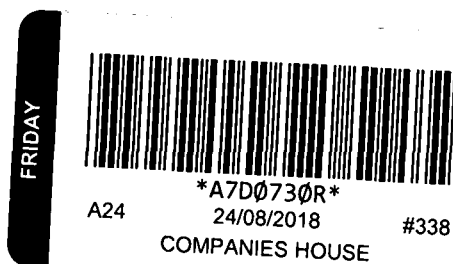


**Soho Estates Developments Limited**

**Annual report and financial  
statements**

**Registered number 07667930**

**31 March 2018**



## **Contents**

|   |   |
|---|---|
| Directors and advisers  | 1 |
| Directors' report   | 2 |
| Statement of directors' responsibilities in respect of the annual report and the financial statements | 3 |
| Independent auditor's report to the members of Soho Estates Developments Limited                      | 4 |
| Profit and loss account and other comprehensive income  | 6 |
| Balance sheet   | 7 |
| Statement of changes in equity  | 8 |
| Notes   | 9 |

## **Directors and advisers**

### **Directors**

Mr J James  
Miss F James  
Mr M Egglenton  
Mrs R Wood  
Mr P Thompson

### **Secretary**

Mrs R Wood

### **Company number**

07667930

### **Registered office**

58 Wardour Street  
London  
UK  
W1D 4JQ

### **Registered auditor**

KPMG LLP  
St Nicholas House  
31 Park Row  
Nottingham  
NG1 6FQ

## **Directors' report**

The directors present their report and financial statements for the year ended 31 March 2018.

### **Principal activities**

The principal activity of the company continued to be that of property investment and development.

### **Results and dividends**

The profit and loss account for the year is set out on page 6.

During the year, a dividend of £100,000 (2017: £584,000) was paid.

It is proposed that the retained result is transferred to the Company's reserves.

### **Directors**

The directors who held office during the year and up to the date of this report:

Mr J James  
Miss F James  
Mr M Egglenton  
Mrs R Wood  
Mr P Thompson

### **Charitable donations**

The Company made no political or charitable donations or incurred any political expenditure during the year.

### **Disclosure of information to the auditor**

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/ herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### **Auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the board



**Mrs R Wood**  
*Director*

13<sup>th</sup> August 2018

## **Statement of directors' responsibilities in respect of the annual report and the financial statements**

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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



## **Independent auditor's report to the members of Soho Estates Developments Limited**

### **Opinion**

We have audited the financial statements of Soho Estates Developments Limited ("the company") for the year ended 31 March 2018 which comprise the profit and loss account and other comprehensive income, the balance sheet, the statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### **Going concern**

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

### **Directors' report**

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006 we are required 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 take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.



## **Independent auditor's report to the members of Soho Estates Developments Limited** *(continued)*

### **Directors' responsibilities**

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

### **The purpose of our audit work and to whom we owe our responsibilities**

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 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 members, as a body, for our audit work, for this report, or for the opinions we have formed.

**Anthony Hambleton** *(Senior Statutory Auditor)*

**for and on behalf of KPMG LLP, Statutory Auditor**  
**Chartered Accountants**

St Nicholas House  
Park Row  
Nottingham NG1 6FQ

Dated: 20 August 2018

**Profit and loss account and other comprehensive income**  
*for the year ended 31 March 2018*


|  | <i>Note</i> | <b>2018</b><br><b>£000</b> | <b>2017</b><br><b>£000</b> |
|--|-------------|----------------------------|----------------------------|
| Administrative expenses                      |             | (51)                       | (96)                       |
| <b>Operating loss</b>                        |             | (51)                       | (96)                       |
| Other interest receivable and similar income | 2           | -                          | 6                          |
| <b>Loss before taxation</b>                  |             | (51)                       | (90)                       |
| Tax on loss                                  | 4           | -                          | -                          |
| <b>Loss for the financial year</b>           |             | (51)                       | (90)                       |
| Other comprehensive income                   |             | -                          | -                          |
| <b>Total comprehensive expense</b>           |             | (51)                       | (90)                       |

The profit and loss account and other comprehensive income has been prepared on the basis that all operations are continuing operations.

**Balance sheet**  
*at 31 March 2018*

|   | 2018  |       | 2017  |
|---|-------|-------|-------|
|   | £000  | £000  | £000  |
| <b>Current assets</b>                                 |       |       |       |
| Debtors   | 100   |       | 151   |
|   | <hr/> |       | <hr/> |
|   | 100   |       | 151   |
| <b>Creditors: amounts falling due within one year</b> | (100) |       | -     |
|   | <hr/> |       | <hr/> |
| <b>Net current assets</b>                             |       | -     | 151   |
|   |       | <hr/> | <hr/> |
| <b>Net assets</b>                                     |       | -     | 151   |
|   |       | <hr/> | <hr/> |
| <b>Capital and reserves</b>                           |       |       |       |
| Called up share capital                               |       | -     | -     |
| Profit and loss account                               |       | -     | 151   |
|   |       | <hr/> | <hr/> |
| <b>Shareholders' funds</b>                            |       | -     | 151   |
|   |       | <hr/> | <hr/> |

These financial statements were approved by the board of directors on 13<sup>th</sup> August 2018 and were signed on its behalf by:



**Mrs R Wood**  
*Director*

Company registered number: 07667930

## Statement of changes in equity

|   | Called up<br>share capital<br>£000 | Profit and<br>loss account<br>£000 | Total equity<br>£000 |
|---|------------------------------------|------------------------------------|----------------------|
| Balance at 1 April 2016                               | -                                  | 825                                | 825                  |
| <b>Total comprehensive expense for the year</b>       |                                    |                                    |                      |
| Loss for the year                                     | -                                  | (90)                               | (90)                 |
| Transactions with owners, recorded directly in equity |                                    |                                    |                      |
| Dividends   | -                                  | (584)                              | (584)                |
|   | <hr/>                              | <hr/>                              | <hr/>                |
| <b>Balance at 31 March 2017</b>                       | <b>-</b>                           | <b>151</b>                         | <b>151</b>           |
|   | <hr/>                              | <hr/>                              | <hr/>                |

|   | Called up<br>share capital<br>£000 | Profit and<br>loss account<br>£000 | Total equity<br>£000 |
|---|------------------------------------|------------------------------------|----------------------|
| Balance at 1 April 2017                               | -                                  | 151                                | 151                  |
| <b>Total comprehensive expense for the year</b>       |                                    |                                    |                      |
| Loss for the year                                     | -                                  | (51)                               | (51)                 |
| Transactions with owners, recorded directly in equity |                                    |                                    |                      |
| Dividends   | -                                  | (100)                              | (100)                |
|   | <hr/>                              | <hr/>                              | <hr/>                |
| <b>Balance at 31 March 2018</b>                       | <b>-</b>                           | <b>-</b>                           | <b>-</b>             |
|   | <hr/>                              | <hr/>                              | <hr/>                |

## **Notes**

*(forming part of the financial statements)*

### **1 Accounting policies**

Soho Estates Developments Limited (the “Company”) is a private company limited by shares and incorporated and domiciled in England. The registered number is 07667930 and the registered address is 58 Wardour Street, London, UK, W1D 4JQ.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (“FRS 102”). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company’s ultimate parent undertaking, Soho Estates Holdings Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Soho Estates Holdings Limited are available to the public and may be obtained from 58 Wardour Street, London, UK, W1D 4JQ. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Soho Estates Holdings Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 10.

#### **1.1. Measurement convention**

The financial statements are prepared on the historical cost basis.

#### **1.2. Going concern**

The directors have a reasonable expectation that the company has adequate resources to continue in operation for the foreseeable future. Hence, the company continues to adopt the going concern basis of accounting in preparing the financial statements.

## **Notes** *(continued)*

### **1 Accounting policies** *(continued)*

#### **1.3. Classification of financial instruments issued by the Company**

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- (b) where the instrument will or may be settled in the entity's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the entity's own equity instruments or is a derivative that will be settled by the entity exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the entity's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

#### **1.4. Basic financial instruments**

##### *Trade and other debtors / creditors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

##### *Interest-bearing borrowings classified as basic financial instruments*

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

#### **1.5. Expenses**

##### *Interest receivable and interest payable*

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

#### **1.6. Taxation**

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. For investment property that is measured at fair value, deferred tax is provided at the rates and allowances applicable to the sale of the property. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

## Notes (continued)

### 2 Other interest receivable and similar income

|                | 2018<br>£000 | 2017<br>£000 |
|----------------|--------------|--------------|
| Other interest | -            | 6            |

### 3 Directors remuneration

All directors are also directors of other group companies and full details of their remuneration from the group are shown in the financial statements of the companies from which they are remunerated. No recharge is made for these services. The directors do not allocate specific time to the Company and therefore it is not possible to make an accurate apportionment of the services received by the Company. Auditor's remuneration is borne by the parent company.

### 4 Taxation

#### Total tax expense recognised in the profit and loss account, other comprehensive income and equity

|   | 2018<br>£000 | 2017<br>£000 |
|---|--------------|--------------|
| <i>Current tax</i>                      |              |              |
| Adjustments in respect of prior periods | -            | -            |
| Total current tax                       | -            | -            |
| Total tax                               | -            | -            |

#### Reconciliation of effective tax rate

|  | 2018<br>£000 | 2017<br>£000 |
|--|--------------|--------------|
| Loss for the year  | (51)         | (90)         |
| Total tax credit   | -            | -            |
| Loss excluding taxation                                  | (51)         | (90)         |
| Tax using the UK corporation tax rate of 19% (2017: 20%) | (10)         | (18)         |
| Expenses not allowable for taxation                      | 10           | 19           |
| Group relief   | -            | (1)          |
| Total tax credit included in profit or loss              | -            | -            |

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

## Notes (continued)

### 5 Debtors

|                                     | 2018<br>£000 | 2017<br>£000 |
|-------------------------------------|--------------|--------------|
| Amounts owed by joint venture party | 100          | 151          |
|                                     | <u>100</u>   | <u>151</u>   |

### 6 Creditors: amounts falling due within one year

|                                   | 2018<br>£000 | 2017<br>£000 |
|-----------------------------------|--------------|--------------|
| Amounts owed to group undertaking | (100)        | -            |
|                                   | <u>(100)</u> | <u>-</u>     |

Amounts owed to group undertakings are repayable on demand.

### 7 Capital and reserves

#### Share capital

|   | 2018<br>£000 | 2017<br>£000 |
|---|--------------|--------------|
| <i>Allotted, called up and fully paid</i> |              |              |
| 2 ordinary shares of £1 each              | -            | -            |
|   | <u>-</u>     | <u>-</u>     |

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

#### *Dividends*

No dividends are proposed at the year end.

### 8 Related parties

#### *Identity of related parties with which the Company has transacted*

As the Company was a wholly owned subsidiary of Soho Estates Limited, who in turn are a wholly owned subsidiary of Soho Estates Holdings Limited at 31 March 2018, the Company has taken advantage of the exemption contained in FRS102.33.1A and has therefore not disclosed transactions or balances with wholly owned entities which form part of the Group headed by Soho Estates Holdings Limited.

As at the balance sheet date the company holds a debit balance relating to a loan of £100,000 (2017: £151,000) with Westlegate Developments Limited, a joint venture company. The interest charge on the loan for the year was £nil (2017: £6,000) and as at 31 March 2018 the interest debtor is £100,000 (2017: £151,000), which is included in the total loan above. An amount of £51,000 (2017: £96,000) was written off and included in administrative expenses during the year.

## **Notes** *(continued)*

### **9 Ultimate parent company and parent company of larger group**

The Company is a subsidiary undertaking of Soho Estates Limited, 58 Wardour Street, London, UK, W1D 4JQ. The ultimate parent company is Soho Estates Holdings Limited, 58 Wardour Street, London, UK, W1D 4JQ. The ultimate controlling party is the Paul Raymond family trusts, 58 Wardour Street, London, UK, W1D 4JQ.

The largest Company in which the results of the Company are consolidated is that headed by Soho Estates Holdings Limited, incorporated in England. The smallest Company in which they are consolidated is that headed by Soho Estates Limited, incorporated in England. The consolidated financial statements of these Companies are available to the public and may be obtained from the address shown in note 1.

### **10 Accounting estimates and judgements**

#### *Key sources of estimation uncertainty*

The directors consider there to be no areas of estimation or uncertainty in the financial statements.

#### *Critical accounting judgements in applying the Company's accounting policies*

The directors consider there are no critical accounting judgements in applying the Company accounting policies.