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Berkley Estates London Limited  
Annual report  
for the period ended 31 May 1997

Registered no: 2670273



# **Berkley Estates London Limited**

## **Annual report for the period ended 31 May 1997**

Registered no: 2670273

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## **Directors and advisers**

### **Directors**

E Zakay  
S Zakay

### **Secretary**

C Moharm

### **Registered office**

Acre House  
11 - 15 William Road  
London  
NW1 3ER

### **Registered Auditor**

H.W. Fisher & Company  
Acre House  
11 - 15 William Road  
London  
NW1 3ER

### **Bankers**

Barclays Bank Plc  
Piccadilly Business Centre  
160 Piccadilly  
London  
W1A 2AB

**Directors' report  
for the period ended 31 May 1997**

The directors present their report and the audited financial statements for the fourteen month period ended 31 May 1997.

**Principal activity**

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

**Review of business**

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

Both the level of business and the period end financial position were satisfactory, and the directors expect that the present level of activity will be sustained for the foreseeable future.

**Dividends**

The directors do not recommend payment of a dividend for the period.

**Directors' interests in shares of the company**

The directors who served throughout the period and their beneficial interests in the ordinary share capital of the company were as follows:-

	Ordinary shares of £1 each	
	31 May 1997	1 April 1996
	Number	Number
E Zakay	-	-
S Zakay	-	-

The directors had no beneficial interest in the shares of the ultimate parent company.

**Directors' report  
for the period ended 31 May 1997**

**Auditors**

A resolution to reappoint the auditors, H W Fisher & Company, will be proposed at the next annual general meeting.

**By order of the board**

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a horizontal line extending to the right.

**C Moharm  
Company Secretary**

Dated: 19/12/97

## **Directors' responsibilities**

The directors are required by UK company law to prepare financial statements for each financial period that give a true and fair view of the state of affairs of the company as at the end of the financial period and of the profit or loss of the company for that period.

The directors confirm that suitable accounting policies have been used and applied consistently and reasonable and prudent judgements and estimates have been made in the preparation of the financial statements for the period ended 31 May 1997. The directors also confirm that applicable accounting standards have been followed and that the financial statements have been prepared on the going concern basis.

The directors are responsible for keeping proper accounting records, for taking reasonable steps to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

## Report of the auditors to the members of Berkley Estates London Limited

We have audited the financial statements on pages 6 to 13 which have been prepared under historical cost convention and the accounting policies set out on page 8.

### Respective responsibilities of the directors and auditors

As described on page 4 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

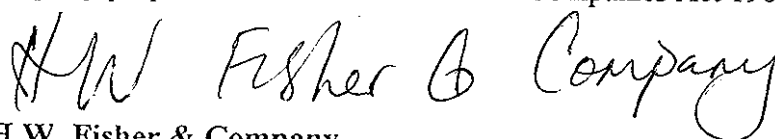
### Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 May 1997 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



H.W. Fisher & Company

Chartered Accountants

Registered Auditor

Acre House

11-15 William Road

London

NW1 3ER

Dated: 24 December 1997

**Profit and loss account  
for the fourteen month period ended 31 May 1997**

	Notes	1997 £	Year Ended 31 March 1996 £
Turnover	2	494,727	290,181
Administrative expenses		(852,531)	(455,332)
Exceptional item		-	320,060
Operating (loss)/profit		(357,804)	154,909
Bank interest receivable		53,030	6,305
Interest payable	5	(3,935)	(237)
(Loss)/Profit on ordinary activities before taxation	6	(308,709)	160,977
Taxation	7	-	-
Retained (loss)/profit for the period	13	(308,709)	160,977

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

There are no recognised gains and losses other than those passing through the profit and loss account.



**Balance sheet  
at 31 May 1997**

	Notes	1997 £	31 March 1996 £
<b>Fixed assets</b>			
Tangible assets	8	<u>113,643</u>	<u>144,544</u>
<b>Current assets</b>			
Debtors	9	6,279,618	3,330,158
Cash at bank and in hand		<u>164,189</u>	<u>1,169,481</u>
		6,443,807	4,499,639
<b>Creditors: amounts falling due within one year</b>	10	<u>(6,548,560)</u>	<u>(4,305,412)</u>
<b>Net current (liabilities)/assets</b>		<u>(104,753)</u>	<u>194,227</u>
<b>Total assets less current liabilities</b>		8,890	338,771
<b>Creditors: amounts falling due after more than one year</b>	11	<u>(14,607)</u>	<u>(35,779)</u>
		<u>(5,717)</u>	<u>302,992</u>
<b>Capital and reserves</b>			
Called up share capital	12	1,000	1,000
Profit and loss account	13	<u>(6,717)</u>	<u>301,992</u>
<b>Equity shareholders' funds</b>	14	<u>(5,717)</u>	<u>302,992</u>

Approved by the Board on 19/12/97

  
E Zakay  
Director

**Notes to the financial statements  
for the period ended 31 May 1997****1 Principal accounting policies**

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

**a) Basis of accounting**

The financial statements are prepared in accordance with the historical cost convention.

**b) Turnover**

Turnover, which excludes value added tax, represents management fees and commissions receivable.

**c) Cash flow statement**

The company is a wholly owned subsidiary of Topland Group Plc and its cash flows are included within the consolidated group cash flow statement.

Consequently the company is exempt from the requirement to publish a cash flow statement.

**d) Tangible fixed assets**

Depreciation is provided on all tangible fixed assets, other than investment properties, at rates calculated to write-off cost less estimated residual value, of each asset over its expected useful life, on a straight line basis as follows:

	%
Office equipment, fixtures and fittings	25
Motor Vehicles	25

**e) Leasing and hire purchase commitments**

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives. The capital elements of future obligations under the leases and hire purchase contracts are included as liabilities in the balance sheet. The interest elements of the rental obligations are charged to the profit and loss account over the period of the leases and hire purchase contracts and represent a constant proportion of the balance of capital repayments outstanding.

**Notes to the financial statements  
for the period ended 31 May 1997**

**2 Turnover and profit**

Turnover and profit before taxation are attributable to the principal activity of the company and arises in the United Kingdom.

**3 Directors' Emoluments**

	1997 £	31 March 1996 £
Emoluments (including benefits- in- kind)	<u>153,263</u>	<u>85,833</u>

**4 Employee Information**

The average number of persons employed by the company during the period was:

	1997 Number	31 March 1996 Number
Administration	<u>6</u>	<u>5</u>

**Staff costs**

	1997 £	31 March 1996 £
Wages and salaries	291,292	147,955
Social security costs	29,557	15,058
	<u>320,849</u>	<u>163,013</u>

**5 Interest payable and similar charges**

	1997 £	31 March 1996 £
Hire purchase finance interest	3,548	-
Other interest	387	237
	<u>3,935</u>	<u>237</u>

**Notes to the financial statements  
for the period ended 31 May 1997**

**6 Loss is stated after charging:**

	1997	31 March 1996
	£	£
Auditors remuneration:		
Audit fees	1,000	492
Non-audit fees	2,241	-
Depreciation of owned assets	34,796	16,576
Depreciation of assets held under finance leases and hire purchase contracts	20,416	4,375
Provision against Inter-company debt	95,784	-
	<u>          </u>	<u>          </u>

**7 Taxation**

There is no tax charge for the year due to the availability of losses (1996: £Nil).

**8 Fixed Assets**

	Motor Vehicles £	Fixtures , Fittings and Office Equipment £	Total £
<b>Cost or valuation</b>			
At 1 April 1996	101,000	67,730	168,730
Additions	15,740	20,296	36,036
Disposals	-	(32,094)	(32,094)
<b>At 31 May 1997</b>	<u>116,740</u>	<u>55,932</u>	<u>172,672</u>
<b>Depreciation</b>			
At 1 April 1996	8,250	15,936	24,186
Provision for year	31,751	23,461	55,212
Disposals	-	(20,369)	(20,369)
<b>At 31 May 1997</b>	<u>40,001</u>	<u>19,028</u>	<u>59,029</u>
<b>Net Book Value</b>			
At 31 May 1997	<u>76,739</u>	<u>36,904</u>	<u>113,643</u>
At 31 March 1996	<u>92,750</u>	<u>51,794</u>	<u>144,544</u>

Motor vehicles net book value includes an amount of £45,209 (1996: £65,625) relating to assets acquired under hire purchase contracts.

**Notes to the financial statements  
for the period ended 31 May 1997**

**9 Debtors**

	1997	31 March 1996
	£	£
Amounts due from group undertakings	6,167,627	2,983,803
Trade debtors	74,823	210,249
Other debtors	12,717	136,106
Prepayments	24,451	-
	<u>6,279,618</u>	<u>3,330,158</u>

Amounts due from group undertakings bear no interest and have no fixed terms of repayment.

**10 Creditors: amounts falling due within one year**

	1997	31 March 1996
	£	£
Bank overdraft	-	39,499
Obligations under finances and hire purchase contracts	21,480	21,506
Amounts owed to group undertakings	6,071,943	3,976,658
Other taxes	211,150	260,731
Other creditors	16,016	1,150
Accruals	227,971	5,868
	<u>6,548,560</u>	<u>4,305,412</u>

Amounts owed to group undertakings bear no interest and have no fixed terms of repayment.

**11 Creditors: amounts falling due after more than one year**

	1997	31 March 1996
	£	£
Obligations under finance leases and hire purchase contracts - repayable within two to five years	<u>14,607</u>	<u>35,779</u>

**Notes to the financial statements  
for the period ended 31 May 1997**

**12 Called up share capital**

	1997	31 March 1996
	£	£
Authorised		
1,000 ordinary shares of £1 each	1,000	1,000
	<u>          </u>	<u>          </u>
Allotted, called up and fully paid		
1,000 ordinary shares of £1 each	1,000	1,000
	<u>          </u>	<u>          </u>

**13 Reserves**

	Profit and loss account £
At 1 April 1996	301,992
Loss for the period	(308,709)
	<u>          </u>
At 31 May 1997	(6,717)
	<u>          </u>

**14 Reconciliation of movements in shareholders' funds**

	1997	31 March 1996
	£	£
(Loss)/profit for the period	(308,709)	160,977
Opening shareholders' funds	302,992	142,015
	<u>          </u>	<u>          </u>
Closing shareholders' funds	(5,717)	302,992
	<u>          </u>	<u>          </u>

**15 Commitments under operating leases**

At 31 May 1997 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings
	31 March 1996
	£
Expiry date in over five years	25,700
	<u>          </u>

The company's leases of land and buildings are subject to periodic rent reviews.

**Notes to the financial statements  
for the period ended 31 May 1997**

**16 Related party transactions**

The company has taken advantage of the exemptions conferred by Financial Reporting Standard No.8 from the requirement to disclose details of transactions with group companies.

**17 Ultimate holding company and controlling party**

The immediate holding company and controlling party is Topland Group plc. The ultimate holding company and controlling party is New Liberty limited, a company incorporated in the British Virgin Islands.