

COMPANY REGISTRATION NUMBER: 2693490

**Urban&Civic Developments Limited formerly Terrace Hill  
(Developments) Limited**

**Financial Statements**

**30 September 2016**

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**Urban&Civic Developments Limited formerly Terrace Hill  
(Developments) Limited**

**Financial Statements**

**Year ended 30 September 2016**

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**Urban&Civic Developments Limited formerly Terrace Hill  
(Developments) Limited**

**Officers and Professional Advisers**

**The board of directors**

D Wood  
P A J Leech  
A J W Pratt  
N M Wakefield

**Company secretary**

Urban&Civic (Secretaries) Limited

**Registered office**

50 New Bond Street  
London  
W1S 1BJ

**Auditor**

BDO LLP  
55 Baker Street  
London  
W1U 7EU

# **Urban&Civic Developments Limited formerly Terrace Hill (Developments) Limited**

## **Directors' Report**

**Year ended 30 September 2016**

The directors present their report and the financial statements of the company for the year ended 30 September 2016.

### **Directors**

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

P A J Leech

A J W Pratt

N M Wakefield

D Wood

(Appointed 1 July 2016)

J M Austen

(Resigned 1 July 2016)

On 23 December 2015 the company changed its name to Urban&Civic Developments Limited.

### **Directors' responsibilities statement**

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

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

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

- select suitable accounting policies and then apply them consistently;
- make judgments 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 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.

**Urban&Civic Developments Limited formerly Terrace Hill  
(Developments) Limited**

**Directors' Report** *(continued)*

**Year ended 30 September 2016**

**Auditor**

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

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

The auditor is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

**Small company provisions**

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

This report was approved by the board of directors on 3 March 2017 and signed on behalf of the board by:



Urban&Civic (Secretaries) Limited  
Company Secretary

Registered office:  
50 New Bond Street  
London  
W1S 1BJ

# **Urban&Civic Developments Limited formerly Terrace Hill (Developments) Limited**

## **Independent Auditor's Report to the Shareholders of Urban&Civic Developments Limited formerly Terrace Hill (Developments) Limited**

**Year ended 30 September 2016**

We have audited the financial statements of Urban&Civic Developments Limited formerly Terrace Hill (Developments) Limited for the year ended 30 September 2016 which comprise the statement of income and retained earnings, statement of financial position and the related notes. 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, 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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2016 and of its loss 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Urban&Civic Developments Limited formerly Terrace Hill  
(Developments) Limited**

**Independent Auditor's Report to the Shareholders of Urban&Civic  
Developments Limited formerly Terrace Hill (Developments) Limited *(continued)***

**Year ended 30 September 2016**

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; and
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

*BDO LLP*

Thomas Edward Goodworth (Senior Statutory Auditor)

For and on behalf of  
BDO LLP  
Statutory auditor  
55 Baker Street  
London  
W1U 7EU

3 March 2017

BDO LLP is a limited liability partnership registered in England & Wales (with registered number OC305127).

**Urban&Civic Developments Limited formerly Terrace Hill  
(Developments) Limited**

**Statement of Income and Retained Earnings**

**Year ended 30 September 2016**

	Note	2016 £	2015 £
<b>Turnover</b>	<b>3</b>	–	16,905
Cost of sales		<u>(233,016)</u>	–
<b>Gross (loss)/profit</b>		<u>(233,016)</u>	16,905
Administrative expenses		<u>(566,097)</u>	(215,061)
<b>Operating loss</b>		<u>(799,113)</u>	(198,156)
Other interest receivable and similar income		370	–
Interest payable and similar charges	<b>4</b>	–	(1,190)
<b>Loss on ordinary activities before taxation</b>		<u>(798,743)</u>	(199,346)
Tax on loss on ordinary activities	<b>5</b>	<u>(8,853)</u>	15,000
<b>Loss for the financial year and total comprehensive income</b>		<u><u>(807,596)</u></u>	<u><u>(184,346)</u></u>
<b>Retained losses at the start of the year</b>		<u>(1,085,939)</u>	(901,593)
<b>Retained losses at the end of the year</b>		<u><u>(1,893,535)</u></u>	<u><u>(1,085,939)</u></u>

All the activities of the company are from continuing operations.

The notes on pages 8 to 13 form part of these financial statements.



**Urban&Civic Developments Limited formerly Terrace Hill  
(Developments) Limited**

**Statement of Financial Position**

**30 September 2016**

	Note	2016 £	2015 £
<b>Fixed assets</b>			
Investments	6	2	2
<b>Current assets</b>			
Stocks	7	35,234	43,853
Debtors	8	920,234	445,517
Cash at bank and in hand		92	407
		<u>955,560</u>	<u>489,777</u>
<b>Creditors: amounts falling due within one year</b>	9	<u>(2,099,097)</u>	<u>(825,718)</u>
<b>Net current liabilities</b>		<u>(1,143,537)</u>	<u>(335,941)</u>
<b>Total assets less current liabilities</b>		<u>(1,143,535)</u>	<u>(335,939)</u>
<b>Net liabilities</b>		<u>(1,143,535)</u>	<u>(335,939)</u>
<b>Capital and reserves</b>			
Called up share capital	11	750,000	750,000
Profit and loss account	12	<u>(1,893,535)</u>	<u>(1,085,939)</u>
<b>Shareholders deficit</b>		<u>(1,143,535)</u>	<u>(335,939)</u>

These financial statements were approved by the board of directors and authorised for issue on 3 March 2017, and are signed on behalf of the board by:



D Wood  
Director

Company registration number: 2693490

The notes on pages 8 to 13 form part of these financial statements.

# **Urban&Civic Developments Limited formerly Terrace Hill (Developments) Limited**

## **Notes to the Financial Statements** *(continued)*

**Year ended 30 September 2016**

### **1. Statement of compliance**

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

Urban&Civic Developments Limited formerly Terrace Hill (Developments) Limited is a company incorporated in England and Wales under the Companies Act. The address of the registered office is given on page 1 and the principal activity of the company is property development.

### **2. Accounting policies**

#### **Basis of preparation**

The financial statements have been prepared on the historical cost basis.

The financial statements are prepared in sterling, which is the functional currency of the entity.

#### **Going concern**

The financial statements have been prepared on a going concern basis subject to the continued support of Urban&Civic Plc, its ultimate parent company. Urban&Civic Plc has indicated that it will provide such financial support as is required for at least twelve months from the date of signing these financial statements. On this basis, these financial statements do not include any adjustments that would result from the withdrawal of the financial support provided.

#### **Transition to FRS 102**

The entity transitioned from previous UK GAAP to FRS 102 as at 1 October 2014. Details of how FRS 102 has affected the reported financial position and financial performance are given in note 15.

#### **Disclosure exemptions**

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of Urban&Civic plc. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

- (a) No cash flow statement has been presented for the company.
- (b) Disclosures in respect of financial instruments have not been presented.
- (c) Related party transactions with wholly owned members of the Urban&Civic group have not been disclosed.

# **Urban&Civic Developments Limited formerly Terrace Hill (Developments) Limited**

## **Notes to the Financial Statements** *(continued)*

**Year ended 30 September 2016**

### **Revenue recognition**

Where the Company is the lessee, leases in which substantially all risks and rewards of ownership are retained by another party are classified as operating leases. Rentals paid under operating leases are charged to the income statement on a straight line basis over the term of the lease.

Revenue from the rendering of services is measured by reference to the stage of completion of the service transaction at the end of the reporting period provided that the outcome can be reliably estimated. When the outcome cannot be reliably estimated, revenue is recognised only to the extent that expenses recognised are recoverable.

### **Income tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expenses recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company's subsidiaries operate and generate taxable income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except the recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred balances are not recognised in respect of permanent differences in respect of business combinations, when deferred tax is recognised on the differences between the fair value of assets acquired for the future tax deductions available for them and the differences between the fair value of liabilities acquired and the amount that will be assessed for tax.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

### **Investments**

The investments in subsidiary companies are included in the Company's balance sheet at cost less provision for impairment.

### **Stocks**

Stocks are measured at the lower of cost and estimated selling price less costs to complete and sell. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the stock to its present location and condition.

# Urban&Civic Developments Limited formerly Terrace Hill (Developments) Limited

## Notes to the Financial Statements *(continued)*

Year ended 30 September 2016

### 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.

### Trade and other debtors

Trade and other debtors are initially recognised at fair value and subsequently at amortised cost or their recoverable amount. Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable. The amount of such a provision is the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade debtors, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses. On confirmation that the trade debtor will not be collectable the gross carrying value of the asset is written off against the associated provision.

### Financial liabilities

Financial liabilities including trade creditors, other creditors, accruals and amounts due to Group undertakings are originally recorded at fair value and subsequently stated at amortised cost under the effective interest method.

## 3. Turnover

Turnover arises from:

	2016 £	2015 £
Rendering of services	—	16,905

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

## 4. Interest payable and similar charges

	2016 £	2015 £
Interest on banks loans and overdrafts	—	1,190

# Urban&Civic Developments Limited formerly Terrace Hill (Developments) Limited

## Notes to the Financial Statements *(continued)*

**Year ended 30 September 2016**

### 5. Tax on loss on ordinary activities

#### Major components of tax expense/(income)

	2016 £	2015 £
<b>Deferred tax:</b>		
Origination and reversal of timing differences	–	(15,000)
Impact of change in tax rate	<u>8,853</u>	<u>–</u>
Total deferred tax	<u>8,853</u>	<u>(15,000)</u>
<b>Tax on loss on ordinary activities</b>	<u><u>8,853</u></u>	<u><u>(15,000)</u></u>

#### Reconciliation of tax expense/(income)

The tax assessed on the loss on ordinary activities for the year is higher than (2015: higher than) the standard rate of corporation tax in the UK of 20% (2015: 20.42%).

	2016 £	2015 £
Loss on ordinary activities before taxation	<u>(798,743)</u>	<u>(199,346)</u>
Loss on ordinary activities by rate of tax	<u>(159,749)</u>	<u>(40,706)</u>
Group relief	<u>159,749</u>	<u>40,706</u>
Deferred tax charge (as above)	<u>8,853</u>	<u>(15,000)</u>
<b>Tax on loss on ordinary activities</b>	<u><u>8,853</u></u>	<u><u>(15,000)</u></u>

### 6. Investments

	Shares in group undertaking s £
<b>Cost</b>	
At 1 Oct 2015 and 30 Sep 2016	<u>2</u>
<b>Impairment</b>	
At 1 Oct 2015 and 30 Sep 2016	<u>–</u>
<b>Carrying amount</b>	
At 30 September 2016	<u>2</u>

# Urban&Civic Developments Limited formerly Terrace Hill (Developments) Limited

## Notes to the Financial Statements *(continued)*

**Year ended 30 September 2016**

### 6. Investments *(continued)*

The company's subsidiaries are listed below. The company owns 100% of the issued ordinary share capital of these companies and they are all registered in England and Wales.

Urban&Civic Northam Limited  
Urban&Civic Penzance Limited

	2016 £	2015 £
<b>Aggregate capital and reserves</b>		
Urban&Civic Northam Limited	(334,435)	(79,930)
Urban&Civic Penzance Limited	(163,356)	(79,936)
<b>Profit and (loss) for the year</b>		
Urban&Civic Northam Limited	(254,505)	(79,931)
Urban&Civic Penzance Limited	(83,420)	(79,937)

### 7. Stocks

	2016 £	2015 £
Work in progress	<u>35,234</u>	<u>43,853</u>

### 8. Debtors

	2016 £	2015 £
Amounts owed by group undertakings	834,057	386,495
Deferred tax asset	50,168	59,021
Other debtors	36,009	1
	<u>920,234</u>	<u>445,517</u>

### 9. Creditors: amounts falling due within one year

	2016 £	2015 £
Trade creditors	13,538	—
Amounts owed to group undertakings	1,585,559	664,017
Accruals and deferred income	500,000	159,861
Social security and other taxes	—	1,840
	<u>2,099,097</u>	<u>825,718</u>

# Urban&Civic Developments Limited formerly Terrace Hill (Developments) Limited

## Notes to the Financial Statements *(continued)*

**Year ended 30 September 2016**

### 10. Deferred tax

The deferred tax included in the statement of financial position is as follows:

	2016	2015
	£	£
Included in debtors (note 8)	<u>50,168</u>	<u>59,021</u>

The deferred tax account consists of the tax effect of timing differences in respect of:

	2016	2015
	£	£
Unused tax losses	<u>50,168</u>	<u>59,021</u>

### 11. Called up share capital

**Issued, called up and fully paid**

	2016		2015	
	No.	£	No.	£
Ordinary shares of £1 each	<u>750,000</u>	<u>750,000</u>	<u>750,000</u>	<u>750,000</u>

### 12. Reserves

Profit and loss account - This reserve records retained earnings and accumulated losses.

### 13. Related party transactions

The company has taken advantage of the exemption allowed by FRS 102 Section 33, 'Related Party Disclosures', not to disclose any transactions with entities that are included in the consolidated financial statements of Urban&Civic Plc and are 100% owned.

### 14. Controlling party

The immediate parent company is Urban&Civic Group Limited, a company registered in England and Wales. The ultimate parent company is Urban&Civic Plc which is registered in Scotland.

Copies of the consolidated financial statements of Urban&Civic Plc are available from the company's registered office.

### 15. Transition to FRS 102

These are the first financial statements that comply with FRS 102. The company transitioned to FRS 102 on 1 October 2014 and the effects of this are summarised below.

No transitional adjustments were required in equity or profit or loss for the year.