

Company Registration No. 08420476 (England and Wales)

TG-F Investments (No. 2) Limited
Annual report and financial statements
for the year ended 31 October 2017

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TG-F Investments (No. 2) Limited

Company information

Directors	A Marcus J R Marcus S I Marcus
Company number	08420476
Registered office	Moorside Farm Moor Lane East Keswick Leeds LS17 9HN
Accountants	B M Howarth Ltd West House King Cross Road Halifax HX1 1EB

TG-F Investments (No. 2) Limited

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TG-F Investments (No. 2) Limited

Directors' report for the year ended 31 October 2017

The directors present their annual report and financial statements for the year ended 31 October 2017.

Principal activities

The principal activity of the company continued to be that of an investment company.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

A Marcus

J R Marcus

D P Wilson

S I Marcus

(Resigned 19 July 2017)

(Appointed 7 August 2017)

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

On behalf of the board



A Marcus

Director

27 July 2018

TG-F Investments (No. 2) Limited

Accountants' report to the board of directors on the preparation of the unaudited statutory financial statements of TG-F Investments (No. 2) Limited for the year ended 31 October 2017

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of TG-F Investments (No. 2) Limited for the year ended 31 October 2017 which comprise the Statement of Income and Retained Earnings, the Statement Of Financial Position and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at <http://www.icaew.com/en/members/regulations-standards-and-guidance>.

This report is made solely to the Board of Directors, as a body, in accordance with the terms of our engagement letter dated 30 June 2017. Our work has been undertaken solely to prepare for your approval the financial statements of TG-F Investments (No. 2) Limited and state those matters that we have agreed to state to the Board of Directors, as a body, in this report in accordance with ICAEW Technical Release 07/16 AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and its Board of Directors, as a body, for our work or for this report.

It is your duty to ensure that the company has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit of the company. You consider that the company is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.



B M Howarth Ltd
Chartered Accountants
West House
King Cross Road
Halifax
HX1 1EB

27 July 2018

TG-F Investments (No. 2) Limited

**Statement of Income and Retained Earnings
for the year ended 31 October 2017**

		2017	2016
	Notes	£	£
Administrative expenses		(106,819)	(32,402)
Other operating income		4,000	7,500
Operating loss		(102,819)	(24,902)
Income from participating interests		5,288	14,000
Interest receivable from group undertakings		43,153	19,521
Other interest receivable and similar income		46,510	54,346
Interest payable to group undertakings		(94,081)	(101,496)
Profit on sale of short term investments		222,835	251,343
Profit before taxation		120,886	212,812
Tax on profit	2	(14,360)	(20,542)
Profit for the financial year		106,526	192,270
Retained earnings brought forward		263,420	71,150
Retained earnings carried forward		369,946	263,420

TG-F Investments (No. 2) Limited

Statement of financial position as at 31 October 2017

	Notes	2017 £	£	2016 £	£
Current assets					
Debtors	3	1,033,895		778,795	
Investments	4	3,382,754		3,621,652	
Cash at bank and in hand		193,843		121,243	
		<u>4,610,492</u>		<u>4,521,690</u>	
Creditors: amounts falling due within one year	5	<u>(4,184,682)</u>		<u>(4,216,766)</u>	
Net current assets			425,810		304,924
Provisions for liabilities			<u>(55,863)</u>		<u>(41,503)</u>
Net assets			<u>369,947</u>		<u>263,421</u>
Capital and reserves					
Called up share capital	6		1		1
Profit and loss reserves	7		369,946		263,420
Total equity			<u>369,947</u>		<u>263,421</u>

For the financial year ended 31 October 2017 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

The member has not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared 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 27 July 2018 and are signed on its behalf by:



A Marcus
Director

Company Registration No. 08420476

TG-F Investments (No. 2) Limited
Notes to the financial statements
for the year ended 31 October 2017

1 Accounting policies

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.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

These financial statements for the year ended 31 October 2017 are the first financial statements of TG-F Investments (No. 2) Limited prepared in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland. The date of transition to FRS 102 was 1 November 2015. An explanation of how transition to FRS 102 has affected the reported financial position and financial performance is given in note 11.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' 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.

Current asset investments

Investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

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.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

TG-F Investments (No. 2) Limited

Notes to the financial statements (continued)

for the year ended 31 October 2017

2 Taxation

	2017	2016
	£	£
Current tax		
UK corporation tax on profits for the current period	-	(175)
Deferred tax		
Origination and reversal of timing differences	14,360	20,717
Total tax charge	14,360	20,542

3 Debtors

	2017	2016
	£	£
Amounts falling due within one year:		
Corporation tax recoverable	175	175
Amounts owed by group undertakings	793,809	-
Other debtors	230,085	769,521
Prepayments and accrued income	9,826	9,099
	1,033,895	778,795

4 Current asset investments

	2017	2016
	£	£
Other investments	3,382,754	3,621,652

5 Creditors: amounts falling due within one year

	2017	2016
	£	£
Amounts due to group undertakings	4,181,336	4,207,023
Accruals and deferred income	3,346	9,743
	4,184,682	4,216,766

6 Called up share capital

	2017	2016
	£	£
Ordinary share capital		
Issued and fully paid		
1 Ordinary shares of £1 each	1	1

TG-F Investments (No. 2) Limited

Notes to the financial statements (continued) for the year ended 31 October 2017

7 Profit and loss reserves

	2017 £	2016 £
At the beginning of the year	263,420	71,150
Profit for the year	106,526	192,270
	<u>369,946</u>	<u>263,420</u>
At the end of the year	<u>369,946</u>	<u>263,420</u>

Included within profit and loss reserves are non-distributable profits, as set out below:

	2017 £	2016 £
Non-distributable profits included above		
At the beginning of the year	176,934	88,614
Non distributable profits in the year	61,221	88,320
	<u>238,155</u>	<u>176,934</u>
At the end of the year	<u>238,155</u>	<u>176,934</u>
Distributable profits	<u>131,791</u>	<u>86,486</u>

The non-distributable reserves relate to unrealised gains arising from fair value adjustments of investments net of deferred tax.

8 Related party transactions

Interest totalling £94,081 (2016: £101,496) for the year has been charged to the company in respect of loans from TG-F Investments (No 1) Limited, the company's immediate holding company. The outstanding loan amount at 31 October 2017 was £4,181,336 (2016: £4,207,023).

The company has entered into a loan facility agreement to lend an amount of £800,000 to Thornfield Group Limited, which has significant control over the company. The loan is secured on the assets of Thornfield Group Limited and bears interest at 3.5% over Barclays Bank base rate. The amount outstanding under this facility as at 31 October 2017 amounted to £793,809 (2016: £nil) and the interest charge during the year amounted to £10,686 (2016: £nil).

The company charged interest during the year of £32,466 (2016: £19,521) on an unsecured loan of £750,000 previously advanced to Marcus Properties LLP. A Marcus and J R Marcus are members of Marcus Properties LLP. The loan was repaid in full during the year.

9 Directors' transactions

The following director had interest free loans during the year. The movement on these loans are as follows:

Description	% Rate	Opening balance £	Amounts advanced £	Closing balance £
A Marcus -	-	-	230,085	230,085
		<u>-</u>	<u>230,085</u>	<u>230,085</u>

TG-F Investments (No. 2) Limited

Notes to the financial statements (continued) for the year ended 31 October 2017

10 Parent company and controlling party

The company's immediate holding company is TG-F Investments (No. 1) Limited, a company incorporated in England and Wales.

The company is under the ultimate control of the trustees of Thornfield Group Limited Retirement Benefits Trust.

11 Reconciliations on adoption of FRS 102

Reconciliation of equity

	Notes	1 November 2015 £	31 October 2016 £
Equity as reported under previous UK GAAP		(17,463)	86,487
Adjustments arising from transition to FRS 102:			
Short term investment carrying values	1	88,614	176,934
Equity reported under FRS 102		<u>71,151</u>	<u>263,421</u>

Reconciliation of profit for the financial period

	Notes	2016 £
Profit as reported under previous UK GAAP		103,950
Adjustments arising from transition to FRS 102:		
Short term investment carrying values	1	88,320
Profit reported under FRS 102		<u>192,270</u>

Notes to reconciliations on adoption of FRS 102

1. Listed investments

The values of short term investments represented by listed assets have been restated. Their carrying value under the requirements of FRS 102 is fair value rather than historical cost as was the position under the previous adopted Financial Reporting Standard for Smaller Entities.

12 Company information

TG-F Investments (No. 2) Limited is a private company limited by shares incorporated in England and Wales. The registered office is Moorside Farm, Moor Lane, East Keswick, Leeds, LS17 9HN.