

Company Registration No. 02688117 (England and Wales)

SANTON PROPERTY INVESTMENTS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2016



SANTON PROPERTY INVESTMENTS LIMITED

COMPANY INFORMATION

Directors	Santon Close Nominees Limited Santon Management Limited R. Patel	(Appointed 31 August 2016)
Secretary	R. Patel	
Company number	02688117	
Registered office	Santon House 53/55 Uxbridge Road Ealing London W5 5SA	
Auditor	Gerald Edelman 73 Cornhill London EC3V 3QQ	

SANTON PROPERTY INVESTMENTS LIMITED

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SANTON PROPERTY INVESTMENTS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 APRIL 2016

The directors present their annual report and financial statements for the year ended 30 April 2016.

Principal activities

The principal activity of the company continued to be that of property and share investment.

On 29 April 2016, the parent undertaking Santon Capital Plc disposed of its interest in the entity. See further comments on Controlling party note 15.

Directors

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

S. Carey (Resigned 31 August 2016)

Santon Close Nominees Limited

Santon Management Limited

R. Patel (Appointed 31 August 2016)

Results and dividends

The results for the year are set out on page 5.

Ordinary dividends were paid amounting to £340,203 (2015: £1,250,000). The directors do not recommend payment of a final dividend.

Auditor

The auditors, Gerald Edelman, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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 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;
- state whether applicable UK 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 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.

SANTON PROPERTY INVESTMENTS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2016

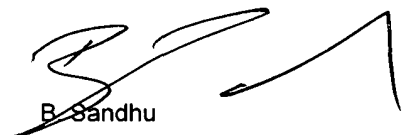
Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Going Concern

Having reviewed the company's financial forecasts, expected future cash flows and the continued financial support from the holding company, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements for the year ended year ended 30 April 2016.

On behalf of the board



B. Sandhu

Director of Santon Management Limited

14 October 2016

SANTON PROPERTY INVESTMENTS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SANTON PROPERTY INVESTMENTS LIMITED

We have audited the financial statements of Santon Property Investments Limited for the year ended 30 April 2016 set out on pages 5 to 15. 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 and express an opinion on 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 annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 April 2016 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.

Opinion on other matters 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.

SANTON PROPERTY INVESTMENTS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF SANTON PROPERTY INVESTMENTS LIMITED

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 for our audit; or
- the company is not entitled to claim exemption in preparing a strategic report due to it being a member of an ineligible group.



Hiten Patel FCCA (Senior Statutory Auditor)
for and on behalf of Gerald Edelman

14 October 2016

Chartered Accountants
Statutory Auditor

73 Cornhill
London
EC3V 3QQ

SANTON PROPERTY INVESTMENTS LIMITED

INCOME STATEMENT

FOR THE YEAR ENDED 30 APRIL 2016

	Notes	2016 £	2015 £
Turnover	3	-	77,343
Administrative expenses		(30)	(907)
Exceptional item	5	-	1,509,550
Operating (loss)/profit	4	(30)	1,585,986
Interest receivable and similar income	7	4,456	350
Interest payable and similar charges	8	-	(72,996)
Profit before taxation		4,426	1,513,340
Taxation	9	(636)	-
Profit for the financial year		3,790	1,513,340

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

SANTON PROPERTY INVESTMENTS LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 APRIL 2016

	2016	2015
	£	£
Profit for the year	3,790	1,513,340
Other comprehensive income	-	-
Total comprehensive income for the year	<u>3,790</u>	<u>1,513,340</u>

SANTON PROPERTY INVESTMENTS LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 30 APRIL 2016

	Notes	2016 £	£	2015 £	£
Fixed assets					
Investments	11		1	223,849	
Current assets					
Debtors	12	602		337,405	
Cash at bank and in hand		133		447	
		<u>735</u>		<u>337,852</u>	
Creditors: amounts falling due within one year	13	<u>(636)</u>		<u>(225,188)</u>	
Net current assets			99		112,664
Total assets less current liabilities			<u>100</u>		<u>336,513</u>
Capital and reserves					
Called up share capital	15		100		100
Profit and loss reserves			-		336,413
Total equity			<u>100</u>		<u>336,513</u>

The financial statements were approved by the board of directors and authorised for issue on 14 October 2016 and are signed on its behalf by:



B. Sandhu

Director of Santon Management Limited

Company Registration No. 02688117

SANTON PROPERTY INVESTMENTS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL 2016

	Notes	Share capital £	Profit and loss reserves £	Total £
Balance at 1 May 2014		100	73,073	73,173
Year ended 30 April 2015:				
Profit and total comprehensive income for the year		-	1,513,340	1,513,340
Dividends	10	-	(1,250,000)	(1,250,000)
Balance at 30 April 2015		100	336,413	336,513
Year ended 30 April 2016:				
Profit and total comprehensive income for the year		-	3,790	3,790
Dividends	10	-	(340,203)	(340,203)
Balance at 30 April 2016		100	-	100

SANTON PROPERTY INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2016

1 Accounting policies

Company information

Santon Property Investments Limited is a company limited by shares incorporated in England and Wales. The registered office is Santon House, 53/55 Uxbridge Road, Ealing, London, W5 5SA.

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.

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, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

These financial statements for the year ended 30 April 2016 are the first financial statements of Santon Property Investments Limited prepared in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland. The date of transition to FRS 102 was 1 May 2014. The reported financial position and financial performance for the previous period are not affected by the transition to FRS 102.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;

The financial statements of the company are consolidated in the financial statements of Santon Capital Plc. These consolidated financial statements are available from its registered office, and the Companies House.

The company qualifies as a small entity under the Companies Act and is part of an ineligible group. It has therefore taken exemption available, as a small entity, from preparing a Strategic report.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Turnover represents sales of investment properties and unlisted investments and is stated net of VAT.

Revenue is recognised upon exchange of contracts for any property sales that have occurred during the period. Revenue arising on the sale of unlisted investments are recognised at the date of sale.

SANTON PROPERTY INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2016

1 Accounting policies

(Continued)

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

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

SANTON PROPERTY INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2016

1 Accounting policies

(Continued)

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.6 Equity instruments

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

1.7 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

SANTON PROPERTY INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2016

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Turnover

An analysis of the company's turnover is as follows:

	2016 £	2015 £
Turnover		
Rent receivable	-	77,343

Turnover analysed by geographical market

	2016 £	2015 £
United Kingdom	-	77,343

4 Operating (loss)/profit

The audit fee was borne by a fellow group company.

5 Exceptional Item

	2016 £	2015 £
Profit on sale of fixed asset	-	(1,509,550)

6 Employees

There was no employees during the year apart from the directors.

SANTON PROPERTY INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2016

7 Interest receivable and similar income

	2016 £	2015 £
Interest income		
Interest on bank deposits	18	350
Income from fixed asset investments		
Income from other fixed asset investments	4,438	-
Total income	<u>4,456</u>	<u>350</u>

8 Interest payable and similar charges

	2016 £	2015 £
Other interest	-	72,996
	<u>-</u>	<u>72,996</u>

9 Taxation

	2016 £	2015 £
Current tax		
UK corporation tax on profits for the current period	636	-
	<u>636</u>	<u>-</u>

The actual charge for the year can be reconciled to the expected charge based on the profit or loss and the standard rate of tax as follows:

	2016 £	2015 £
Profit before taxation	<u>4,426</u>	<u>1,513,340</u>
Expected tax charge based on the standard rate of corporation tax in the UK of 20.00% (2015: 20.00%)	885	302,668
Tax effect of utilisation of tax losses not previously recognised	-	(180,023)
Group relief	-	(93,271)
Permanent capital allowances in excess of depreciation	(249)	-
Other tax adjustments	-	(26,371)
Capital allowances	-	(304)
Tax losses utilised	-	(2,699)
Tax expense for the year	<u>636</u>	<u>-</u>

SANTON PROPERTY INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2016

10 Dividends

2016	2015
£	£

Interim paid	340,203	1,250,000
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11 Fixed asset investments

2016	2015
£	£

Unlisted investments	1	223,849
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Movements in fixed asset investments

Investments other than loans
£

Cost or valuation

At 1 May 2015

223,849

Disposals

(223,848)

At 30 April 2016

1

Carrying amount

At 30 April 2016

1

At 30 April 2015

223,849

12 Debtors

2016	2015
£	£

Amounts falling due within one year:

Amount due from parent undertaking

337,406

Other debtors

-

602	337,406
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13 Creditors: amounts falling due within one year

2016	2015
£	£

Notes

Bank loans and overdrafts

14

223,848

Corporation tax

636

Accruals and deferred income

-

636	225,188
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SANTON PROPERTY INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2016

14 Loans and overdrafts

	2016 £	2015 £
Bank loans	-	223,848
Payable within one year	-	223,848

The loans as at 30 April 2015 represented non-recourse bank loans secured by a first charge over the Enterprise Zone Trust Investments. The investments has been disposed of during the year and subsequently the loans were settled.

15 Share capital

	2016 £	2015 £
Ordinary share capital Issued and fully paid 100 Ordinary shares of £1 each	100	100

16 Related party transactions

No guarantees have been given or received.

The company has taken advantage of the exemption available in FRS102 section 33.1A "Related Party Disclosures" whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

17 Controlling party

In the previous year and during the current year the parent undertaking was Santon Capital Plc, a company registered in England and Wales and controlled by B.S. Sandhu. On 29 April 2016, the parent undertaking sold the entity for, par value of the shares, to B. S. Sandhu.