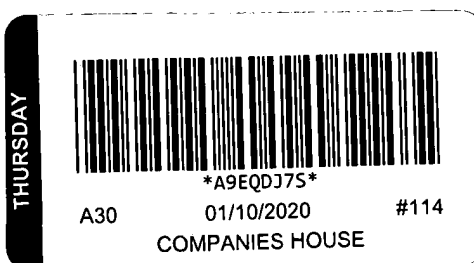


Company Registration No. 11572717 (England and Wales)

GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR TO 31 MARCH 2020



GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

COMPANY INFORMATION

Directors

E Azouz
S S Conway
J Morgan
R O'Connor
D O'Sullivan

Secretary

A W Porter

Company number

11572717

Registered office

3rd Floor
Sterling House
Langston Road
Loughton
Essex
IG10 3TS

Auditor

BDO LLP
55 Baker Street
London
United Kingdom
W1U 7EU

GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

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GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2020

The directors present their annual report and financial statements for the year ended 31 March 2020.

Principal activities

The principal activity of the company is that of property development. The company commenced trading on 2 July 2019.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

E Azouz
S S Conway
J Morgan
R O'Connor
D O'Sullivan
S Low

(Resigned 5 May 2020)

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditor

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditor for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP, who were appointed as the company's first auditors in the year, have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

Going concern

The effects of the COVID-19 pandemic on the company were quite limited in the year under review. The lockdown was imposed by the government with only one week of the financial year remaining. Since the year end, there has been an immaterial impact to the business and as such the directors are confident that with continued support of Galliard Group Limited, any long term effects of the pandemic will be minimal. The directors are satisfied that the current crisis will not have a materially adverse effect on the ability of the company to trade as a going concern for the foreseeable future.

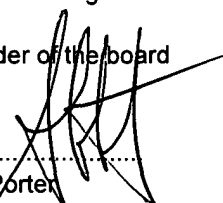
GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2020

This report has been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

By order of the board


.....
A W Porter

Secretary

Date: 28/9/20

GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

Opinion

We have audited the financial statements of GHL (Nine Elms) Limited (Formerly GDL (Nine Elms) Limited) (the 'company') for the year ended 31 March 2020 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other matters

The comparative figures for the period ended 31 March 2019 were unaudited.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

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 in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.

GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

^{BDO LLP}
Christopher Young (Senior Statutory Auditor)
For and on behalf of BDO LLP
Statutory Auditor

29 September 2020

.....
55 Baker Street
London
United Kingdom
W1U 7EU

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

GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2020

		31 March 2020	Period from 17 September 2018 to 31 March 2019
	Notes	£	£
Revenue		22,200,000	-
Cost of sales		(24,366,174)	-
Gross (loss)/profit		(2,166,174)	-
Administrative expenses		(9,775)	-
Operating loss	2	(2,175,949)	-
Investment income		4,152	-
Finance costs		(67,107)	-
Loss before taxation		(2,238,904)	-
Tax on loss		-	-
Loss for the financial year and total comprehensive income		(2,238,904)	-

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

The notes on pages 9 to 11 form part of these financial statements.

GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2020

		2020		unaudited 2019 as restated	
	Notes	£	£	£	£
Current assets					
Trade and other receivables	3	6,983,332		100	
Cash and cash equivalents		3,707		-	
		<u>6,987,039</u>		<u>100</u>	
Current liabilities	4	(5,267,700)		-	
Net current assets			<u>1,719,339</u>		<u>100</u>
Equity					
Called up share capital	5	3,958,243		100	
Retained earnings		(2,238,904)		-	
Total equity			<u>1,719,339</u>		<u>100</u>

These financial statements have been prepared 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 28/9/20 and are signed on its behalf by:

.....
S S Conway
Director

Company Registration No. 11572717

The notes on pages 9 to 11 form part of these financial statements.

GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

	Notes	Share capital £	Retained earnings £	Total £
As restated for the period ended 31 March 2019:				
Balance at 17 September 2018		-	-	-
As restated		-	-	-
Period ended 31 March 2019:				
Profit and total comprehensive income for the period		-	-	-
Issue of share capital	5	100	-	100
Balance at 31 March 2019		100	-	100
Year ended 31 March 2020:				
Loss and total comprehensive income for the year		-	(2,238,904)	(2,238,904)
Issue of share capital	5	3,958,143	-	3,958,143
Balance at 31 March 2020		3,958,243	(2,238,904)	1,719,339

The notes on pages 9 to 11 form part of these financial statements.

GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR TO 31 MARCH 2020

1 Accounting policies

Company information

GHL (Nine Elms) Limited (Formerly GDL (Nine Elms) Limited) is a private company limited by shares incorporated in England and Wales. The registered office is 3rd Floor, Sterling House, Langston Road, Loughton, Essex, IG10 3TS.

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. The principal accounting policies adopted are set out below.

The company has taken advantage of s400 of the Companies Act not to produce group financial statements, as it is included in the consolidated financial statements of Galliard Group Limited, a company registered in England and Wales.

1.2 Going concern

The effects of the COVID-19 pandemic on the company were quite limited in the year under review. The lockdown was imposed by the government with only one week of the financial year remaining. Since the year end, there has been an immaterial impact to the business and as such the directors are confident that with continued support of Galliard Group Limited, any long term effects of the pandemic will be minimal. The directors are satisfied that the current crisis will not have a materially adverse effect on the ability of the company to trade as a going concern for the foreseeable future.

1.3 Revenue

Revenue is recognised at the fair value of the consideration received or receivable following legal completion of developed units, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

1.4 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.

1.5 Financial instruments

Financial assets, other than investments, are initially measured at transaction price and subsequently held at cost, less any impairment.

Financial liabilities are measured initially at transaction price and subsequently at amortised cost.

Financial liabilities and equity are classified according to the substance of the instrument's contractual obligation, rather than its legal form.

Finance costs are charged to profit and loss over the term of the debt using the effective interest rate method so that the amount charged is at a constant rate on the carrying amount.

GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR TO 31 MARCH 2020

2 Operating loss

	2020	2019
	£	£
Operating loss for the year/period is stated after charging:		
Fees payable to the company's auditor for the audit of the company's financial statements	9,000	-

3 Trade and other receivables

	2020	2019 as restated
	£	£
Amounts falling due within one year:		
Trade receivables	3,456,670	-
Amounts due from shareholders	3,145,632	-
Other receivables	381,030	100
	<u>6,983,332</u>	<u>100</u>

4 Current liabilities

	2020	2019
	£	£
Trade payables	1,694,212	-
Amount due to shareholders	2,999,302	-
Amounts due to joint developers	111,545	-
Other taxation and social security	460,141	-
Other payables	2,500	-
	<u>5,267,700</u>	<u>-</u>

There are no amounts included under current liabilities which are payable or repayable other than by instalments and fall due for payment or repayment after the end of the period of five years beginning with the day next following reporting date.

5 Called up share capital

	2020	2019 as restated
	£	£
Ordinary share capital		
Issued and fully paid		
100 Ordinary Shares of £1 each		100
2,018,704 Ordinary A Shares of £1 each	2,018,704	-
791,649 Ordinary B Shares of £1 each	791,649	-
752,066 Ordinary C Shares of £1 each	752,066	-
395,824 Ordinary D Shares of £1 each	395,824	-
	<u>3,958,243</u>	<u>100</u>

GHL (NINE ELMS) LIMITED (FORMERLY GDL (NINE ELMS) LIMITED)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR TO 31 MARCH 2020

5 Called up share capital

(Continued)

On 9 July 2019, 100 ordinary shares were reassigned as A shares.

On 9 July 2019 the following share issue took place, 2,018,604 ordinary A shares at par, 791,649 ordinary B shares at par, 752,066 ordinary C shares at par and 395,824 ordinary D shares at par.

All shares rank pari passu in all respects.

6 Parent company

The immediate parent company is Galliard Holdings Limited, a company registered in England and Wales, and the ultimate holding company is Galliard Group Limited, a company registered in England and Wales.

Galliard Group Limited prepares group financial statements and copies can be obtained from 3rd floor Sterling House, Langston Road, Loughton, Essex, IG10 3TS.

In the opinion of the directors, Stephen Conway is the controlling party.

7 Prior period adjustment

During the year, the directors identified that amounts due within one year and share capital in the period ended 31 March 2019 were overstated as a result of the company recognising amounts for share capital that were not issued until July 2019 in the 31 March 2019 financial statements. In light of the significant amount involved the directors have corrected this fundamental misunderstanding and accordingly the prior year financial statements have been restated, the effect of which is as follows;

Changes to the statement of financial position

	At 31 March 2019		
	As previously reported	Adjustment	As restated
	£	£	£
Current assets			
Debtors due within one year	3,958,243	(3,958,143)	100
	<u> </u>	<u> </u>	<u> </u>
Capital and reserves			
Share capital	3,958,243	(3,958,143)	100
	<u> </u>	<u> </u>	<u> </u>
Reconciliation of changes in equity			
		17 September	31 March
		2018	2019
	Notes	£	£
Equity as previously reported		-	3,958,243
Adjustments to prior year			
Ordinary shares		-	(3,958,143)
		<u> </u>	<u> </u>
Equity as adjusted		-	100
		<u> </u>	<u> </u>