>2,075,010</u>

# **DUNCAN & TOPLIS HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued** **for the Year Ended 31st March 2020**

### **27. RESERVES - continued**

#### **Company**

	Retained earnings £	Capital redemption reserve £	Totals £
At 1st April 2019	505,189	300,000	805,189
Profit for the year	1,398,064		1,398,064
Dividends	(1,234,765)		(1,234,765)
Bonus share issue	(600)	-	(600)
At 31st March 2020	<u>667,888</u>	<u>300,000</u>	<u>967,888</u>

Retained earnings consists of group profits available for distribution to the shareholders.

### **28. CONTINGENT LIABILITIES**

Group entities have entered into an unlimited cross guarantee in favour of HSBC Bank plc to secure all the bank facilities of the group.

### **29. RELATED PARTY DISCLOSURES**

#### **Company Directors**

	2020 £	2019 £
Amount due to related party	<u>956,606</u>	<u>1,570,906</u>

During the period the group was in receipt of unsecured loans from the related party and/or their partner. The principal terms of these loans are detailed in note 21. Included in the above balance due to the related party is £956,606 (2019 : £1,341,906) due after more than one year.

#### **Directors' Pension Scheme**

	2020 £	2019 £
Sales - Management Charges	23,100	20,000
Purchases - Rent	341,874	325,913
Recharge of expenses to the related party at cost	4,670	27,222
Amount due to related party	<u>105,862</u>	<u>44,287</u>

The group administers pension payments on behalf of the related entity. In this regard the balance owed to the related entity, included in the above figure, was £1,213 (2019 : £44,287).

### **30. ULTIMATE CONTROLLING PARTY**

No one individual controls the company.