

Registration number: 03483900

Setpoint Properties Limited
Unaudited Annual Report and Financial Statements
for the Year Ended 31 January 2018



Setpoint Properties Limited

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Setpoint Properties Limited

Company Information

Directors

P M Beckwith
E A G Jones

Company secretary

A D Parker

Registered office

3rd Floor
4 Hill Street
London
W1J 5NE

Accountants

Smith & Williamson LLP
25 Moorgate
London
EC2R 6AY

Setpoint Properties Limited
(Registration number: 03483900)
Balance Sheet as at 31 January 2018

		2018	2017 (restated)
	Note	£	£
Fixed asset investments	4	40,250	40,250
Current assets			
Debtors	5	87,148	83,797
Cash at bank and in hand		215	11,241
		<u>87,363</u>	<u>95,038</u>
Creditors: Amounts falling due within one year	6	<u>(420,923)</u>	<u>(426,386)</u>
Net current liabilities		<u>(333,560)</u>	<u>(331,348)</u>
Total assets less current liabilities		(293,310)	(291,098)
Provisions for liabilities	7	<u>(170,723)</u>	<u>(167,723)</u>
Net liabilities		<u>(464,033)</u>	<u>(458,821)</u>
Capital and reserves			
Called up share capital	8	1,300,002	1,300,002
Profit and loss account	9	<u>(1,764,035)</u>	<u>(1,758,823)</u>
Total equity		<u>(464,033)</u>	<u>(458,821)</u>

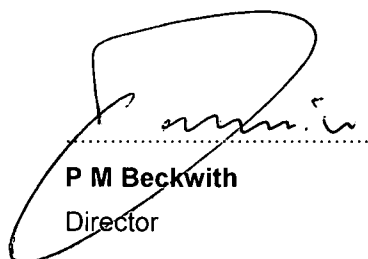
The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The directors consider that the company is entitled to exemption from the requirement to have an audit under the provisions of section 477 of the Companies Act 2006 ("the Act") and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Act.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime as set out within Part 15 of the Companies Act 2006 and in accordance with the provisions of FRS 102 Section 1A for small entities.

The Company has opted not to deliver to the Registrar of Companies the profit and loss account in accordance with the provisions applicable to Companies subject to the small Companies' regime.

The financial statements were approved by the board of directors on 25 October 2018 and were signed on its behalf by:


P M Beckwith
 Director

Setpoint Properties Limited

Notes to the Financial Statements for the Year Ended 31 January 2018

1 General information

Setpoint Properties Limited (the 'company') is a private limited company, limited by share capital incorporated in England and Wales. The address of the registered office is 3rd Floor, 4 Hill Street, London, United Kingdom, W1J 5NE.

The financial statements are presented in Sterling, which is the functional currency of the company.

2 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with FRS 102 "the Financial Reporting Standard applicable in the UK and the Republic of Ireland" as applied in the context of the small entities regime (September 2015).

Going concern

The company's accounts show net liabilities of £464,033 (2017: £458,821). The company's liabilities relate to amounts due to the parent undertaking. The parent has agreed not to call in the loans for the next 12 months following the approval of the financial statements. These financial statements are therefore prepared on a going concern basis.

Investments

Investments in joint ventures are stated at cost less any provision for impairment, other investments are recorded at fair value except where this is not readily ascertainable and the investment is held at cost less impairment.

Cash and cash equivalents

Cash is represented by cash on hand and demand deposits. Cash equivalents are highly liquid investments that are readily convertible to known amounts of cash without significant risk of change in value.

Financial instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

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.

All financial assets and liabilities are initially measured at transaction price, including transaction costs. Except for those financial assets and liabilities classified as at fair value through profit or loss, where they are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction in which case they are measured at the present value of future payments, discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when, there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Setpoint Properties Limited

Notes to the Financial Statements for the Year Ended 31 January 2018

2 Accounting policies (continued)

Financial instruments (continued)

Debt instruments which meet the criteria set out within section 11 of FRS 102 for basic financial instruments are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Debt instruments that are classified as payable or receivable within one year on initial recognition and which meet the criteria for a basic financial instrument, are measured at the undiscounted amount of cash or other consideration expected to be paid or received, net of impairment.

Financial assets are derecognised when and only when (a) the contractual rights to the cash flows from the financial asset expire or are settled, (b) the company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or (c) the company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Provisions

Provisions are recognised when the company has an obligation at the reporting date as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Setpoint Properties Limited

Notes to the Financial Statements for the Year Ended 31 January 2018

2 Accounting policies (continued)

Deferred tax assets and liabilities are offset only if: (a) the company has a legally enforceable right to set off current tax assets against current tax liabilities; and (b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Summary of significant judgements and key accounting estimates

Provisions

The provision included in the accounts in respect of the enquiry into its Employee Benefit Trust represents the directors' best estimate of the financial effect in the event that the enquiry is resolved in HMRC's favour. The directors have used figures provided by HMRC in order to calculate their estimate.

Investments

Unlisted investments are reviewed annually for impairment by the directors'. Unlisted investments are reviewed based upon the current and future prospects of the investment and where applicable, external transactions relating to the share capital of the company the investment relates to.

3 Staff numbers

The average number of persons employed by the company (including directors) during the year, was 3 (2017 - 3).

4 Fixed asset investments

	Unlisted investments £
Cost	
At 1 February 2017 and 31 January 2018	<u>50,250</u>
Impairment	
At 1 February 2017 and 31 January 2018	<u>(10,000)</u>
Carrying amount	
At 31 January 2018	<u>40,250</u>

Setpoint Properties Limited

Notes to the Financial Statements for the Year Ended 31 January 2018

Details of related undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Name	Registered Office	Interest
Berwick Street Securities LLP	3rd Floor 4 Hill Street, London, United Kingdom, W1J 5NE	24.93%

The principal activity of Berwick Street Securities LLP is property development.

5 Debtors

	2018	2017
	£	(restated)
		£
Other debtors	87,148	83,797

At 31 January 2018, the company had unprovided deferred tax assets of £711,674 (2017: £571,091) in respect of tax losses available for relief against future trading profits.

6 Creditors

	2018	2017
	£	(restated)
		£
Due within one year		
Trade creditors	1,530	3,150
Amounts owed to parent company	415,217	418,217
Taxation and social security	-	2,438
Other creditors	426	2,581
Accruals	3,750	-
	420,923	426,386

Setpoint Properties Limited

Notes to the Financial Statements for the Year Ended 31 January 2018

7 Other provisions

	Total £
At 1 February 2017	167,723
Transfer for the year	<u>3,000</u>
At 31 January 2018	<u>170,723</u>

The company has an outstanding enquiry into its Employee Benefit Trust for the year ended 31 January 2008. The enquiry is ongoing and the directors are of the opinion that it is not probable that the enquiry will be resolved in the company's favour. The provision included in the accounts represents the directors' best estimate of the financial effect in the event that the enquiry is resolved in HMRC's favour.

8 Share capital

Allotted, called up and fully paid shares

	2018 £	2017 £
1,300,002 Ordinary shares of £1 each	<u>1,300,002</u>	<u>1,300,002</u>

9 Reserves

Profit and loss reserve

The profit and loss reserve represents accumulated losses incurred by the company.

10 Contingent liabilities

A borrowing agreement entered into by GTP3 LLP, an entity in which the ultimate controlling party has an interest, has created a fixed charge over the £40,000 unlisted investment held by the company.

Setpoint Properties Limited

Notes to the Financial Statements for the Year Ended 31 January 2018

11 Prior year adjustment

During the year the directors have reviewed the accounting treatment of the Company's investment in its joint venture, Berwick Street Securities LLP. Historically the company has taken a true and fair override from the requirement of FRS 102 Section 15 to record the joint venture at either cost less impairment or at fair value, and recorded its share of the assets and liabilities of the joint venture, together with its share of results. Further to a review of the joint venture LLP agreement, the Directors no longer consider the true and fair override to be appropriate and have restated the Balance Sheet and Profit and Loss account for the year ended 2017 to remove the results of the joint venture and to record the investment in the joint venture at cost.

This restatement reduces the loss for the year ended 31 January 2017 by £624,949, reduces the net liabilities at 31 January 2017 by £1,540,453 and reduces net liabilities at 1 February 2016 by £915,504

12 Parent and ultimate controlling party

The ultimate parent company is PMB Holdings Limited, a company registered in England and Wales. Copies of the PMB Holdings Limited consolidated financial statements may be obtained from 3rd Floor, 4 Hill Street, London, W1J 5NE.

The ultimate controlling party is P M Beckwith.