
British Land In Town Retail Limited

Annual Report and Accounts

Year ended 31 March 2017

Company number: 03325066

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British Land In Town Retail Limited

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for the year ended 31 March 2017

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British Land In Town Retail Limited
STRATEGIC REPORT
for the year ended 31 March 2017

The directors present their Strategic Report for the year ended 31 March 2017.

Principal activities

British Land In Town Retail Limited ("the company") is a wholly owned subsidiary of The British Land Company PLC and operates as a constituent of The British Land Company PLC group of companies ("the group").

The company's principal activity is property investment and investment holding in the United Kingdom (UK).

Business review

As shown in the company's Profit and Loss Account on page 5, the company's turnover is £nil compared to £43,369 in the prior year and profit for the financial year is £3,101,622 compared to £4,364,774 in the prior year.

Dividends of £nil were paid in the year (2016: £nil).

The balance sheet on page 7 shows the company's financial position at the year end has, in net liabilities terms, decreased compared with the prior year.

The Board uses total return to monitor the performance of the company. This is a measure of growth in total equity per share, adding back any current year dividend.

The company is a subsidiary of The British Land Company PLC. The company's strategy is the same as the group's strategy – to deliver an above average annualised total return to shareholders, which is achieved by creating attractive environments in the right places focused around the people who work, shop and live in them.

The expected future developments of the company are determined by the strategy of the group. There are no future developments outside of the company's current operations planned.

For more information also see The British Land Company PLC group annual report.

The performance of the group, which includes the company, is discussed in the group's annual report which does not form part of this report.

Principal risks and uncertainties

This company is part of a large property investment group. As such, the fundamental underlying risks for this company are those of the property group as discussed below.

The company generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas:

- demand for space from occupiers against available supply;
- identification and execution of investment and development strategies which are value enhancing;
- availability of financing or refinancing at an acceptable cost;
- economic cycles, including their impact on tenant covenant quality, interest rates, inflation and property values;
- legislative changes, including planning consents and taxation;
- engagement of development contractors with strong covenants;
- key staff changes; and
- environmental and health and safety policies.

These opportunities also represent risks, the most significant being change to the value of the property portfolio. This risk has high visibility to directors and is considered and managed on a continuous basis. Directors use their knowledge and experience to knowingly accept a measured degree of market risk.

The company's preference for prime assets and their secure long term contracted rental income, primarily with upward only rent review clauses, presents lower risks than many other property portfolios.

British Land In Town Retail Limited

STRATEGIC REPORT (CONTINUED)
for the year ended 31 March 2017

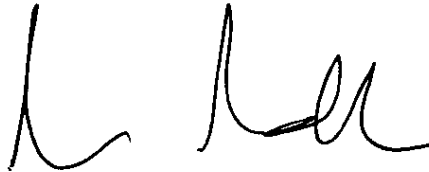
Principal risks and uncertainties (continued)

The company has no third party debt. It therefore has no interest rate exposure.

The financial risks for the company are managed in accordance with the group financial risk management policy, as disclosed in the consolidated group accounts.

This report was approved by the Board on 6/10/17 and signed by the order of the board by:

Director



C. Middleton

British Land In Town Retail Limited
DIRECTORS' REPORT
for the year ended 31 March 2017

The directors present their Annual Report on the affairs of the company, together with the financial statements for the year ended 31 March 2017.

Environment

Across the group, The British Land Company PLC recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the group's activities. The company operates in accordance with group policies. The group's full sustainability report is available online at www.britishland.com/sustainability/reports-and-publications/2017.

Directors

The directors who were in office during the year and up to the date of signing the financial statements were:

S Barzycki
C Forshaw (resigned 5 April 2017)
L Bell
T Robert
N Webb
P Macey
J McNuff
C Middleton

Directors' responsibilities statement

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 prepared the financial statements in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework. 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 Financial Reporting Standard 101 Reduced Disclosure Framework has been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The company has indemnified its current directors. The indemnity arrangements are qualifying indemnity provisions under the Companies Act 2006 and are currently in force at the date of this Annual Report.

Subsequent events

Details of significant events since the balance sheet date, if any, are contained in note 14.

Going concern

The directors consider the company to be a going concern and the accounts are prepared on this basis. Details of this are shown in note 1 of the financial statements.


British Land In Town Retail Limited

DIRECTORS' REPORT (CONTINUED)
for the year ended 31 March 2017

Audit Exemption taken for the year ended 31 March 2017

The company is exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts by virtue of Section 479A of that Act, as disclosed on page 143 of The British Land Company PLC Annual Report and Accounts 2017. The ultimate holding company and controlling party is The British Land Company PLC.

This report was approved by the Board on 6/20/2017 and signed by the order of the board by:


H. AGBOOLA

For and on behalf of British Land Company Secretarial Limited, the Corporate Secretary

British Land In Town Retail Limited

PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2017

	Note	2017 £	2016 £
Turnover	2	-	43,369
Cost of sales		-	(13,967)
Gross profit		-	29,402
Income from shares in group undertakings		2,990,323	4,274,713
Operating profit		2,990,323	4,304,115
Write up of investments	8	110,799	10,827
Profit on disposal of investment properties		-	49,832
Profit on ordinary activities before interest and taxation		3,101,122	4,364,774
Interest receivable and similar income	3	500	-
Profit on ordinary activities before taxation	4	3,101,622	4,364,774
Tax on profit on ordinary activities	6	-	-
Profit for the financial year		3,101,622	4,364,774

Turnover and results are derived from continuing operations within the United Kingdom.

British Land In Town Retail Limited

**STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 March 2017**

	2017	2016
	£	£
Profit for the financial year	3,101,622	4,364,774
Total comprehensive income for the year	3,101,622	4,364,774

British Land In Town Retail Limited

**BALANCE SHEET
as at 31 March 2017**

	Note	2017 £	2016 £
Fixed assets			
Investment properties	7	200	200
Investments	8	105,308,803	104,613,693
		<hr/> 105,309,003	<hr/> 104,613,893
Current assets			
Debtors	9	33,687,913	33,698,682
		<hr/> 33,687,913	<hr/> 33,698,682
Creditors due within one year	10	(178,539,530)	(180,956,811)
		<hr/>	<hr/>
Net current liabilities		(144,851,617)	(147,258,129)
		<hr/>	<hr/>
Total assets less current liabilities		(39,542,614)	(42,644,236)
		<hr/>	<hr/>
Net liabilities		(39,542,614)	(42,644,236)
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	11	2,597,417	2,597,417
Profit and loss account		(42,140,031)	(45,241,653)
		<hr/>	<hr/>
Total equity		(39,542,614)	(42,644,236)
		<hr/>	<hr/>


For the year ending 31 March 2017 the company was entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements of British Land In Town Retail Limited, company number 03325066, on pages 5 to 15, were approved by the Board of Directors and authorised for issue on 06/10/17 and signed on its behalf by:

Director


C. Middleton

British Land In Town Retail Limited

**STATEMENT OF CHANGES IN EQUITY
for the year ended 31 March 2017**

	Called up share capital £	Profit and loss account £	Total equity £
Balance at 1 April 2015	2,597,417	(49,606,427)	(47,009,010)
Profit for the financial year	-	4,364,774	4,364,774
Total comprehensive income for the year	-	4,364,774	4,364,774
Balance at 31 March 2016	2,597,417	(45,241,653)	(42,644,236)
Profit for the financial year	-	3,101,622	3,101,622
Total comprehensive income for the year	-	3,101,622	3,101,622
Balance at 31 March 2017	2,597,417	(42,140,031)	(39,542,614)

British Land In Town Retail Limited

NOTES TO THE ACCOUNTS
for the year ended 31 March 2017

1. Accounting policies

The principal accounting policies adopted by the directors are summarised below. They have all been applied consistently throughout the current and previous year.

Basis of preparation

The company is incorporated and domiciled in the United Kingdom under the Companies Act 2006. The address of the registered office is York House, 45 Seymour Street, London, W1H 7LX.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The financial statements have been prepared under the historical cost convention as modified to include the revaluation of properties. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

These financial statements are separate financial statements. The company is exempt from the preparation of consolidated financial statements, because it is included in the group accounts of The British Land Company PLC.

The company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) The requirements of IAS 1 to provide a Balance Sheet at the beginning of the year in the event of a prior year adjustment;
- (b) The requirements of IAS 1 to provide a Statement of Cash flows for the year;
- (c) The requirements of IAS 1 to provide a statement of compliance with IFRS;
- (d) The requirements of IAS 1 to disclose information on the management of capital;
- (e) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to disclose new IFRS's that have been issued but are not yet effective;
- (f) The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- (g) The requirements of paragraph 17 of IAS 24 Related Party Disclosures to disclose key management personnel compensation;
- (h) The requirements of IFRS 7 to disclose financial instruments; and
- (i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs.

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, equivalent disclosures are given in the group accounts of The British Land Company PLC. The group accounts of The British Land Company PLC are available to the public and can be obtained as set out in note 15.

Going concern

The Balance Sheet shows that the company has net current liabilities and net liabilities. However, the principal creditor is the ultimate parent company and the terms of the borrowing include the right of the subsidiary to request that the amount of the loan equal to any deficit be eliminated by converting the loan into share capital.

As a consequence of this the directors feel that the company can continue to trade for the foreseeable future and is well placed to manage its business risks successfully in the current economic climate. Accordingly, they believe the going concern basis is an appropriate one.

Significant judgements and sources of estimation uncertainty

The key source of estimation uncertainty relates to the valuation of the property portfolio and investments, where an external valuation is obtained. In accounting for net rental income, the group is required to judge the recoverability of any income accrued and provides against the credit risk on these amounts. The potential for management to make judgements or estimates relating to those items which would have a significant impact on the financial statements is considered, by the nature of the group's business, to be limited.

British Land In Town Retail Limited

**NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2017**

1. Accounting policies (continued)

Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Any surplus or deficit arising on revaluing investment properties is recognised in the Profit and Loss Account as a fair value movement.

Investments

Fixed asset investments are stated at the lower of cost and the underlying net asset value of the investments.

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted at the balance sheet date. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are not taxable (or tax deductible).

Deferred tax is provided on items that may become taxable at a later date, on the difference between the balance sheet value and tax base value, on an undiscounted basis.

Turnover

Net rental income

Rental income is recognised on an accruals basis. A rent adjustment based on open market estimated rental value is recognised from the rent review date in relation to unsettled rent reviews. Where a rent-free period is included in a lease, the rental income foregone is allocated evenly over the period from the date of lease commencement to the earliest termination date.

Rental income from fixed and minimum guaranteed rent reviews is recognised on a straight-line basis over the shorter of the entire lease term or the period to the first break option. Where such rental income is recognised ahead of the related cash flow, an adjustment is made to ensure that the carrying value of the related property including the accrued rent does not exceed the external valuation. Initial direct costs incurred in negotiating and arranging a new lease are amortised on a straight-line basis over the period from the date of lease commencement to the earliest termination date.

Where a lease incentive payment, including surrender premia paid, does not enhance the value of a property, it is amortised on a straight-line basis over the period from the date of lease commencement to the earliest termination date. Upon receipt of a surrender premium for the early determination of a lease, the profit, net of dilapidations and non-recoverable outgoings relating to the lease concerned, is immediately reflected in income.

2. Turnover

	2017 £	2016 £
Rent income	-	43,369
Total turnover	-	43,369

3. Interest receivable and similar income

	2017 £	2016 £
Cash and deposits	500	-
Total interest receivable	500	-

British Land In Town Retail Limited

**NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2017**

4. Profit on ordinary activities before taxation

Auditors' remuneration

No non-audit fees were paid to the group auditors during the year (2016: £nil), in respect of this company.

5. Staff numbers and costs

No director received any remuneration for services to the company in the year. The remuneration of the directors was borne by another company within the group, for which no apportionment or recharges were made.

Average number of employees, excluding directors, of the company during the year was nil (2016: nil).

6. Tax on profit on ordinary activities

	2017 £	2016 £
Current tax		
UK corporation tax	-	-
Total current taxation charge	-	-
Deferred tax		
Origination and reversal of timing differences	-	-
Total deferred tax charge	-	-
Total taxation charge	-	-
Tax reconciliation		
Profit on ordinary activities before taxation	3,101,622	4,364,774
Tax on profit on ordinary activities at UK corporation tax rate of 20% (2016: 20%)	620,324	872,955
Effects of:		
REIT exempt income and gains	727	(19,914)
Capital allowances	(727)	(887)
Increase in fair value of investments	(22,160)	-
Income not taxable for tax purposes	(598,065)	(852,154)
Transfer pricing adjustments	26,839	(31,331)
Group relief (claimed)/surrendered for nil consideration	(26,938)	31,331
Total tax expense	-	-

Reductions to the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) were substantively enacted on 26 October 2015. A further reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. These rate reductions have been reflected in the calculation of deferred tax at the Balance Sheet date, where relevant.

British Land In Town Retail Limited

**NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2017**

7. Investment properties

	Total £
Fair value	
1 April 2016	200
31 March 2017	200
Fair value	
1 April 2015	3,650,202
Additions	74,608
Disposals	(3,647,589)
Lease incentive and rent review receivables	(77,021)
31 March 2016	200
Analysis of cost and valuation	
31 March 2017	
Cost	200
Net book value	200
31 March 2016	
Cost	200
Net book value	200

At 31 March 2017, the book value of company's investment properties was £200 (2016: £200).

Investment properties are valued by adopting the "investment method" of valuation. This approach involves applying capitalisation yields to current and estimated future rental streams net of income voids arising from vacancies or rent-free periods and associated running costs. These capitalisation yields and rental values are based on comparable property and leasing transactions in the market, using the valuers' professional judgement and market observation. Other factors taken into account in the valuations include the tenure of the property, tenancy details and ground and structural conditions.

Properties were valued to fair value at 31 March 2017 by Knight Frank LLP, independent valuers not connected with the company, in accordance with the RICS Valuation - Professional Standards 2014, Ninth Edition, published by The Royal Institution of Chartered Surveyors.

British Land In Town Retail Limited

**NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2017**

8. Investments

	Shares in subsidiaries £	Investment in joint ventures £	Total £
Underlying net asset value of investment			
1 April 2016	246,095	104,367,598	104,613,693
Additions	-	695,000	695,000
Disposals	(110,689)	-	(110,689)
Provision written-back	110,799	-	110,799
31 March 2017	246,205	105,062,598	105,308,803
Underlying net asset value of investment			
1 April 2015	235,268	103,080,924	103,316,192
Additions	-	1,286,674	1,286,674
Provision written back	10,827	-	10,827
31 March 2016	246,095	104,367,598	104,613,693
Underlying net asset change			
1 April 2016	(289,131)	-	(289,131)
Provision written-back	110,799	-	110,799
31 March 2017	(178,332)	-	(178,332)
Underlying net asset change			
1 April 2015	(299,958)	-	(299,958)
Provision written-back	10,827	-	10,827
31 March 2016	(289,131)	-	(289,131)
At cost			
31 March 2017	424,537	105,062,598	105,487,135
31 March 2016	535,226	104,367,598	104,902,824

The company has investments in the following direct and indirect joint ventures of which the registered address of each joint venture is St Helen's, 1 Undershaft, London, United Kingdom, EC3P 3DQ.

Joint Venture	Principal activity	Interest	Country
Southgate General Partner Limited	General Partner	50%	England & Wales
Southgate LP (Nominee 1) Limited	Property investment	50%	England & Wales
Southgate LP (Nominee 2) Limited	Property investment	50%	England & Wales
The Southgate Limited Partnership	Property investment	50%	England & Wales

The company has an investment in the following unit trust:

Name	Based in	Unit Trust Type	Principal activity	Interest
Southgate Property Unit Trust	Jersey	Closed-end	Property investment	50%

British Land In Town Retail Limited

**NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2017**

8. Investments (continued)

The company has investments in the following subsidiaries, unless noted otherwise the registered address of each company is York House, 45 Seymour Street, London, W1H 7LX.

Subsidiary	Principal activity	Interest	Country
Hilden Properties Limited ¹	Non-trading	100%	Northern Ireland
Plymouth Retail Limited	Trading	100%	England and Wales
BL Ealing Limited	Trading	100%	England and Wales
Hereford Old Market Limited	Non-trading	100%	England and Wales

¹ 138 University Street, Belfast, BT7 1HJ

The company holds ordinary shares in the above subsidiary companies.

9. Debtors

	2017	2016
	£	£
Current debtors (due within one year)		
Amounts owed by group companies - current accounts	33,687,913	33,687,913
Other debtors	-	10,326
Prepayments and accrued income	-	443
	<u>33,687,913</u>	<u>33,698,682</u>

Amounts due from group companies are repayable on demand. There is no interest charged on these balances.

10. Creditors due within one year

	2017	2016
	£	£
Amounts owed to group companies - current accounts	178,539,530	180,628,368
Other creditors	-	328,000
Accruals and deferred income	-	443
	<u>178,539,530</u>	<u>180,956,811</u>

Amounts owed to group companies are repayable on demand. Interest is charged on these balances in accordance with the group policy on intercompany loan accounts.

11. Called up share capital

	2017	2016
	£	£
Issued share capital - allotted, called up and fully paid		
Ordinary Shares of £1 each		
Balance as at 1 April and as at 31 March: 2,597,417 shares	<u>2,597,417</u>	<u>2,597,417</u>

British Land In Town Retail Limited

**NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2017**

12. Capital commitments

The company had capital commitments contracted as at 31 March 2017 of £nil (2016: £nil).

13. Contingent liabilities

The company is jointly and severally liable with the ultimate holding company and fellow subsidiaries for all monies falling due under the group VAT registration.

14. Subsequent events

There have been no significant events since the year end.

15. Immediate parent and ultimate holding company

The immediate parent company is BL High Street and Shopping Centres Holding Company Limited.

The British Land Company PLC is the smallest and largest group for which group accounts are available and which include the company. The ultimate holding company and controlling party is The British Land Company PLC. Group accounts for this company are available on request from British Land, York House, 45 Seymour Street, London, W1H 7LX.