

**REGISTERED NUMBER: 09816081 (England and Wales)**

**DIRECTORS' REPORT AND  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018  
FOR  
MARLBOROUGH PROPERTY (NBS 169) LIMITED**

**KPMG LLP**  
Statutory Auditor, Chartered Accountants  
St Nicholas House  
Park Row  
Nottingham  
NG1 6FQ

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FOR THE YEAR ENDED 30 JUNE 2018**

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**MARLBOROUGH PROPERTY (NBS 169) LIMITED**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 30 JUNE 2018**

**DIRECTORS:**

Mr W L Adderley  
Mr D L Wright

**REGISTERED OFFICE:**

Two Marlborough Court  
Watermead Business Park  
Syston  
Leicestershire  
LE7 1AD

**REGISTERED NUMBER:**

09816081 (England and Wales)

**INDEPENDENT AUDITORS:**

KPMG LLP  
Statutory Auditor, Chartered Accountants  
St Nicholas House  
Park Row  
Nottingham  
NG1 6FQ

**DIRECTORS' REPORT  
FOR THE YEAR ENDED 30 JUNE 2018**

The directors present their report with the financial statements of the company for the year ended 30 June 2018.

**PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of commercial property investment.

**DIVIDENDS**

No dividends will be distributed for the year ended 30 June 2018.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 July 2017 to the date of this report.

Mr W L Adderley  
Mr D L Wright

**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.

**ON BEHALF OF THE BOARD:**

Mr D L Wright - Director

10 December 2018

**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 30 JUNE 2018**

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 applicable law and Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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; and
- 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 AUDITORS' REPORT TO THE MEMBERS OF MARLBOROUGH PROPERTY (NBS 169) LIMITED**

## **Opinion**

We have audited the financial statements of Marlborough Property (NBS 169) Limited ("the company") for the year ended 30 June 2018, which comprise the profit and loss account, balance sheet, statement of changes in equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

# **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MARLBOROUGH PROPERTY (NBS 169) LIMITED**

## **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 FRC'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.

Ian Borley (Senior Statutory Auditor)  
for and on behalf of KPMG LLP  
Statutory Auditor, Chartered Accountants  
St Nicholas House  
Park Row  
Nottingham  
NG1 6FQ

12 December 2018

**MARLBOROUGH PROPERTY (NBS 169) LIMITED (REGISTERED NUMBER: 09816081)**

**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 30 JUNE 2018**

|                                             | Notes | 30/6/18<br>£   | 30/6/17<br>£       |
|---------------------------------------------|-------|----------------|--------------------|
| <b>TURNOVER</b>                             |       | 1,078,453      | 1,070,539          |
| Cost of sales                               |       | <u>3,399</u>   | <u>4,902</u>       |
| <b>GROSS PROFIT</b>                         |       | 1,075,054      | 1,065,637          |
| Administrative expenses                     |       | <u>266,702</u> | <u>272,939</u>     |
|                                             |       | 808,352        | 792,698            |
| Loss on revaluation of investment property  |       | <u>-</u>       | <u>(3,916,695)</u> |
| <b>OPERATING PROFIT/(LOSS)</b>              |       | 808,352        | (3,123,997)        |
| Interest receivable and similar income      | 4     | <u>318</u>     | <u>604</u>         |
|                                             |       | 808,670        | (3,123,393)        |
| Interest payable and similar expenses       | 5     | <u>539,492</u> | <u>372,476</u>     |
| <b>PROFIT/(LOSS) BEFORE TAXATION</b>        |       | 269,178        | (3,495,869)        |
| Tax on profit/(loss)                        | 6     | <u>26,206</u>  | <u>82,697</u>      |
| <b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b> |       | <u>242,972</u> | <u>(3,578,566)</u> |

The notes form part of these financial statements

**MARLBOROUGH PROPERTY (NBS 169) LIMITED (REGISTERED NUMBER: 09816081)**

**BALANCE SHEET**  
**30 JUNE 2018**

|                                              | Notes | 30/6/18<br>£        | 30/6/17<br>£        |
|----------------------------------------------|-------|---------------------|---------------------|
| <b>FIXED ASSETS</b>                          |       |                     |                     |
| Investment property                          | 8     | 65,000,000          | 65,000,000          |
| <b>CURRENT ASSETS</b>                        |       |                     |                     |
| Cash at bank                                 |       | 261,317             | 67,898              |
| <b>CREDITORS</b>                             |       |                     |                     |
| Amounts falling due within one year          | 9     | <u>(68,734,627)</u> | <u>(68,788,304)</u> |
| <b>NET CURRENT LIABILITIES</b>               |       | <u>(68,473,310)</u> | <u>(68,720,406)</u> |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b> |       | (3,473,310)         | (3,720,406)         |
| <b>PROVISIONS FOR LIABILITIES</b>            | 10    | <u>(8,916)</u>      | <u>(4,792)</u>      |
| <b>NET LIABILITIES</b>                       |       | <u>(3,482,226)</u>  | <u>(3,725,198)</u>  |
| <b>CAPITAL AND RESERVES</b>                  |       |                     |                     |
| Called up share capital                      |       | 100                 | 100                 |
| Retained earnings                            |       | <u>(3,482,326)</u>  | <u>(3,725,298)</u>  |
| <b>SHAREHOLDERS' FUNDS</b>                   |       | <u>(3,482,226)</u>  | <u>(3,725,198)</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 10 December 2018 and were signed on its behalf by:

Mr D L Wright - Director

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 JUNE 2018**

|                                | Called up<br>share<br>capital<br>£ | Retained<br>earnings<br>£ | Total<br>equity<br>£ |
|--------------------------------|------------------------------------|---------------------------|----------------------|
| <b>Balance at 1 July 2016</b>  | 100                                | (146,732)                 | (146,632)            |
| <b>Changes in equity</b>       |                                    |                           |                      |
| Total comprehensive income     | -                                  | (3,578,566)               | (3,578,566)          |
| <b>Balance at 30 June 2017</b> | 100                                | (3,725,298)               | (3,725,198)          |
| <b>Changes in equity</b>       |                                    |                           |                      |
| Total comprehensive income     | -                                  | 242,972                   | 242,972              |
| <b>Balance at 30 June 2018</b> | 100                                | (3,482,326)               | (3,482,226)          |

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2018**

**1. STATUTORY INFORMATION**

Marlborough Property (NBS 169) 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.

The presentation currency of the financial statements is the Pound Sterling (£).

**2. ACCOUNTING POLICIES**

**Basis of preparing the financial statements**

These financial statements were prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014, and with the Companies Act 2006 (as applicable to companies subject to the small companies' regime). The changes to FRS 102 issued in September 2015 effective for periods beginning on or after 1 January 2016 have been adopted and therefore, as a small company the financial statements have been prepared under section 1A the small entities regime of FRS 102.

The financial statements have been prepared on the going concern basis, notwithstanding net current liabilities of £68,473,310 (2017: £68,720,406) and net liabilities of £3,482,226 (2017: £3,725,198) including £68,355,545 owed to Marlborough Property Co Ltd. The directors are of the opinion that the company has adequate resources to continue in operational existence for the foreseeable future. The Directors confirm that the loans due to the parent company will not become repayable until the investment property is sold or other funding becomes available to the company. On this basis they continue to adopt the going concern basis of accounting in preparing the annual financial statements. The parent company has confirmed its intention of not calling back the loan and providing other support as required.

**Financial Reporting Standard 102 - reduced disclosure exemptions**

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

- the requirement of Section 7 Statement of Cash Flows;
- the requirement of Section 33 Related Party Disclosure paragraph 33.7;
- key management personnel compensation;

**Significant judgements and estimates**

The Directors are continually evaluating estimates and judgements based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results.

The Directors consider that the only critical accounting judgements in applying the Company's accounting policies is the valuation of the investment property.

**Turnover**

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 30 JUNE 2018**

**2. ACCOUNTING POLICIES - continued**

**Investment property**

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are recognised initially at cost.

Subsequent to initial recognition

- i. investment properties whose fair value can be measured reliably without undue cost or effort are held at fair value. Any gains or losses arising from changes in the fair value are recognised in profit or loss in the period that they arise; and
- ii. no depreciation is provided in respect of investment properties applying the fair value model.

If a reliable measure is not available without undue cost or effort for an item of investment property, this item is thereafter accounted for as tangible fixed assets in accordance with section 17 until a reliable measure of fair value becomes available.

Revaluation gains and losses are recognised in the income statement.

**Financial instruments**

Basic financial instruments are recognised at amortised cost, except for investments in non-convertible preference and non-puttable ordinary shares which are measured at fair value, with changes recognised in profit or loss. Derivative financial instruments are initially recorded at cost and thereafter at fair value with changes recognised in profit or loss.

**Taxation**

Taxation 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 in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

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.

**3. EMPLOYEES AND DIRECTORS**

The average number of employees during the year was NIL (2017 - NIL).

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 30 JUNE 2018**

**4. INTEREST RECEIVABLE AND SIMILAR INCOME**

|                        | 30/6/18    | 30/6/17    |
|------------------------|------------|------------|
|                        | £          | £          |
| Bank interest received | <u>318</u> | <u>604</u> |

**5. INTEREST PAYABLE AND SIMILAR EXPENSES**

|                    | 30/6/18        | 30/6/17        |
|--------------------|----------------|----------------|
|                    | £              | £              |
| Bank loan interest | 510,019        | 350,371        |
| Refinancing costs  | <u>29,473</u>  | <u>22,105</u>  |
|                    | <u>539,492</u> | <u>372,476</u> |

**6. TAXATION**

**Analysis of the tax charge**

The tax charge on the profit for the year was as follows:

|                      | 30/6/18       | 30/6/17       |
|----------------------|---------------|---------------|
|                      | £             | £             |
| Current tax:         |               |               |
| UK corporation tax   | 22,082        | 77,905        |
| Deferred tax         | <u>4,124</u>  | <u>4,792</u>  |
| Tax on profit/(loss) | <u>26,206</u> | <u>82,697</u> |

UK corporation tax has been charged at 19% (2017 - 19.75%).

Reductions in the UK corporation tax rate to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2016. The additional rate reduction in the UK tax rate to 17% (effective from 1 April 2020) was announced in the Budget on 16 March 2017 and substantively enacted on 26 September 2016. This will reduce the company's future tax charge accordingly.

**7. AUDITORS' REMUNERATION**

Auditor's remuneration has been recognised by the company's parent and sole shareholder Marlborough Property Co Limited. The costs recognised were for Marlborough Property Co Limited and its subsidiaries at the time.

NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 30 JUNE 2018

8. INVESTMENT PROPERTY

|                       | Total<br>£        |
|-----------------------|-------------------|
| <b>FAIR VALUE</b>     |                   |
| At 1 July 2017        |                   |
| and 30 June 2018      | <u>65,000,000</u> |
| <b>NET BOOK VALUE</b> |                   |
| At 30 June 2018       | <u>65,000,000</u> |
| At 30 June 2017       | <u>65,000,000</u> |

Fair value at 30 June 2018 is represented by:

|                     | £                  |
|---------------------|--------------------|
| Cost                | 68,916,695         |
| Revaluation in 2017 | <u>(3,916,695)</u> |
|                     | <u>65,000,000</u>  |

If the investment property had not been revalued it would have been included at the following historical cost:

|      | 30/06/18<br>£     | 30/06/17<br>£     |
|------|-------------------|-------------------|
| Cost | <u>68,916,695</u> | <u>68,916,695</u> |

The investment property was valued on a freehold market value basis on 15 September 2016 by an independent firm of chartered surveyors.

The Directors have reviewed the fair value of the property as at 30 June 2018, and consider that the valuation referred to above reflects the fair value of the property as at 30 June 2018 for the purpose of these accounts.

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

|                                    | 30/6/18<br>£      | 30/6/17<br>£      |
|------------------------------------|-------------------|-------------------|
| Amounts owed to group undertakings | 68,355,545        | 68,370,000        |
| Corporation tax                    | 46,534            | 77,905            |
| VAT                                | 56,630            | 54,080            |
| Other creditors                    | -                 | 24,455            |
| Accruals and deferred income       | <u>275,918</u>    | <u>261,864</u>    |
|                                    | <u>68,734,627</u> | <u>68,788,304</u> |

The company has loans from its parent, Marlborough Property Co Limited which are repayable on demand.

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 30 JUNE 2018**

**10. PROVISIONS FOR LIABILITIES**

|                                        | 30/6/18      | 30/6/17      |
|----------------------------------------|--------------|--------------|
|                                        | £            | £            |
| Deferred tax                           |              |              |
| Accelerated capital allowances         | <u>8,916</u> | <u>4,792</u> |
|                                        |              | Deferred tax |
|                                        |              | £            |
| Balance at 1 July 2017                 |              | 4,792        |
| Charge to Income Statement during year |              | <u>4,124</u> |
| Balance at 30 June 2018                |              | <u>8,916</u> |

**11. RELATED PARTY DISCLOSURES**

The immediate parent company is Marlborough Property Co Ltd, a company incorporated in England and Wales with registered address of Two Marlborough Court, Watermead Business Park, Syston, Leicestershire LE7 1AD.

The ultimate parent undertaking is WA Capital Ltd, a company incorporated in England and Wales with registered address of Two Marlborough Court, Watermead Business Park, Syston, Leicestershire LE7 1AD.

The smallest and largest group in which the results of the Company are consolidated, is that headed by Marlborough Property Co Ltd. The consolidated financial statements of Marlborough Property Co Ltd are available from its registered office, Two Marlborough Court, Watermead Business Park, Syston, Leicestershire LE7 1AD.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.