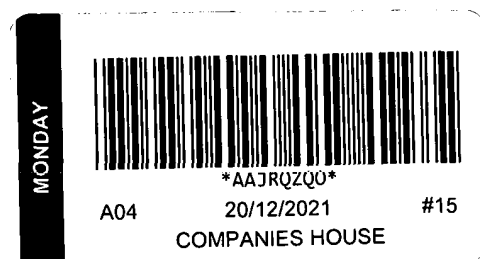


Sydney & Tavistock Properties Limited

Directors' report and financial statements

Registered number 03684660

31 March 2021



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Directors' report

The directors present their report and the audited financial statements for the year ended 31 March 2021.

Principal activities

The principal activity of the company is property investment.

Business review

The results for the year ended 31 March 2021 are set out on page 7.

Dividends and transfers to reserves

The loss for the financial year was £10,330 (2020: £2,419). The directors do not recommend the payment of a dividend (2020: £nil).

Directors

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

RJ Anning

SJ Childs

L Jordan – (Appointed 1 April 2021)

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 reappointed and KPMG LLP will therefore continue in office.

By order of the board



SJ Childs
Director

1st Floor Sackville House
143-149 Fenchurch Street
London
EC3M 6BN

18 November 2021

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.

Independent auditor's report to the members of Sydney & Tavistock Properties Limited

Opinion

We have audited the financial statements of Sydney & Tavistock Properties Limited ("the company") for the year ended 31 March 2021 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 March 2021 and of its loss 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.

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").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

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 above conclusions are not a guarantee that the company will continue in operation.

Independent auditor's report to the members of Sydney & Tavistock Properties Limited (continued)

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because sales transactions have no judgemental aspects of revenue recognition.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

The Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Whilst the Company is subject to many other laws and regulations, we did not identify any others where the consequences of non-compliance alone could have a material effect on amounts or disclosures in the financial statements.

Independent auditor's report to the members of Sydney & Tavistock Properties Limited (continued)

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

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.

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.

Independent auditor's report to the members of Sydney & Tavistock Properties Limited (continued)

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.

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.



Jeremy Thomas (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
3 Assembly Square
Britannia Quay
Cardiff
CF10 4AX

22 November 2021

Profit and Loss Account
for the year ended 31 March 2021

	<i>Note</i>	Year ended 31 March 2021 £	Year ended 31 March 2020 £
Turnover	2	50	50
Gross profit		50	50
Administrative expenses		(10,380)	(2,469)
Operating loss	3-4	(10,330)	(2,419)
Loss and total comprehensive income for the financial year	2-5	(10,330)	(2,419)

The above results relate entirely to continuing operations.

Balance Sheet
at 31 March 2021

	Note	2021	2020
		£	£
Fixed assets			
Investment property	6	1,000	1,000
Investments	7	318,356	318,356
		<u>319,356</u>	<u>319,356</u>
Current assets			
Debtors	8	842	376
Cash at bank and in hand		12	3,457
		<u>854</u>	<u>3,833</u>
Creditors: amounts falling due within one year	9	(336,573)	(329,222)
		<u></u>	<u></u>
Net current liabilities		<u>(335,719)</u>	<u>(325,389)</u>
Total assets less current liabilities being net liabilities		<u>(16,363)</u>	<u>(6,033)</u>
Capital and reserves			
Called up share capital	10	2	2
Non-distributable profit reserve	10	500	500
Profit and loss account		(16,865)	(6,535)
		<u>(16,363)</u>	<u>(6,535)</u>
Shareholder's deficit		<u>(16,363)</u>	<u>(6,033)</u>

These financial statements were approved by the board of directors on 18 November 2021 and were signed on its behalf by:



SJ Childs
Director

Statement of Changes in Equity
for the year ended 31 March 2021

	Called up Share capital	Non- distributable profit reserve	Profit and loss account	Total equity
	£	£	£	£
Balance at 1 April 2019	2	500	(4,116)	(3,614)
Total comprehensive income for the period				
Loss, being the total comprehensive income for the year	-	-	(2,419)	(2,419)
Balance at 31 March 2020	2	500	(6,535)	(6,033)

	Called up Share capital	Non- distributable profit reserve	Profit and loss account	Total equity
	£	£	£	£
Balance at 1 April 2020	2	500	(6,535)	(6,033)
Total comprehensive income for the period				
Loss, being the total comprehensive income for the year	-	-	(10,330)	(10,330)
Balance at 31 March 2021	2	500	(16,865)	(16,363)

Notes

(forming part of the financial statements)

1 Accounting policies

Sydney & Tavistock Properties Limited (the "Company") is a private company limited by shares and incorporated, registered and domiciled in the UK (England and Wales).

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").

The Company's parent undertaking, Sydney & London Properties Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Sydney & London Properties Limited are available to the public and may be obtained from Park House, Greyfriars Road, Cardiff, CF10 3AF. 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 the end of the year;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation

As the consolidated financial statements of Sydney & London Properties Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

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

Judgements or estimates made by the directors in the application of these accounting policies that have a significant effect on the financial statements are discussed in note 13.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

The financial statements have been prepared on the going concern basis, notwithstanding net liabilities of £16,363 and net current liabilities of £335,719 which the directors believe to be appropriate for the following reasons.

The Directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides and the anticipated impact of COVID-19 on the operations and its financial resources, the Company will have sufficient funds to meet its liabilities as they fall due for that period.

The Company's activity is the holding of investments and it does not expect to incur any significant costs or liabilities associated with this activity in the forecast period. Ongoing costs are minimal and are funded by the immediate parent undertaking, Sydney & London Properties Limited.

Those forecasts are therefore dependent on Sydney & London Properties Limited not seeking repayment of the amounts currently due to it, which at 31 March 2021 amounted to £334,050, and on providing additional financial support during that period. Sydney & London Properties Limited has indicated its intention to continue to make available such funds as are needed by the company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Notes (continued)

1 Accounting policies (continued)

1.2 Going concern (continued)

Consequently, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

1.3 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

1.4 Investment property

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are recognised initially at cost and thereafter at fair value.

1.5 Investments

Investments are measured initially at fair value, which is normally the transactions price. Subsequent to initial recognition, investments that can be measured reliably are measured at fair value with changes recognition in profit or loss. Other investments are measured at cost less impairment in profit or loss.

1.6 Turnover

Turnover (which is stated net of VAT) consists of rental income earned from properties held for investment purposes. Proceeds from the sale of investment properties are not included in turnover and the related profit or loss is calculated with reference to the carrying amount in the balance sheet. Acquisitions and disposals of investment properties are normally recognised when exchanged contracts become unconditional.

Notes (continued)

1.7 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. The following timing difference is not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met. 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. Deferred tax balances are not discounted.

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.

2 Turnover

All turnover is derived from the UK and arises solely from the principal activity of the company.

3 Expenses and auditor's remuneration

Auditor's remuneration:

	2021 £	2020 £
Audit of these financial statements	2,500	2,000

4 Staff number and costs/remuneration of directors

The company has no employees. Certain expenses of the company are paid and services are provided by Gross Hill Management Services Limited for which the company pays management charges.

The directors received remuneration totalling £9,000 (2020: 9,000) in respect of their services to the company. The remuneration was paid by other companies within the Group of the ultimate parent undertaking, Boughton Holdings Limited.

Notes (continued)

5 Taxation

Total tax expense recognised in the profit and loss account

	2021 £	2020 £
<i>Current tax</i>		
UK corporation tax	-	-
	<u> </u>	<u> </u>

There are taxable trading losses of £634,600 (2020: £631,770) available to carry forward, which may affect future tax charges.

The Company did not recognise a deferred tax asset in respect of the taxable trading losses on the basis that it is not sufficiently certain that future taxable profits against which they can be offset will arise.

Reconciliation of effective tax rate

	2021 £	2020 £
Loss before taxation	(10,330)	(2,419)
	<u> </u>	<u> </u>
Tax using the UK corporation tax rate of 19 % (2020: 19 %)	(1,963)	(460)
Non-deductible expenses	1,425	-
Deferred tax not recognised	538	460
	<u> </u>	<u> </u>
Total tax included in profit or loss	-	-
	<u> </u>	<u> </u>

The March 2020 budget announced that a rate of 19% would continue to apply with effect from 1 April 2020. This change was substantively enacted on 17 March 2020.

An increase in the UK corporation rate from 19% to 25% was substantively enacted on 24 May 2021. This will increase the company's future current tax charge accordingly.

6 Investment property

	2021 £
Balance at start and end of the year	1,000
	<u> </u>
Historical cost at start and end of year	500
	<u> </u>

Notes (continued)

7 Fixed asset investment

	2021 £
At beginning and end of the year	318,356

The above is investment in an Israeli Limited Partnership which is undertaking a property project. The carrying amount of the above investment is reviewed at each reporting date. The directors determine there is no indication of impairment. No returns are currently being recognised in relation to this investment due to the high level of uncertainty regarding the timing and level of returns which will be received on conclusion of the project. The directors review the position periodically.

8 Debtors

	2021 £	2020 £
Trade debtors	60	60
Other debtors and prepayments	245	243
Other tax and social security	537	73
	<u>842</u>	<u>376</u>

9 Creditors: amounts falling due within one year

	2021 £	2020 £
Accruals and deferred income	2,523	2,022
Amounts owed to group undertaking	334,050	327,200
	<u>336,573</u>	<u>329,222</u>

Amounts owed to group undertaking is a non interest bearing loan. The loan has no fixed date for repayment.

10 Share capital and reserves

	2021 £	2020 £
<i>Allotted, called up and fully paid</i>		
2 ordinary shares of £1 each	2	2

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Non-distributable profit reserve

Unrealised changes in fair value of investment properties are included in a non-distributable profit reserve.

Notes (continued)

11 Related parties

The following companies have been identified as related parties by virtue of their shareholdings in the company:

Sydney & London Properties Limited

The balance with the related parties has been identified and disclosed in note 9.

12 Ultimate parent company and parent company of larger group

The ultimate parent undertaking of the company is Boughton Holdings Limited, a company incorporated in Gibraltar. Boughton Holdings Limited is under the control of Michael Gross and Danielle Beissah Katri, the main shareholders.

Gross Hill Properties heads the largest group of undertakings for which group financial statements are drawn up, and of which the company is a member. The parent undertaking of the company which heads the smallest group of undertakings for which group financial statements are drawn up, and of which the company is a member, is Sydney & London Properties Limited, a company incorporated in England and Wales. The consolidated financial statements of these companies are available to the public and may be obtained from Park House, Greyfriars Road, Cardiff, CF10 3AF.

13 Accounting estimates and judgements

There are no key assumptions concerning the future or other key sources of estimation uncertainty at the balance sheet date that may cause material adjustment to the carrying amount of assets or liabilities within the next financial year.