

**Sterling Capitol Properties (South Yorkshire)
Limited**

Directors' report and financial statements

Registered number 2968415

Year ended 31 December 2018



Contents

Directors' report	1
Statement of directors' responsibilities in respect of the directors' report and the financial statements	2
Independent auditor's report to the members of Sterling Capitol Properties (South Yorkshire) Limited	3
Profit and loss account	6
Balance sheet	7
Statement of Changes in Equity	8
Notes	9

Directors' report

The directors present their annual report and audited financial statements for the year ended 31 December 2018.

Principal activities and business review

The principal activity of the company is land and property development. The company did not trade in the year ended 31 December 2017.

The directors do not recommend the payment of a dividend.

The company is exempt from the requirement to prepare a strategic report on the grounds of its size.

Going concern

The Company is funded by its parent company, Murray Investments Limited. In preparing these financial statements the directors have reviewed future cash requirements and have sought assurances over the availability of future funds in order to satisfy themselves that it is appropriate to prepare financial statements on a going concern basis.

Directors

The directors who held office during the year were as follows:

C Salkeld (resigned 14 December 2018)

P I Walker (appointed 14 December 2018)

J J R Murray BA ACA (appointed 14 December 2018)

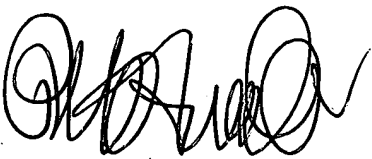
Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG LLP will therefore continue in office.

By order of the board



P Walker
Director

2nd Floor Victoria Wharf
4 The Embankment,
Sovereign Street
Leeds
United Kingdom
LS1 4BA

19 June 2019

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), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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



KPMG LLP

1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA
United Kingdom

Independent auditor's report to the members of Sterling Capitol Properties (South Yorkshire) Limited

Opinion

We have audited the financial statements of Sterling Capitol Properties (South Yorkshire) Limited ("the company") for the year ended 31 December 2018 which comprise the profit and loss account, balance sheet, statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as the valuation of stock and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Independent auditor's report to the members of Sterling Capitol Properties (South Yorkshire) Limited *(continued)*

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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 take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Other matter - prior period financial statements

We note that the prior period financial statements were not audited. Consequently ISAs (UK) require the auditor to state that the corresponding figures contained within these financial statements are unaudited. Our opinion is not modified in respect of this matter.

Directors' responsibilities

As explained more fully in their 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; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

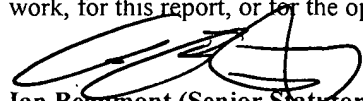
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

Independent auditor's report to the members of Sterling Capitol Properties (South Yorkshire) Limited *(continued)*

The purpose of our audit work and to whom we owe our responsibilities

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.



Ian Beaumont (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

19 June 2019

Profit and loss account
for the year ended 31 December 2018

	<i>Note</i>	Year ended 31 December 2018	Unaudited Year ended 31 December 2017
		£	£
Turnover		-	-
Cost of sales		-	-
Gross profit		<u>-</u>	<u>-</u>
Administrative income/expenses	2	108,786	-
Operating profit		108,786	-
Interest payable and similar charges		<u>-</u>	<u>-</u>
Profit on ordinary activities before taxation		108,786	-
Taxation	3	-	-
Profit for the financial year		108,786	-

There is no other comprehensive income other than the loss stated above and therefore no separate statement of other comprehensive income has been prepared.

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

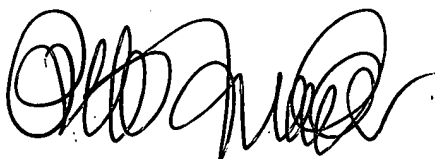
Balance sheet

as at 31 December 2018

The notes on pages 8 to 12 form part of these financial statements.

	Note	2018 £	Unaudited 2017 £
Current assets			
Debtors	4	-	475
Cash at bank and in hand		-	-
		<hr/>	<hr/>
		-	475
Creditors: amounts falling due within one year	5	-	(108,786)
		<hr/>	<hr/>
Net current liabilities		-	(108,311)
		<hr/>	<hr/>
Net liabilities		-	(108,311)
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	6	1	1
Profit and loss account		(1)	(108,312)
		<hr/>	<hr/>
Shareholders' deficit		-	(108,311)
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 19 June 2019 and were signed on its behalf by:



P Walker
 Director

Company registered number: 2968415

Statement of Changes in Equity

	Unaudited Called up share capital £	Unaudited Profit and loss account £	Unaudited Total equity £
Balance at 1 January 2017	1	(108,312)	(108,311)
Profit for the period	-	-	-
Balance at 31 December 2017	<u>1</u>	<u>(108,312)</u>	<u>(108,311)</u>
	Called up share capital	Profit and loss account	Total equity
Balance at 1 January 2018	1	(108,312)	(108,311)
Profit for the period	-	108,786	108,786
Dividends payable	-	(475)	(475)
Balance at 31 December 2018	<u>1</u>	<u>(1)</u>	<u>-</u>

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

Notes

(forming part of the financial statements)

1 Accounting policies

Sterling Capitol Properties (South Yorkshire) Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*") as issued in August 2014. The amendments to FRS 102 issued in July 2016 and effective immediately have been applied. The presentation currency of these financial statements is sterling.

The Company's immediate parent undertaking is Zonearchive plc and the Company is included in the consolidated accounts of its parent undertaking Sterling Capitol plc. The consolidated financial statements of Sterling Capitol plc are available to the public and may be obtained from Victoria Wharf, 4 The Embankment, Sovereign Street, Leeds, LS1 4BA.

In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Going Concern

In preparing these financial statements the directors have reviewed future cash requirements and having received assurance over the availability of funding from its principal shareholders, Murray Investments Limited, are satisfied that it is appropriate to prepare financial statements on a going concern basis.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Key accounting estimates and judgements

Having considered the key accounting policies the directors consider there to be no significant estimates or judgements that would have a material impact on the financial results.

Notes (continued)

1 Accounting policies (continued)

Classification of financial instruments issued by the company

In accordance with FRS102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

2 Operating profit

	Year ended 31 December 2018 £	Unaudited Year ended 31 December 2017 £
Loss on ordinary activities before taxation is stated after charging:		
Write off intercompany creditor	108,786	-

Auditor remuneration for the group was borne by the ultimate parent undertaking Sterling Capitol plc, of which there is nothing attributable to Zonearchive plc.

The company had no persons employed during the period. None of the directors received any emoluments for their services to the company.

Notes (continued)

3 Taxation

(a) Analysis of charge in the period

	Year ended 31 December 2018 £	Unaudited Year ended 31 December 2017 £
<i>Current tax</i>		
Current tax on income for the period	-	-
	<hr/>	<hr/>
Total current tax	-	-
<i>Deferred tax</i>		
Origination and reversal of timing differences	-	-
Effect of change in tax rate	-	-
	<hr/>	<hr/>
Total deferred tax	-	-
	<hr/>	<hr/>
Total tax	-	-
	<hr/>	<hr/>

(b) Reconciliation of effective tax rate

	Year ended 31 December 2018 £	Unaudited Year ended 31 December 2017 £
Profit for the year	108,786	-
Total tax expense	-	-
	<hr/>	<hr/>
Profit excluding taxation	108,786	-
Tax using the UK corporation tax rate of 19% (2017: 19.25%)	20,669	-
Effects of:		
Group relief claimed	-	-
Reduction in tax rate on deferred tax balances	-	-
Other short term timing differences	-	-
Utilisation of tax losses and other deductions arising in the period	-	-
Adjustments in respect of prior periods	(20,669)	-
Current year losses for which no deferred tax was recognised	-	-
	<hr/>	<hr/>
Total tax expense included in loss	-	-
	<hr/>	<hr/>

Notes (continued)

4 Debtors

	2018 £	Unaudited 2017 £
Other debtors	-	475
	<u>-</u>	<u>475</u>
	<u>-</u>	<u>475</u>

5 Creditors: amounts falling due within one year

	2018 £	Unaudited 2017 £
Amounts due to immediate parent undertaking	-	108,786
	<u>-</u>	<u>108,786</u>
	<u>-</u>	<u>108,786</u>

6 Called up share capital

	2018 £	Unaudited 2017 £
<i>Allotted, called up and fully paid</i>		
1 ordinary shares of £1 each	1	1
	<u>1</u>	<u>1</u>
	<u>1</u>	<u>1</u>

7 Controlling parties

The Company is a subsidiary undertaking of Zonearchive plc, incorporated in the United Kingdom. The parent undertaking of the largest group that will consolidate these financial statements is Sterling Capitol plc. The financial statements are available from the company at Victoria Wharf, 4 The Embankment, Sovereign Street, Leeds, LS1 4BA.

The ultimate parent company and controlling party is Murray Investments Limited, incorporated in Jersey. The accounts are not available to the public.