

Company Registration No. 02477169 (England and Wales)

AGEGIFT LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2018

PAGES FOR FILING WITH REGISTRAR



# AGEGIFT LIMITED

## CONTENTS

---

	Page
Statement of financial position	1
Notes to the financial statements	2 - 7

---

# AGEGIFT LIMITED

## STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2018

	Notes	2018 £	£	2017 £	£
<b>Fixed assets</b>					
Investments	3		510		510
<b>Current assets</b>					
Trade and other receivables	4	575,585		2,425,721	
Cash and cash equivalents		12,881		14,564	
		<u>588,466</u>		<u>2,440,285</u>	
<b>Current liabilities</b>	5	<u>(122,498)</u>		<u>(423,452)</u>	
<b>Net current assets</b>			465,968		2,016,833
<b>Total assets less current liabilities</b>			466,478		2,017,343
<b>Non-current liabilities</b>	6		(997,834)		(2,511,334)
<b>Net liabilities</b>			<u>(531,356)</u>		<u>(493,991)</u>
<b>Equity</b>					
Called up share capital	7		100		100
Retained earnings			(531,456)		(494,091)
<b>Total equity</b>			<u>(531,356)</u>		<u>(493,991)</u>

The directors of the company have elected not to include a copy of the income statement within the financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 29 March 2019 and are signed on its behalf by:

  
J D Linton  
Director

  
A Linton  
Director

Company Registration No. 02477169

# **AGEGIFT LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 2018**

---

### **1 Accounting policies**

#### **Company information**

Agegift Limited is a private company limited by shares incorporated in England and Wales. The registered office is 8 Headfort Place, Belgravia, London, SW1X 7DH.

#### **1.1 Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include certain financial instruments at fair value. The principal accounting policies adopted are set out below.

The financial statements of the company are consolidated in the financial statements of Norman Linton (Holdings) Limited. These consolidated financial statements are available from its registered office, 8 Headfort Place, Belgravia, London, SW1X 7DH.

#### **1.2 Going concern**

Notwithstanding the excess of liabilities at 31 March 2018, the financial statements have been prepared on a going concern basis.

The directors have received appropriate confirmations from the parent company that it will continue to provide such financial support as is required for the foreseeable future and will not demand repayment of any amounts due ahead of the other creditors of the company. On this basis the directors believe that the company has adequate resources to enable it to continue as a going concern for the foreseeable future.

#### **1.3 Revenue**

Turnover represents interest and finance charges receivable during the year, net of provisions for amounts not considered recoverable. Turnover is recognised on an accruals basis based on interest chargeable on loan amounts outstanding during the year.

#### **1.4 Investments**

Fixed asset investments are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

#### **1.5 Cash and cash equivalents**

Cash and cash equivalents are basic financial assets and include cash in hand and deposits held at call with banks.

# AGEGIFT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

---

### 1 Accounting policies

(Continued)

#### 1.6 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

##### **Basic financial assets**

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method 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. Financial assets classified as receivable within one year are not amortised.

##### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

##### **Basic financial liabilities**

Basic financial liabilities, including trade and other payables, and loans from group companies, 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 payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts 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 payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### 1.7 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### 1.8 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

##### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

# AGEGIFT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

### 1 Accounting policies

(Continued)

#### **Deferred tax**

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

### 1.9 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense.

### 2 Employees

The average monthly number of persons (including directors) employed by the company during the year was 7 (2017 - 7).

### 3 Fixed asset investments

	2018 £	2017 £
Investments	510	510

#### **Movements in non-current investments**

	Unlisted investments £
<b>Cost or valuation</b>	
At 1 April 2017 & 31 March 2018	510
<b>Carrying amount</b>	
At 31 March 2018	510
At 31 March 2017	510

### 4 Trade and other receivables

	2018 £	2017 £
<b>Amounts falling due within one year:</b>		
Trade receivables	150,462	392,622
Amounts owed by group undertakings	408,675	1,991,055
Other receivables	16,448	42,044
	575,585	2,425,721

# AGEGIFT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

### 5 Current liabilities

	2018 £	2017 £
Trade payables	-	25,724
Amounts due to group undertakings	-	195,739
Other payables	122,498	201,989
	<u>122,498</u>	<u>423,452</u>

### 6 Non-current liabilities

	2018 £	2017 £
Other payables	<u>997,834</u>	<u>2,511,334</u>

There is a loan to Agegift Limited of £1,111,334 (2017: £2,624,834) from the Norman Linton Limited Executive Pension Scheme. This loan was fully repaid in December 2018. The loan carried interest at 3% above Bank of England Base Rate.

### 7 Called up share capital

	2018 £	2017 £
Ordinary share capital Issued and fully paid 100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

# AGEGIFT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2018

---

### 8 Audit report information

As the income statement has been omitted from the filing copy of the financial statements the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

#### Emphasis of matter

We draw attention to Note 9 to the financial statements 'Group transactions with Directors' which states that "Alex, Karen and Norman Linton (together the "Claimants"), who are beneficially interested in 50% of the shares of Norman Linton Holdings Limited ("NLH"), have sent a letter before action to Gary and Jack Linton, and Selina Egerton (the "Respondents") with respect to alleged breaches of their fiduciary duties as directors of the NLH group of companies (the "Group") and other connected allegations. The letter before action also reserves the right to pursue corporate vehicles in which the Respondents are interested should proceedings be required.

The Claimants assert that the breaches have caused a financial loss to the Group and its shareholders, with a claim for damages of multi-millions of pounds. Subject to the Respondents response to the letter before action, the Claimants intend, among other matters, to seek permission for NLH to issue a claim in its own name against the Respondents.

The Respondents deny the allegations and have indicated that they will respond substantively in due course and that they will bring counterclaims.

The implications of the dispute on the preparation of the financial statements are as follows:

1. Any recoveries arising to the Group from the dispute will be recognised in the financial year in which they are virtually certain.
2. Any obligations arising from the dispute will be recognised in the financial year when it becomes more likely than not that the Group will be required to make a payment and the amount can be estimated reliably.
3. The Claimants consider that further disputed transactions may emerge as the above dispute progresses. In the meantime these Financial Statements have been approved without prejudice to that dispute and nothing in this document is intended to constitute the Claimants ratification of the same or of any of the matters the subject of that dispute. These Financial Statements have been prepared without any attempt to adjudicate or opine on that dispute, and are not intended to express, and shall not be construed as expressing, any view on any of the matters of that dispute. This qualification applies particularly pertinently (but not exclusively) to the Related Party transactions referred in Note 8 above and to the matters referred in this Note 9.

At the date of approval of these financial statements, it is not possible to estimate, with any degree of accuracy or certainty, the financial effect of the dispute on the Group since it is contingent on the outcome of the pre-action correspondence. As a result, no amounts are capable of recognition in these Financial Statements."

Our opinion is not modified in respect of this matter.

The senior statutory auditor was David Marks FCA.  
The auditor was Citroen Wells.



# AGEGIFT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

---

### 9 Related party transactions

At 31 March 2018, all of the directors, with the exception of N.J.G. Linton, were trustees and beneficiaries of the Norman Linton Limited Executive Pension Scheme ("the scheme"). Long term loans made from the scheme to Agegift Limited are disclosed separately in Note 6.

G. Linton is a director and controlling shareholder of Linton Central Services Limited ("LCSL"). During the year LCSL provided management services to the company on normal terms at a cost of £10,261 (2017: £9,800). There was no amount outstanding as at the year end.

### 10 Group transactions with Directors

Alex, Karen and Norman Linton (together the "Claimants"), who are beneficially interested in 50% of the shares of Norman Linton Holdings Limited ("NLH"), have sent a letter before action to Gary and Jack Linton, and Selina Egerton (the "Respondents") with respect to alleged breaches of their fiduciary duties as directors of the NLH group of companies (the "Group") and other connected allegations. The letter before action also reserves the right to pursue corporate vehicles in which the Respondents are interested should proceedings be required.

The Claimants assert that the breaches have caused a financial loss to the Group and its shareholders, with a claim for damages of multi-millions of pounds. Subject to the Respondents response to the letter before action, the Claimants intend, among other matters, to seek permission for NLH to issue a claim in its own name against the Respondents.

The Respondents deny the allegations and have indicated that they will respond substantively in due course and that they will bring counterclaims.

The implications of the dispute on the preparation of the financial statements are as follows:

1. Any recoveries arising to the Group from the dispute will be recognised in the financial year in which they are virtually certain.
2. Any obligations arising from the dispute will be recognised in the financial year when it becomes more likely than not that the Group will be required to make a payment and the amount can be estimated reliably.
3. The Claimants consider that further disputed transactions may emerge as the above dispute progresses. In the meantime these Financial Statements have been approved without prejudice to that dispute and nothing in this document is intended to constitute the Claimants ratification of the same or of any of the matters the subject of that dispute. These Financial Statements have been prepared without any attempt to adjudicate or opine on that dispute, and are not intended to express, and shall not be construed as expressing, any view on any of the matters of that dispute. This qualification applies particularly pertinently (but not exclusively) to the Related Party transactions referred in Note 9 above and to the matters referred in this Note 10.

At the date of approval of these financial statements, it is not possible to estimate, with any degree of accuracy or certainty, the financial effect of the dispute on the Group since it is contingent on the outcome of the pre-action correspondence. As a result, no amounts are capable of recognition in these Financial Statements.