

Company Registration No. 05403671 (England and Wales)

PRIMARIUS PROPERTIES LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017
PAGES FOR FILING WITH REGISTRAR



PRIMARIUS PROPERTIES LIMITED

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PRIMARIUS PROPERTIES LIMITED

STATEMENT OF FINANCIAL POSITION

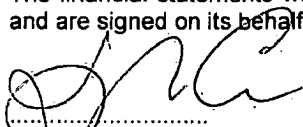
AS AT 31 DECEMBER 2017

	Notes	2017 £	£	2016 £	£
Non-current assets					
Investment properties	3		4,000,000		4,000,000
Current assets					
Trade and other receivables	4	346,629		361,368	
Cash and cash equivalents		100		454	
		<u>346,729</u>		<u>361,822</u>	
Current liabilities	5	<u>(3,547,371)</u>		<u>(3,541,606)</u>	
Net current liabilities			<u>(3,200,642)</u>		<u>(3,179,784)</u>
Total assets less current liabilities			<u>799,358</u>		<u>820,216</u>
Equity					
Called up share capital	7		1		1
Retained earnings			<u>799,357</u>		<u>820,215</u>
Total equity			<u>799,358</u>		<u>820,216</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 21/1/18 and are signed on its behalf by:


 H V Cooke
 Director

Company Registration No. 05403671

PRIMARIUS PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

Company information

Primarius Properties Limited is a private company limited by shares incorporated in England and Wales. The registered office is 4th Floor, Imperial House, 8 Kean Street, London, WC2B 4AS.

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 the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Going concern

These financial statements are prepared on the going concern basis. At the year end the company had net current liabilities of £3,200,642 partly due to a breach in the bank loan that has result in this facility of £1,686,650 being disclosed as repayable upon demand.

The directors are confident that Barclays will provide a formal loan waiver following its scheduled facility review in for October 2018.

The company is also reliant upon the continued support from group and connected companies to provide on going cash flow to meet liabilities as they fall due. The company has received a letter of support from these companies which confirms that financial support will continue for a minimum of 12 months from the date of approval of these financial statements.

The directors therefore believe that the adoption of the going concern basis is justified and accordingly they continue to adopt this basis in preparing the annual financial statements.

1.3 Revenue

Turnover represents amounts receivable for property rental net of VAT. Revenue is recognised over the rental period in line with agreements.

Rental income is recognised on a monthly basis.

1.4 Investment properties

Investment property, which is property held to earn rentals and/or for capital appreciation, is initially recognised at cost, which includes the purchase cost and any directly attributable expenditure. Subsequently it is measured at fair value at the reporting end date. The surplus or deficit on revaluation is recognised in the income statement.

1.5 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

PRIMARIUS PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

1.6 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.

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, bank loans, and loans from fellow 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.

PRIMARIUS PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

(Continued)

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. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. 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. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.9 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

2 Employees

The company had no employees in the current or preceding year, other than directors.

No remuneration is paid to key management personnel.

3 Investment property

2017
£

Fair value

At 1 January 2017 and 31 December 2017 4,000,000

Investment property comprises a portfolio of commercial properties. The fair value of the investment property has been arrived based on valuations recently undertaken by Barclays Bank and Savills. The valuation was made on an open market value basis by reference to market evidence of transaction prices for similar properties and reviewed by the directors who have suitable knowledge of the commercial property market in the area.

4 Trade and other receivables

	2017	2016
	£	£
Amounts falling due within one year:		
Other receivables	346,629	361,368

PRIMARIUS PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

5 Current liabilities

	2017 £	2016 £
Bank loans and overdrafts	1,686,650	1,856,725
Amounts due to group undertakings	560,977	390,015
Other taxation and social security	6,000	-
Other payables	1,293,744	1,294,866
	<u>3,547,371</u>	<u>3,541,606</u>

6 Borrowings

	2017 £	2016 £
Bank loans	<u>1,686,650</u>	<u>1,856,725</u>
Payable within one year	<u>1,686,650</u>	<u>1,856,725</u>

Due to a breach of covenant and in accordance with FRS102 the loan is deemed as wholly due within one year. As at 31 December 2017 the loan is technically repayable on demand, however, since the year end the directors are confident that Barclays will provide a formal loan waiver following its scheduled facility review in for October 2018..

The bank loans are secured by fixed charges over freehold property belonging to the company.

7 Called up share capital

	2017 £	2016 £
Ordinary share capital		
Issued and fully paid		
1 Ordinary share of £1 each	<u>1</u>	<u>1</u>
	<u>1</u>	<u>1</u>

The company has one class of ordinary shares which carry no right to fixed income. Each share carries one voting right each.

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.

The senior statutory auditor was Christopher Mantel.

PRIMARIUS PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

8 Audit report information

(Continued)

The auditor was Alliotts.

9 Financial commitments, guarantees and contingent liabilities

The Company is party to a Composite Accounting Agreement with its bankers which provides cross guarantees for borrowing provided to its fellow group companies and connected companies. At 31 December 2017 the total potential amount outstanding under the guarantee amounted to £2,131,389 (2016: £1,504,353).

10 Related party transactions

Transactions with related parties

The company has taken advantage of the exemption available in Paragraph 33.1A of FRS102 whereby it has not disclosed transactions with other companies that are wholly owned within the Group.

During the year the company entered into the following transactions with related parties:

	Rent receivable		Purchase of goods	
	2017	2016	2017	2016
	£	£	£	£
Connected entities	-	5,333	3,371	-

	Purchase of freehold property	
	2017	2016
	£	£
Other related parties	-	500,000

The following amounts were outstanding at the reporting end date:

	2017	2016
	£	£
Amounts owed to related parties		
Fellow subsidiaries	560,977	390,015
Connected entities	43,986	43,986
Key management personnel	1,223,000	1,223,000

The following amounts were outstanding at the reporting end date:

	2017	2016
	£	£
Amounts owed by related parties		
Connected entities	346,629	350,000

PRIMARIUS PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

11 Parent company

The immediate parent company is Clast Trading Limited, a company registered in Hong Kong with registered address of 12/F, Two Chinachem Plaza, 68 Connaught Road Central, Hong Kong.

No one party has overall control.