## **COMPANY REGISTRATION NUMBER 02659766**

# CENTRO GROUP LIMITED FINANCIAL STATEMENTS 31ST MARCH 2015



## BROOKS & CO.

Chartered Accountants & Statutory Auditor
Mid-Day Court
20-24 Brighton Road
Sutton
Surrey
SM2 5BN

## FINANCIAL STATEMENTS

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## STRATEGIC REPORT

## YEAR ENDED 31ST MARCH 2015

The Strategic report has been incorporated into the Directors Report.

#### **DIRECTORS' REPORT**

#### YEAR ENDED 31ST MARCH 2015

The directors present their report and the financial statements of the company for the year ended 31st March 2015.

#### PRINCIPAL ACTIVITIES

The principal activity of the company during the year was the ownership and management of a freehold portfolio generating ground rents.

#### RESULTS AND DIVIDENDS

The operating profit for the year was £72,514 which after interest of £23,386 and tax of £9,826 amounted to £39,302. The directors have not recommended a dividend.

#### FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company holds or issues financial instruments in order to achieve three main objectives, being:

- (a) to finance its operations
- (b) to manage its exposure to interest risks arising from its operations and from its sources of finance; and
- (c) for trading purposes

The company's financial instruments consist of cash, liquid resources, bank loans and overdrafts, mortgages, trade debtors and creditors and other debtors and creditors arising directly from its business operations.

The significant financial assets and liabilities that the company had at the year end, other than short term debtors and creditors were amounts owed by group undertakings and mortgage which is subject to LIBOR rates plus 1.2%. Further details of these financial assets and liabilities are shown in notes 10, 11 and 12.

#### **DIRECTORS**

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

R. P. Harwood FRICS

P. R. Harwood

D. E. Walker

Mr P MacAinsh

Mr P MacAinsh was appointed as a director on 30th January 2015.

#### **DIRECTORS' RESPONSIBILITIES**

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

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

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

select suitable accounting policies and then apply them consistently;

#### **DIRECTORS' REPORT** (continued)

#### YEAR ENDED 31ST MARCH 2015

- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### STRATEGIC REPORT

Pursuant to the statement in the previous nine financial years, in connection with the company being authorised to transact general insurance, we have again procured and received reimbursement for such activity in the order of 149,813 (2014-£156,736). Such ancillary income has been included within the company's turnover and is shown with comparative figures. We are aware that the inclusion of this turnover is not consistent with United Kingdom Generally Accepted Accounting Practice and we have again discussed the matter with our auditors and accept that they will make an appropriate statement in their report. We fully understand their position and do not disagree with their obligation to make a qualified opinion, but consider the activity and income to be a representative part of our trading income.

The slightly more stable property market improvement is encouraging as a platform for future trading expansion.

Overall turnover has been increased in every activity.

The directors anticipate further controlled expansion.

#### **DIRECTORS' REPORT** (continued)

#### YEAR ENDED 31ST MARCH 2015

#### **AUDITOR**

Brooks & Co. are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

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

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

Registered office: Mid-Day Court 30 Brighton Road Sutton Surrey SM2 5BN Signed on behalf of the directors

R.P. Harwood FRICS

Director

Approved by the directors on 14th September 2015

## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CENTRO GROUP LIMITED

#### YEAR ENDED 31ST MARCH 2015

We have audited the financial statements of Centro Group Limited for the year ended 31st March 2015. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

#### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

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

#### SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

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

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CENTRO GROUP LIMITED (continued)

#### YEAR ENDED 31ST MARCH 2015

#### BASIS FOR QUALIFIED OPINION ON FINANCIAL STATEMENTS

In our opinion, the turnover and cost of sales given in the Profit and Loss Account are not consistent with the United Kingdom Generally Accepted Accounting Practice.

The turnover of £961,340 (2014-£822,951) includes an amount of £149,813 (2014-£156,736) which did not arise from a revenue activity but arose from reimbursements from lessees for their buildings insurance premiums paid by the company.

The cost of sales of £189,100 (2014-£190,090) includes the buildings insurance premiums paid of £149,813 (2014-£156,736) which had been recovered from the lessees.

The reporting profit for the financial year is not affected by the accounting treatment of the property insurance premiums receivable and payable.

#### **QUALIFIED OPINION ON FINANCIAL STATEMENTS**

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31st March 2015 and of its 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.

#### OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CENTRO GROUP LIMITED (continued)

#### YEAR ENDED 31ST MARCH 2015

#### MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or

• certain disclosures of directors' remuneration specified by flaw are not made; or

• we have not received all the information and explanations we require for our audi

SUNDARESWARY ARANIYASUNDARAN

ACA, FCCA (Senior Statutory

Auditor)

For and on behalf of

BROOKS & CO.

**Chartered Accountants** 

& Statutory Auditor

Mid-Day Court 20-24 Brighton Road Sutton Surrey SM2 5BN

14th September 2015

## PROFIT AND LOSS ACCOUNT

## YEAR ENDED 31ST MARCH 2015

		2015	2014
	Note	£	£
TURNOVER	2	961,340	822,951
Cost of sales		189,100	190,090
GROSS PROFIT		772,240	632,861
Administrative expenses		699,726	570,181
OPERATING PROFIT	3	72,514	62,680
Interest payable and similar charges	6	23,386	20,464
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		49,128	42,216
Tax on profit on ordinary activities	7	9,826	8,483
PROFIT FOR THE FINANCIAL YEAR		39,302	33,733

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

## STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

	2015 £	2014 £
Profit for the financial year attributable to the shareholders	39,302	33,733
Unrealised profit on revaluation of certain fixed assets	1,573,668	337,000
Total gains and losses recognised since the last annual report	1,612,970	370,733

#### **BALANCE SHEET**

## **31ST MARCH 2015**

FIXED ASSETS	Note	2015 £	2014 £
Tangible assets	8	5,800,000	4,203,155
CURRENT ASSETS Stocks Debtors Cash at bank	9 10	1,500 1,003,924 4	1,500 1,032,141 4
TOTAL CURRENT ASSETS		1,005,428	1,033,645
CREDITORS: Amounts falling due within one year Trade creditors Other creditors including taxation and social security Accruals and deferred income TOTAL CURRENT LIABILITIES	11	505 17,069 46,983 64,557	2,184 50,364 45,629 98,177
NET CURRENT ASSETS		940,871	935,468
TOTAL ASSETS LESS CURRENT LIABILITIES		6,740,871	5,138,623
CREDITORS: Amounts falling due after more than one year Amounts owed to group undertakings Mortgage Directors' loan accounts Other creditors		381,756 900,102 - 21,836 - 5,437,177	384,765 900,099 7,669 21,883 3,824,207
CAPITAL AND RESERVES			
Called-up equity share capital Revaluation reserve Profit and loss account	15 16 17	75 5,085,321 351,781	75 3,511,653 312,479
SHAREHOLDERS' FUNDS	18	5,437,177	3,824,207

These accounts were approved by the directors and authorised for issue on 14th September 2015, and are signed on their behalf by:

P.R. Harwood

Director

Company Registration Number: 02659766

## **CASH FLOW STATEMENT**

	2015 £	2014 £
NET CASH INFLOW FROM OPERATING ACTIVITIES	65,768	38,433
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest paid	(23,386)	(20,464)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	(23,386)	(20,464)
TAXATION	(8,483)	(9,823)
CAPITAL EXPENDITURE		
Payments to acquire tangible fixed assets	(23,177)	(9,155)
NET CASH OUTFLOW FROM CAPITAL EXPENDITURE	(23,177)	(9,155)
CASH INFLOW/(OUTFLOW) BEFORE FINANCING	10,722	(1,009)
FINANCING		
Repayment of long-term amounts owed to group undertakings	(3,009)	9,954
Net outflow from other long-term creditors Repayment of directors' long-term loans	(44) (7,669)	(45) (8,900)
	<u>-</u>	
NET CASH (OUTFLOW)/INFLOW FROM FINANCING	(10,722)	1,009
INCREASE IN CASH	<del></del>	
INCREASE IN CASH		
RECONCILIATION OF OPERATING PROFIT TO NET CASH INFO	LOW FROM	
	2015	2014
	£	£
Operating profit	72,514	62,680
Decrease/(increase) in debtors	28,217	(27,494)
(Decrease)/increase in creditors	(34,963)	3,247
Net cash inflow from operating activities	65,768	38,433

## **CASH FLOW STATEMENT**

DECONCII IATION OF N	TET CASH ELOW TO	MOVEMENT IN NET DEBT
- KECONCILIATION OF P	NEL CASH FLOW TO	INICOVENNIKA I IN NEJ 19EBI

Increase in cash in the period		2015 £	2014 £
moreuse in cash in the period			
Net cash outflow from/(inflow) from long-term amounts ow undertakings Net cash outflow from other long-term creditors	ed to group	3,009 44	(9,954) 45
Cash outflow from directors' long-term loans	•	7,669	8,900
		10,722	(1,009)
Change in net debt		10,722	(1,009)
Net debt at 1 April 2014		(1,314,412)	(1,313,403)
Net debt at 31 March 2015		(1,303,690)	$(\overline{1,314,412})$
ANALYSIS OF CHANGES IN NET DEBT			
	At 1 Apr 2014 £	Cash flows 3	At 31 Mar 2015 £
Net cash: Cash in hand and at bank	4		4
Debt:			_
Debt due after 1 year	(1,314,416)	10,722	(1,303,694)
Net debt	(1,314,412)	10,722	(1,303,690)

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31ST MARCH 2015

#### 1. ACCOUNTING POLICIES

#### **Basis of accounting**

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

In assessing the going concern of the company the directors have not considered a period of twelve months from the signing of the accounts.

#### **Turnover**

Turnover shown in the profit and loss account represents amounts receivable for services provided including ground rent, lease extension and property insurance. The turnover also includes estimates of work done but not yet invoiced in respect of contracts for on-going services.

#### Fixed assets

All fixed assets are recorded at cost or market value.

#### **Investment properties**

Investment properties are shown at their open market value. The surplus or deficit arising from the annual revaluation is transferred to the investment revaluation reserve unless a deficit, or its reversal, on an individual investment property is expected to be permanent, in which case it is recognised in the profit and loss account for the year.

This is in accordance with SSAP 19 which, unlike the Companies Act 2006, does not require depreciation of investment properties. Investment properties are held for their investment potential and not for use by the company and so their current value is of prime importance. The departure from the provisions of the Act is required in order to give a true and fair view.

#### Stocks

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

#### **Operating lease agreements**

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

#### **Financial instruments**

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

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31ST MARCH 2015

#### 2. TURNOVER

The turnover and profit before tax are attributable to the activities described in note 1 above. An analysis of turnover is given below:

	2015	2014
	£	£
United Kingdom	961,340	822,951

#### 3. OPERATING PROFIT

Operating profit is stated after charging:

	2015	2014
	£	£
Operating lease costs:		
- Other	6,576	6,501
Auditor's remuneration	3,480	3,480
	2015	2014
	£	£
Auditor's remuneration - audit of the financial statements	3,480	3,480
	<u> </u>	

#### 4. PARTICULARS OF EMPLOYEES

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

	2015	2014
4	No	No
Number of administrative staff	2	2
Number of management staff	1	1
	3	3

The aggregate payroll costs of the above were:

	2015	2014
	£	£
Wages and salaries	185,958	175,407
Social security costs	21,326	20,398
	207,284	195,805

#### 5. DIRECTORS' REMUNERATION

The directors' aggregate remuneration in respect of qualifying services were:

	2015	2014
	£	£
Remuneration receivable	70,675	60,000

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31ST MARCH 2015

6.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2015 £	2014 £
	Other similar charges payable	23,386	20,464
7.	TAXATION ON ORDINARY ACTIVITIES		
	(a) Analysis of charge in the year		
		2015 £	2014 £
	Current tax:		
•	UK Corporation tax based on the results for the year at 20% (2014 -		
	20%)	9,826	8,483
	Total current tax	9,826	8,483

#### (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is the same as the standard rate of corporation tax in the UK of 20% (2014 - 20%).

Profit on ordinary activities before taxation	2015 £ 49,128	2014 £ 42,216
Profit on ordinary activities by rate of tax	9,826	8,443
Expenses not deductible for tax purposes		40
Total current tax (note 7(a))	9,826	8,483

## (c) Factors that may affect future tax charges

No provision has been made for deferred tax of £930,088. Such tax would become payable only if the property were sold. At present, it is not envisaged that any tax will become payable in the foreseeable future. No tax adjustment has been made in the financial statements in relation to the increase in the revaluation reserve.

#### NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED 31ST MARCH 2015

#### 8. TANGIBLE FIXED ASSETS

	Freehold Investment Property £
COST OR VALUATION	<b>å</b>
At 1st April 2014	4,203,155
Additions	23,177
Revaluation	1,573,668
At 31st March 2015	5,800,000
DEPRECIATION	
At 1st April 2014 and 31st March 2015	_
	_
NET BOOK VALUE	
At 31st March 2015	5,800,000
At 31st March 2014	4,203,155

Freehold investment properties were revalued at open market value of £5,800,000 at the year end by the professional valuers "Aitchison Raffety Property Consultants" . The historical cost of these properties was £714,679. The aggregate surplus of £5,085,321 on revaluation has been transferred to the revaluation reserve.

#### 9. STOCKS

	Stock	2015 £ 1,500	2014 £ 1,500
10.	DEBTORS	<del></del>	
		2015	2014
		£	£
	Trade debtors	10	225
	Amounts owed by group undertakings	921,936	1,006,008
	Other debtors	1,839	1,839
	Prepayments and accrued income	80,139	24,069
		1,003,924	1,032,141

The debtors above include the following amounts falling due after more than one year:

	2015	2014
	£	£
Amounts owed by group undertakings	921,936	1,006,008

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31ST MARCH 2015

#### 11. OTHER CREDITORS INCLUDING TAXATION AND SOCIAL SECURITY

2015	2014
£	£
9,826	8,483
7,243	6,143
-	35,738
17,069	50,364
	7,243

Creditors: Amounts falling due within one year includes an amount of £505 (2014-£583) which was paid within one month of the year end.

#### 12. CREDITORS: Amounts falling due after more than one year

The following liabilities disclosed under creditors falling due after more than one year are secured by the company:

	2015	2014
	£	£
Mortgage	900,102	900,099

The mortgage is secured by legal charges over the property assets of the company. The loan is interest only and the capital amount that falls due for payment after two years is £900,102 (2014-£900,099). The interest rate is equal to LIBOR plus 1.2% and the mortgage redemption date is 29 March 2017.

#### 13. TRANSACTIONS WITH THE DIRECTORS

Rent of £6,576 (2014-£6,501) was payable to Core Property representing the freehold interests of the directors, R P Harwood and D E Walker.

#### 14. RELATED PARTY TRANSACTIONS

The company was under the immediate control of Centro PLC and the ultimate control of R.P. Harwood FRICS throughout the current and previous year.

Other members of the group controlled by Centro PLC are Centro Services Limited, Centro Security Limited and Centro Commercial Limited. The amounts owed by and to the group undertakings at the year end through payments made by one company in the group on behalf of another, are disclosed in the Debtors and Creditors notes to the balance sheet respectively.

Included in the Administrative Expenses is an amount of £475,000 (2014-£345,000) payable to Centro PLC and Nil (2014-£10,000) payable to Centro Commercial Ltd in respect of management services. The Banking facility during the year was secured by an unlimited guarantee provided by group companies.

Included in the Creditors falling due after more than one year on the balance sheet is an amount of £21,836 (2014-£21,883) owed to Centro Residential Sales & Lettings Ltd, a company associated by control.

## NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31ST MARCH 2015

#### 15. SHARE CAPITAL

Allotted, called up and fully paid:

	2015		2014	
	No	£	No	£
Ordinary shares of £1 each	_75	_75	75	75

#### 16. REVALUATION RESERVE

	2015	2014
	£	£
Balance brought forward	3,511,653	3,174,653
Revaluation of fixed assets	1,573,668	337,000
Balance carried forward	5,085,321	3,511,653

No provision has been made for deferred taxation on gains recognised on revaluing property to its market value. The total amount unprovided for is £930,088. Such tax would be payable only if the property were sold. At present, it is not envisaged that any tax will become payable in the foreseeable future.

#### 17. PROFIT AND LOSS ACCOUNT

	2015	2014
	£	£
Balance brought forward	312,479	278,746
Profit for the financial year	39,302	33,733
Balance carried forward	351,781	312,479

### 18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2015	2014
	£	£
Profit for the financial year	39,302	33,733
Other net recognised gains and losses	1,573,668	337,000
Net addition to shareholders' funds	1,612,970	370,733
Opening shareholders' funds	3,824,207	3,453,474
Closing shareholders' funds	5,437,177	3,824,207

#### 19. ULTIMATE PARENT COMPANY

The company is a 76% subsidiary of Centro Plc which is also the ultimate parent company.

## MANAGEMENT INFORMATION

## YEAR ENDED 31ST MARCH 2015

The following pages do not form part of the statutory financial statements which are the subject of the independent auditor's report on pages 5 to 7.

## DETAILED PROFIT AND LOSS ACCOUNT

	2015	2014
TURNOVER	£ 961,340	£ 822,951
COST OF SALES		
Building and maintenance costs	39,287	33,354
Property insurance payable	149,813	156,736
	189,100	190,090
GROSS PROFIT	772,240	632,861
OVERHEADS		
Directors salaries-P R Harwood	70,675	60,000
Directors national insurance contributions-P R Harwood	8,379	7,656
Wages and salaries	115,283	115,407
Staff national insurance contributions	12,947	12,742
Rent	6,576	6,501
Motor, travel and subsistence	3,544	1,316
Printing and stationery	2,098	3,064
Staff training	765	_
Staff welfare	252	25,7
Sundry expenses	175	247
Subscriptions	547	384
Management charges payable	475,000	355,000
Legal and professional fees	_	4,112
Auditors remuneration	3,480	3,480
Bad debts written off	5	_
Bank charges	_	15
	699,726	570,181
OPERATING PROFIT	72,514	62,680
Interest payable and similar charges	(23,386)	(20,464)
PROFIT ON ORDINARY ACTIVITIES	49,128	42,216

## NOTES TO THE DETAILED PROFIT AND LOSS ACCOUNT

INTEREST PAYABLE AND SIMILAR CHARGES	2015 £	2014 £
Mortgage interest	15,796	15,746
Other interest	7,590	4,718
,	23,386	20,464