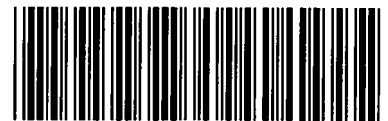


Company Registration No. 11572717 (England and Wales)

GHL (NINE ELMS) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

WEDNESDAY



ABAM2NQ8

A4

17/08/2022

#237

COMPANIES HOUSE

GHL (NINE ELMS) LIMITED

COMPANY INFORMATION

Directors	E Azouz S S Conway R O'Connor D J Hirschfield	(Appointed 14 February 2022)
------------------	--	------------------------------

Secretary	A W Porter
------------------	------------

Company number	11572717
-----------------------	----------

Registered office	3rd Floor Sterling House Langston Road Loughton Essex IG10 3TS
--------------------------	---

Auditor	Xeinadin Audit Limited 8th Floor Becket House 36 Old Jewry London EC2R 8DD
----------------	--

GHL (NINE ELMS) LIMITED

CONTENTS

	Page
Directors' report	1 - 2
Independent auditor's report	3 - 5
Statement of comprehensive income	6
Statement of financial position	7
Statement of changes in equity	8
Notes to the financial statements	9 - 12

GHL (NINE ELMS) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2022

The directors present their annual report and financial statements for the year ended 31 March 2022.

Principal activities

The principal activity of the company is that of property development.

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

(Resigned 31 May 2022)

R O'Connor

D O'Sullivan

(Resigned 14 March 2022)

D J Hirschfield

(Appointed 14 February 2022)

Auditor

During the year BDO LLP resigned as auditors of the company and Xeinadin Audit Limited were appointed as their successors. In accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

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.

Going concern

The directors have assessed the company's cashflow forecasts and they are satisfied that there is sufficient available cash for at least the next twelve months to meet the operating needs of the company.

GHL (NINE ELMS) LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

Small companies exemption

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

On behalf of the board

A handwritten signature in black ink, appearing to read 'S S Conway', is written over a horizontal line.

S S Conway
Director

11 August 2022

GHL (NINE ELMS) LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GHL (NINE ELMS) LIMITED

Opinion

We have audited the financial statements of GHL (Nine Elms) Limited (the 'company') for the year ended 31 March 2022 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 significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 2022 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.

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report and financial statements 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF GHL (NINE ELMS) LIMITED

Other Companies Act 2006 reporting

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 in relation to which 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' exemptions 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.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

GHL (NINE ELMS) LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF GHL (NINE ELMS) LIMITED

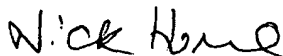
- We gained an understanding using our general commercial and sector experience and through discussion with the Directors and other senior management of the legal and regulatory framework applicable to the Company and the industry in which it operates, and considered the risk of acts by the Company that were contrary to applicable laws and regulations, including fraud;
- We obtained a sufficient understanding and knowledge of the internal control environment, including systems in place for the detection and prevention of fraud;
- We enquired of management and the Directors as to their identification of any non-compliance with laws or regulations, or any actual or potential claims;
- We performed our own checks of compliance with relevant areas identified which included financial reporting legislation (including related companies legislation), distributable profits legislation, taxation legislation, health & safety and anti-money laundering;
- We communicated identified laws and regulations and potential fraud risks throughout our team and remained alert to any indications of non-compliance or fraud throughout the audit;
- We agreed the financial statement disclosures to underlying supporting documentation to assess compliance with those laws and regulations having an impact on the financial statements
- We challenged assumptions and judgements made by management in their significant accounting estimates, in particular in relation to cost forecasting and margin estimation.
- In relation to the risk of management override of internal controls, we undertook procedures to review journal entries processed during and subsequent to the year end and evaluated whether there was a risk of material misstatement due to fraud;

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://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.



Nicholas Mark Hume (Senior Statutory Auditor)
For and on behalf of Xeinadin Audit Limited, Statutory Auditor

15/8/22
Becket House
36 Old Jewry
London
EC2R 8DD

Xeinadin Audit Limited is a limited liability company registered in England and Wales (with registered number 11364541).

GHL (NINE ELMS) LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2022

	Notes	2022 £	2021 £
Cost of sales		-	(391,437)
Administrative expenses		(36)	(70)
Operating loss		<u>(36)</u>	<u>(391,507)</u>
Investment income	3	8,000,137	131
Profit/(loss) before taxation		<u>8,000,101</u>	<u>(391,376)</u>
Tax on profit/(loss)		-	-
Profit/(loss) for the financial year and total comprehensive income		<u><u>8,000,101</u></u>	<u><u>(391,376)</u></u>

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

The notes on pages 9 to 12 form part of these financial statements.

GHL (NINE ELMS) LIMITED

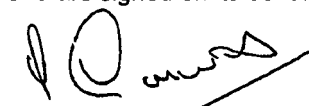
STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2022

		2022		2021	
	Notes	£	£	£	£
Non-current assets					
Investments	4		1		1
Current assets					
Trade and other receivables	6	794,103		794,667	
Cash and cash equivalents		8,646,425		1,064,197	
		9,440,528		1,858,864	
Current liabilities	7	(112,465)		(530,902)	
Net current assets			9,328,063		1,327,962
Total assets less current liabilities			9,328,064		1,327,963
Equity					
Called up share capital	8		100		3,958,243
Other reserves			3,958,143		-
Retained earnings			5,369,821		(2,630,280)
Total equity			9,328,064		1,327,963

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 11 August 2022 and are signed on its behalf by:



S S Conway
Director

Company Registration No. 11572717

The notes on pages 9 to 12 form part of these financial statements.

GHL (NINE ELMS) LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

	Notes	Share capital £	Other reserves £	Retained earnings £	Total £
Balance at 1 April 2020		3,958,243	-	(2,238,904)	1,719,339
Year ended 31 March 2021:					
Loss and total comprehensive income for the year		-	-	(391,376)	(391,376)
Balance at 31 March 2021		3,958,243	-	(2,630,280)	1,327,963
Year ended 31 March 2022:					
Profit and total comprehensive income for the year		-	-	8,000,101	8,000,101
Reduction of shares	8	(3,958,143)	-	-	(3,958,143)
Other movements		-	3,958,143	-	3,958,143
Balance at 31 March 2022		100	3,958,143	5,369,821	9,328,064

The notes on pages 9 to 12 form part of these financial statements.

GHL (NINE ELMS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR TO 31 MARCH 2022

1 Accounting policies

Company information

GHL (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

In their assessment of going concern, the directors have prepared forecasts for a period of at least 12 months from the date of approval of the financial statements.

The directors are satisfied that there is sufficient available cash for at least the next twelve months to meet the operating needs of the company. Amounts of £111,545 is due to its joint venture partners, however these will not be called in within the next twelve months. Accordingly the directors consider it appropriate for the financial statements to be prepared on a going concern basis and that there is no material uncertainty in reaching this conclusion.

1.3 Non-current investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

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.

GHL (NINE ELMS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR TO 31 MARCH 2022

1 Accounting policies

(Continued)

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.

1.6 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2022 Number	2021 Number
Total	-	-

3 Investment income

	2022 £	2021 £
--	-----------	-----------

Investment income includes the following:

Income from shares in group undertakings	8,000,000	-
--	-----------	---

4 Fixed asset investments

	2022 £	2021 £
Shares in group undertakings and participating interests	1	1

GHL (NINE ELMS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR TO 31 MARCH 2022

5 Subsidiaries

These financial statements are separate company financial statements for 31 March 2022.

Details of the company's subsidiaries at 31 March 2022 are as follows:

Name of undertaking	Address	Class of shares held	% Held Direct
GHL (Nine Elms) Development Limited	England	Ordinary Share	100.00

Registered office addresses (all UK unless otherwise indicated):

1 Sterling House, Langston Road, Loughton, IG10 3TS

6 Trade and other receivables

	2022 £	2021 £
Amounts falling due within one year:		
Corporation tax recoverable	-	794,667
Amounts owed by group undertakings	794,103	-
	<u>794,103</u>	<u>794,667</u>

7 Current liabilities

	2022 £	2021 £
Trade payables	-	675
Amounts due to group undertakings	-	2,999,302
Amounts due to joint developers	111,545	111,545
Other taxation and social security	920	418,657
	<u>112,465</u>	<u>3,530,179</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.

GHL (NINE ELMS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR TO 31 MARCH 2022

8 Called up share capital

	2022	2021	2022	2021
	Number	Number	£	£
Ordinary share capital				
Issued and fully paid				
Ordinary A shares of £1 each	51	2,018,704	51	2,018,704
Ordinary B shares of £1 each	20	791,649	20	791,649
Ordinary C shares of £1 each	19	752,066	19	752,066
Ordinary D shares of £1 each	10	395,824	10	395,824
	<u>100</u>	<u>3,958,243</u>	<u>100</u>	<u>3,958,243</u>

All shares rank pari passu in all respects.

On 17 March 2022, the company reduced its share capital from 3,958,243 to 100 ordinary shares.

9 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, the controlling party is Stephen Conway, a director and holds more than 50% of voting rights.