

Registered no 1764574

# **SWP PROPERTY HOLDINGS LIMITED**

(FORMERLY SWP HOLDINGS LIMITED)

## **Directors' Report and Financial Statements**

for the year ended 30 June 2012



## **Directors' Report and Financial Statements**

**for the year ended 30 June 2012**

	<b>Page</b>
Directors' report	2
Statement of directors' responsibilities in respect of the Directors' Report and the Financial Statements	3
Independent auditor's report	4-5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8-13

## **SWP PROPERTY HOLDINGS LIMITED**

### **Directors' Report for the year ended 30 June 2012**

The directors present their report and the audited financial statements of SWP Property Holdings Limited for the year ended 30 June 2012

#### **Principal activities**

SWP Property Holdings Limited is a property investment company

#### **Review of business and future developments**

The profit and loss for the year is set out on page 6 The Directors do not recommend the payment of a dividend (2011 nil)

#### **Directors and their interests**

The directors of the company at 30 June 2012, and those who served during the year are listed below

J A F Walker  
C A Stott  
D J Pett

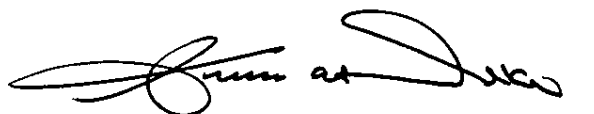
The directors had no interest in the shares of the company at the beginning or end of the financial year

#### **Disclosure of information to auditors**

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 auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

The directors' report has been prepared taking advantage of the exemptions available to small companies under the Companies Act 2006

#### **By order of the Board**



J A F Walker  
Director  
14<sup>th</sup> March 2013

Registered no 1764574

#### **Registered Office:**

Bedford House  
1 Regal Lane  
Soham, Ely  
Cambridgeshire CB7 5BA

## **SWP PROPERTY HOLDINGS LIMITED**

### **Statement of directors' responsibilities in respect of the directors' 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).

The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss for that period.

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have a 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.

## **SWP PROPERTY HOLDINGS LIMITED**

### **Independent Auditor's Report to the Members of SWP Property Holdings Limited**

We have audited the financial statements of SWP Property Holdings Limited for the year ended 30 June 2012 set out pages 6 to 13

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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

#### **Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Director's Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

#### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements

In addition we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

#### **Opinion on financial statements**

In our opinion, the financial statements

- . give a true and fair view of the state of the company's affairs as at 30 June 2012 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

## **SWP PROPERTY HOLDINGS LIMITED**

### **Independent Auditor's Report to the Members of SWP Property Holdings Limited (continued)**

#### **Opinion of other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

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

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 to our audit



**Matthew Stallabrass**  
Senior Statutory Auditor

For and on behalf of  
**Crowe Clark Whitehill LLP**  
Statutory Auditor and Chartered Accountants, London  
Date

18 March 2013

## SWP PROPERTY HOLDINGS LIMITED

### Profit and loss account for the year ended 30 June 2012

	Notes	2012 £'000	2011 £'000
Turnover		72	72
Administrative expenses		<u>(9)</u>	<u>(36)</u>
Operating profit	3	63	36
Interest payable	4	<u>(15)</u>	<u>(7)</u>
<b>Profit on ordinary activities before taxation</b>		<b>48</b>	<b>29</b>
Tax on profit on ordinary activities	5	<u>(13)</u>	<u>(8)</u>
<b>Profit for the financial year after taxation</b>	11	<b><u>35</u></b>	<b><u>21</u></b>

The company has no recognised gains or losses other than those included in the above profit and loss account and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year as stated above, and their historical cost equivalents

Movements in reserves are shown in note 11

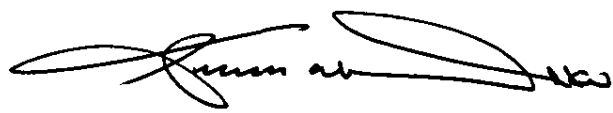
The above results relate to continuing operations

# SWP PROPERTY HOLDINGS LIMITED

## Balance sheet at 30 June 2012

	Note	2012 £'000	2011 £'000
<b>Fixed Assets</b>			
Tangible Fixed Assets	6	772	781
<b>Current Assets</b>			
Debtors	7	72	75
Cash at bank		337	397
<b>Current Liabilities</b>			
Creditors falling due within one year	8	(1,603)	(1,665)
<b>Net Current Liabilities</b>		(1,194)	(1,193)
Creditors falling due after more than one year	9	(349)	(394)
<b>Net Liabilities</b>		(771)	(806)
<b>Capital and Reserves</b>			
Called up share capital	10	550	550
Profit and loss account	11	(1,321)	(1,356)
<b>Equity Shareholders' Deficit</b>		(771)	(806)

These financial statements were approved and authorised for issue by the Board of Directors on 14<sup>th</sup> March 2013 and signed on its behalf by



J A F Walker  
Director



## **SWP PROPERTY HOLDINGS LIMITED**

### **Notes to the financial statements for the year ended 30 June 2012**

#### **1. Accounting policies**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements, except as noted below

#### **2. Basis of preparation**

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention rules.

The accounts have also been prepared on a going concern basis which assumes that the company will continue in operational existence for the foreseeable future since the directors have received a commitment of ongoing financial support for at least the next 12 months from SWP Group Plc, the immediate parent company

#### **Turnover**

Turnover is the total amount receivable by the Company in the ordinary course of business with outside customers for goods supplied or for services provided net of VAT and trade discounts. Turnover wholly represents rental income receivable from a fellow group undertaking under an operating lease

#### **Tangible fixed assets**

Land and buildings are carried at cost less depreciation. Land is not depreciated. Freehold buildings are depreciated at a rate of 2% per annum

#### **Taxation**

The charge for taxation is based on the loss for the period and takes into account deferred taxation. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

The company recognises a deferred tax asset in respect of past trading losses to the effect that the directors believe future taxable profits will arise

## SWP PROPERTY HOLDINGS LIMITED

### Notes to the financial statements for the year ended 30 June 2012 (Cont )

#### Leases

Costs in respect of operating leases are charged on a straight line basis over the lease term. Leasing agreements which transfer to the company substantially all the benefits of an asset are treated as if the asset had been purchased outright. The assets are included in fixed assets and the capital element of the leasing commitments is shown as obligation under finance leases. The lease rentals are treated as consisting of capital and interest elements. The capital element is applied to reduce the outstanding obligations and the interest element is charged against profit so as to give a constant periodic amount of charge on the remaining balance outstanding at each accounting period. Assets held under finance leases are depreciated over the useful lives of equivalent owned assets.

#### Cashflow statement

Under Financial Reporting Standard 1 the company is exempt from the requirements to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

#### Related parties

As the company is a wholly owned subsidiary the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of SWP Group PLC within which this company is included can be obtained from the address given in note 14.

### 3. Operating Profit

	2012 £000's	2011 £000's
This is stated after charging		
Depreciation of tangible fixed assets		
- owned assets	9	9
Auditors' remuneration		
- Audit of these financial statements	1	1
	<hr/>	<hr/>

## SWP PROPERTY HOLDINGS LIMITED

### Notes to the financial statements for the year ended 30 June 2012 (Cont )

#### 4. Interest Payable and Similar Charges

	2012 £000's	2011 £000's
On bank loans and overdrafts	15	7
	<hr/>	<hr/>

#### 5. Taxation

Analysis of charge in year

	2012 £	2011 £
Taxation	13	8
	<hr/>	<hr/>

The current tax charge for the year is lower than the standard rate of corporation tax in the UK of 25.5% (2011 27.50%) The difference is explained below

	2012 £000's	2011 £000's
Profit on ordinary activities before taxation	48	29
	<hr/>	<hr/>
Current tax at 25.5% (2011 27.50%)	12	8
Effects of		
Capital allowances in excess of depreciation	3	2
Marginal relief	(2)	(2)
	<hr/>	<hr/>
Total current tax charge	13	8
	<hr/>	<hr/>

There is a potential deferred tax asset of £289,789 (2011 £ 313,938) relating to capital losses that has not been recognised in these financial statements on that basis that the directors are of the opinion that the asset is unlikely to crystallise

# SWP PROPERTY HOLDINGS LIMITED

## Notes to the financial statements for the year ended 30 June 2012 (Cont )

### 6. Tangible Fixed Assets

	Land and Buildings £'000	Total £'000
Cost		
At 1st July 2011	790	790
Additions	-	-
At 30 June 2012	<b>790</b>	<b>790</b>
Depreciation		
At 1st July 2011	9	9
Charge for year	9	
At 30 June 2012	<b>18</b>	<b>18</b>
Net Book Value		
At 30 June 2012	<b>772</b>	<b>772</b>
At 30 June 2011	781	781

### 7. Debtors: amounts falling due within one year

	2012 £'000	2011 £'000
Amounts owed by group undertakings	72	72
Other debtors	-	3
	<b>72</b>	<b>75</b>

# SWP PROPERTY HOLDINGS LIMITED

## Notes to the financial statements for the year ended 30 June 2012 (Cont )

### 8. Creditors: amounts falling due within one year

	2012 £'000	2011 £'000
Bank loans and overdrafts	45	45
Amounts owed to group undertakings	1,527	1,608
Accruals	10	4
Corporation Tax	21	8
	<u>1,603</u>	<u>1,665</u>

### 9. Creditors: amounts falling due more than one year

	2012 £'000	2011 £'000
Bank loans and overdrafts	349	394
	<u>349</u>	<u>394</u>

The loan is secured by a fixed charge over the land and buildings and is repayable by eleven quarterly instalments of £11,250 and a single final repayment of £326,250 on 12 January 2014

### 10. Called up share capital

	2012 £'000	2011 £'000
<b>Authorised</b>		
500,000 ordinary shares of £1 each	500	500
400,000 preference shares of £1 each	400	400
50,000 preferred ordinary shares of £1 each	50	50
	<u>950</u>	<u>950</u>
<b>Allotted, called up and fully paid</b>		
500,000 ordinary shares of £1 each	500	500
50,000 preferred ordinary shares of £1 each non equity	50	50
	<u>550</u>	<u>550</u>

The preferred ordinary shares are entitled to a 10% fixed rate dividend and 7.5% of profits for the year exceeding £300,000 (2011. £300,000) The shareholders are entitled to a vote at general meetings and rank in preference to ordinary shares as regards rights to capital on winding up

The preferred ordinary dividend in respect of the year ended 30 June 2012 has been waived by SWP Group PLC

## **SWP PROPERTY HOLDINGS LIMITED**

### **Notes to the financial statements for the year ended 30 June 2012 (Cont )**

#### **11. Profit and loss account**

	£'000
At beginning of year	(1,356)
Retained profit for the year	35
At the end of year	<u>(1,321)</u>

#### **12. Reconciliation of movement in shareholders funds**

	2012 £'000	2011 £'000
Profit for the financial year	35	21
Balance at 30 June 2011	<u>(806)</u>	<u>(827)</u>
Balance at 30 June 2012	<u>(771)</u>	<u>(806)</u>

#### **13. Contingent Liabilities**

The Company has guaranteed the bank borrowings of certain of its fellow group undertakings

#### **14. Ultimate parent undertaking**

The parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member is SWP Group PLC which is registered in England and Wales

The results of the company are included in the group financial statements of SWP Group PLC, the ultimate parent undertaking. The directors consider SWP Group PLC to be the ultimate controlling party

The financial statements of the ultimate parent company are available from The Secretary, SWP Group PLC, Bedford House, 1 Regal Lane, Soham, Ely, Cambridgeshire, CB7 5BA