

REGISTERED NUMBER: 05226457 (England and Wales)

**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016
FOR
SUSD LIMITED**



SUSD LIMITED (REGISTERED NUMBER: 05226457)

**CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2016**

	Page
Company Information	1
Report of the Directors	2
Report of the Independent Auditors	4
Income Statement	5
Statement of Financial Position	6
Notes to the Financial Statements	7

SUSD LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 MARCH 2016**

DIRECTORS: P A F Harris
I G Robinson

SECRETARY: P A F Harris

REGISTERED OFFICE: 28 All Saints Road
London
W11 1HG

REGISTERED NUMBER: 05226457 (England and Wales)

AUDITORS: BDO LLP
55 Baker Street
London
W1U 7EU

The directors present their report with the financial statements of the company for the year ended 31 March 2016.

PRINCIPAL ACTIVITIES

The principal activities of the company in the year under review were those of property development management, and the provision of consultancy, architectural and design services.

REVIEW OF BUSINESS

The company's revenues fell to £548,653 for the period from £1,006,961 in the year to 31 March 2015. Overall, with gains on the value of investments, a profit for the year of £825,502 was recorded, compared to a profit of £482,180 for the prior year.

As a result, at 31 March 2016, net assets had grown to £1,578,719, compared to £753,284 at 31 March 2015.

The overall outlook for the company remains positive, albeit tempered by the ongoing challenges in the London property markets, and concerns over accessibility and cost of finance, from the perspective of both developers and ultimate purchasers.

The company is now involved in an increasing level and scale of schemes and developments. Current projects include a £60m luxury hotel development in central London and specialist planning services for a multi-million pound commercial and residential scheme.

With this growing scale and track record the company continues to review further opportunities which reflect its skills, networking and professional service capabilities.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2015 to the date of this report.

P A F Harris
I G Robinson

PRINCIPAL RISKS AND UNCERTAINTIES

All businesses face risk from normal commercial operations. The specific operational risks to which the directors consider the company is subject are set out below:

Market conditions

The developments on which the company consults are primarily, but not exclusively, in the London residential property markets. The values that are ultimately realised are dependent on general economic and market conditions, as well as more localised supply and demand factors.

Regulation

The company's ability to profit from developments can depend on national and local regulatory factors. These include both national and regional requirements to obtain the necessary planning permissions, building and related regulations. Changes to particular requirements, and/or to the process, could add to the length of time and amount of resources required to establish and obtain regulatory and planning approvals. Government policies on taxation, such as stamp duty and VAT, also influence returns by affecting the costs of a development, and the realisable value when completed.

Key personnel

The company employs only a small number of personnel, and is therefore heavily reliant on their services for the delivery of development projects. The loss of the services of any key personnel could delay or disrupt development projects, and damage the business. Equally the ability to attract new employees with the appropriate expertise and skills cannot be guaranteed. The company may experience difficulties in recruiting appropriate employees and the failure to do so may have a detrimental effect upon the trading performance of the company.

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 MARCH 2016**

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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 of 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 judgements and accounting estimates that are reasonable and prudent;

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.

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 company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

Under section 487(2) of the Companies Act 2006, BDO LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts, whichever is the earlier.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:



P A F Harris - Secretary

21 December 2016

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF SUSD LIMITED

We have audited the financial statements of SUSL Limited for the year ended 31 March 2016 which comprise the Income Statement, 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities, 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 the 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 FRC's website at 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 31 March 2016 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.

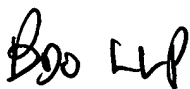
Opinion on other matter prescribed by the Companies Act 2006

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

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; or
- the directors were not entitled to prepare the financial statements and the directors report in accordance with the small companies regime and to the exemption from the requirement to prepare a strategic report.



Geraint Jones (Senior Statutory Auditor)
for and on behalf of BDO LLP, Statutory Auditor
55 Baker Street
London
W1U 7EU

21 December 2016

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

**INCOME STATEMENT
FOR THE YEAR ENDED 31 MARCH 2016**

	Notes	31.3.16 £	£	31.3.15 £	£
TURNOVER			548,653		1,006,961
Cost of sales			<u>1,705</u>		<u>12,354</u>
GROSS PROFIT			546,948		994,607
Administrative expenses			<u>1,058,140</u>		<u>873,200</u>
			(511,192)		121,407
Other gains and losses			<u>1,436,644</u>		<u>437,499</u>
OPERATING PROFIT	4		925,452		558,906
Income from shares in group undertakings		3,165			
Interest receivable and similar income		<u>68,174</u>		<u>97,794</u>	
			<u>71,339</u>		<u>97,794</u>
			996,791		656,700
Interest payable and similar expenses	5		<u>178,658</u>		<u>165,377</u>
PROFIT BEFORE TAXATION			818,133		491,323
Tax on profit			<u>(7,369)</u>		<u>9,143</u>
PROFIT FOR THE FINANCIAL YEAR			<u><u>825,502</u></u>		<u><u>482,180</u></u>

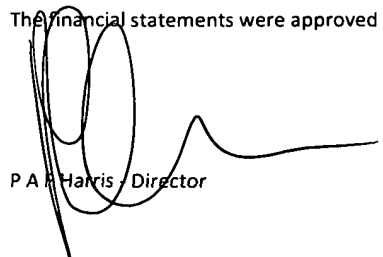
The notes on pages 7 to 10 form part of these financial statements

STATEMENT OF FINANCIAL POSITION
31 MARCH 2016

	Notes	31.3.16 £	31.3.15 £
FIXED ASSETS			
Tangible assets	6	16,343	24,622
Investments	7	<u>2,495,724</u>	<u>937,607</u>
		2,512,067	962,229
CURRENT ASSETS			
Debtors	8	1,407,980	2,451,959
Cash at bank		<u>805,809</u>	<u>429,665</u>
		2,213,789	2,881,624
CREDITORS			
Amounts falling due within one year	9	<u>3,147,070</u>	<u>3,090,569</u>
NET CURRENT LIABILITIES		<u>(933,281)</u>	<u>(208,945)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,578,786</u>	<u>753,284</u>
CAPITAL AND RESERVES			
Called up share capital		194	194
Share premium		269,914	269,914
Retained earnings		<u>1,308,678</u>	<u>483,176</u>
SHAREHOLDERS' FUNDS		<u>1,578,786</u>	<u>753,284</u>

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 21 December 2016 and were signed on its behalf by:


P A Harris Director

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2016

1. STATUTORY INFORMATION

SUSD 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 Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "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 as modified by the revaluation of certain assets.

Preparation of consolidated financial statements

The financial statements contain information about SUSD Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, SUSD Asset Management (Holdings) Limited, .

Turnover

Turnover represents net invoiced sales of services, excluding value added tax. Turnover is recognised at the point of delivery of the service.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery etc	-	25% on reducing balance, 25% on cost, 10% - 33% on cost and Straight line over 1 year
-------------------------	---	---

Tangible fixed assets are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure which is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Repairs and maintenance are charged to profit and loss during the period in which they are incurred.

Taxation

Tax on the profit or loss for the period comprises current and deferred tax. Tax is charged or credited to the statement of comprehensive income, except where it relates to items charged or credited directly to equity, in which case the tax is also dealt with in equity.

Current tax is the expected tax payable on the taxable profits for the period, using tax rates enacted or substantially enacted by the end of the reporting period, and any adjustments in respect of prior periods.

Deferred tax represents the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits.

Deferred tax liabilities are generally recognised on 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
- Any deferred tax balances are reversed if and when all the conditions for retaining associated tax allowances have been met
- Where timing differences relate to interests in subsidiaries, associates, branches and joint ventures and the Group can control their reversal and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations where deferred tax is recognised on the differences between the fair values of assets acquired and 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.

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2016**

2. ACCOUNTING POLICIES - continued

Deferred tax assets are recognised only to the extent that the Directors consider it more probable than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply to the period in which the timing differences are expected to reverse, based on tax rates and laws which have been enacted or substantially enacted by the end of the reporting period. Deferred tax is measured on a non-discounted basis.

Pension costs and other post-retirement benefits

The pension cost charged in the financial statements represents the defined contributions payable by the Group in the period.

Significant judgements and estimates

The preparation of financial statements requires the use of certain estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. Estimates and judgements are continually reviewed and are based on historical experience and other factors, including expectations of future events which are believed to be reasonable under the circumstances.

The management of the company has used its judgement and knowledge of the business in making the following judgements and estimates:

Tangible fixed assets

Tangible fixed assets are depreciated over their useful lives taking into account residual values where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset, and projected disposal values.

Impairment of tangible and intangible assets

The company's management determine whether there are any indicators of impairment of the company's tangible and intangible assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash generating unit, the viability and expected future performance of that unit.

Assets held at fair value through profit and loss

The company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at each financial period end date. For listed entities, market mid-prices are used for valuations. For investments that are not traded in active markets, the company uses recent arms length transactions where these are available. Where these are not available, the company uses other data, including net assets and reported results as a basis for valuation, taking into account factors such as market conditions and the absence of liquidity.

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was 10.

4. OPERATING PROFIT

The operating profit is stated after charging:

	31.3.16	31.3.15
	£	£
Depreciation - owned assets	<u>13,215</u>	<u>20,681</u>

The company's audit fee was borne by its parent undertaking.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2016

5. INTEREST PAYABLE AND SIMILAR EXPENSES

	31.3.16	31.3.15
	£	£
Interest on intercompany loans	<u>178,658</u>	<u>165,377</u>

6. TANGIBLE FIXED ASSETS

	Plant and machinery etc £
COST	
At 1 April 2015	85,102
Additions	<u>4,936</u>
At 31 March 2016	<u>90,038</u>
DEPRECIATION	
At 1 April 2015	60,480
Charge for year	<u>13,215</u>
At 31 March 2016	<u>73,695</u>
NET BOOK VALUE	
At 31 March 2016	<u>16,343</u>
At 31 March 2015	<u>24,622</u>

7. FIXED ASSET INVESTMENTS

	Shares in group undertakings £	Interest in associate £	Other investments £	Totals £
COST OR VALUATION				
At 1 April 2015	107	937,500	-	937,607
Additions	-	-	166,666	166,666
Revaluations	-	-	1,391,451	1,391,451
Reclassification/transfer	-	(937,500)	937,500	-
At 31 March 2016	<u>107</u>	<u>-</u>	<u>2,495,617</u>	<u>2,495,724</u>
NET BOOK VALUE				
At 31 March 2016	<u>107</u>	<u>-</u>	<u>2,495,617</u>	<u>2,495,724</u>
At 31 March 2015	<u>107</u>	<u>937,500</u>	<u>-</u>	<u>937,607</u>

Cost or valuation at 31 March 2016 is represented by:

	Shares in group undertakings £	Other investments £	Totals £
Valuation in 2015	-	437,499	437,499
Valuation in 2016	-	1,391,451	1,391,451
Cost	<u>107</u>	<u>666,667</u>	<u>666,774</u>
	<u>107</u>	<u>2,495,617</u>	<u>2,495,724</u>

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2016**

7. FIXED ASSET INVESTMENTS - continued

Unlisted investments represents an investment by the company of 14.02% in the share capital of Devonshire Club (Holdings) Limited, incorporated in England & Wales as the holding company for a high quality members club in central London.

At 31 March 2015, the company held more than 20% of the ordinary share capital of Devonshire Club (Holdings) Limited, and this interest was classified as an investment in associate. Following subsequent equity issues by Devonshire Club Limited, the company's interest has reduced to 14.02%. Consequently, the investment has been reclassified from an investment in associate to an unlisted investment, shown above under other investments.

This investment is recorded at fair value through profit or loss.

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.16	31.3.15
	£	£
Trade debtors	41,729	681,523
Amounts owed by group undertakings	905,996	1,474,360
Other debtors	10,190	17,709
Prepayments and accrued income	450,065	278,367
	<u>1,407,980</u>	<u>2,451,959</u>

Other debtors includes £nil (2015: £3,885) as a deferred tax asset recoverable after more than one year.

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.16	31.3.15
	£	£
Trade creditors	43,896	22,138
Amounts owed to group undertakings	3,077,132	2,817,041
Social security and other taxes	7,385	175,546
Other creditors	-	3,187
Accruals and deferred income	18,657	72,657
	<u>3,147,070</u>	<u>3,090,569</u>

10. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 '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.

The company's parent company, SUSD Asset Management (Holdings) Limited, has provided working capital to the company through intercompany accounts which bear interest at commercial rates. At the year end, the company owed £2,913,088 (2015: £2,712,247) to SUSD Asset Management (Holdings) Limited.

11. ULTIMATE CONTROLLING PARTY

In the opinion of the directors, Lord Ashcroft KCMG PC is the company's ultimate controlling party through his interest in SUSD Asset Management (Holdings) Limited, the company's ultimate parent company.