

**LONDON AND CAPITAL PROPERTIES LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**REGISTERED NUMBER 03806748**

**FOR THE YEAR ENDED**

**30 JUNE 2013**

THURSDAY



\*A2NJOLKW\*

A71

19/12/2013

#281

COMPANIES HOUSE

# **LONDON AND CAPITAL PROPERTIES LIMITED**

## **REPORT OF THE DIRECTORS**

The Directors have pleasure in presenting their Report and the audited financial statements of the Company for the year ended 30 June 2013

### **BUSINESS REVIEW AND PRINCIPAL ACTIVITY**

London and Capital Properties Limited is a wholly owned subsidiary of London and Capital Group Limited. The company's principal activity is the provision of property investment and management services.

There have not been any significant changes to the Company's principal activity in the year under review. The Directors are not aware, at the date of this report, of any likely major changes in the Company's activity in the next year. The Directors believe that the Company is well placed to continue its principal activity in the coming year.

The Company's result for the year is shown on page 5.

The balance sheet on page 6 of the financial statements shows that the Company's financial position at the year decreased from the previous year. Details of amounts owed to Group undertakings is shown in note 8 on page 10. In addition to profit and loss on ordinary activities before taxation and net assets attributable to shareholders, management's view is that no other performance indicators are relevant to this analysis.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Further details regarding the adoption of the going concern basis can be found in the Statement of accounting policies in the financial statements.

### **Risk Management**

The Directors consider the principal risks and uncertainties facing the Company to comprise reputational, strategic, credit and liquidity risks.

#### **- Reputational Risk**

The Directors consider a loss of reputation to be the most significant risk to a business operating in this sector but that this risk would crystallise only as a consequence of a failure in managing the Company's other principal risks.

#### **- Strategic Risk**

This risk results from external factors and inadequate senior management processes that could lead to a significant failure of the strategy of the Company as a whole. The risk is mitigated by a well established reporting structure for agreeing strategy, risk, planning and budgets.

#### **- Credit Risk**

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. Management monitors exposure to credit risk through regular review of credit exposure, assessing credit-worthiness of counter parties and prudent estimates of provision for doubtful debts. Due to the nature of financial assets, the Company believes that other than inter-company balances it is not exposed to any major concentration of credit risk.

#### **- Liquidity risk**

Liquidity risk is the risk that the Company will be unable to meet its financial requirements. To guard against this risk, assets are managed with liquidity in mind maintaining a balance of cash and cash equivalents. The maturity profile is monitored to ensure adequate liquidity is maintained.

### **RESULTS AND DIVIDENDS**

The company's results for the year are given in the profit and loss account on page 5.

The Directors do not propose the payment of a dividend (2012 £nil).

# **LONDON AND CAPITAL PROPERTIES LIMITED**

## **REPORT OF THE DIRECTORS**

**(Continued)**

### **DIRECTORS**

The Directors in office throughout the year were as follows

D K Freedman  
R W Leigh

### **GOING CONCERN**

The Directors have received confirmation from the holding Company that they will provide support to ensure that liabilities can be met as they fall due. Accordingly the financial statements have been prepared on a going concern basis.

### **SUPPLIER PAYMENT POLICY AND PRACTICE**

It is the Company's policy that payments to suppliers are made in accordance with those terms and conditions agreed with its suppliers, provided that all trading terms and conditions have been complied with.

### **DIRECTORS' INDEMNITIES**

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

### **CLOSE COMPANY**

The Company is a close company within the meaning of the Income and Corporation Taxes Act 1988.

### **AUDITORS**

Each of the persons who is a director at the date of approval of this report confirms that

1) so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and

2) the Director has taken all the steps that he ought to have taken in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

### **Registered Office**

7 Triton Square  
Regents Place  
London  
NW1 3HG

Dated 21 October 2013

**BY ORDER OF THE BOARD**



D K FREEDMAN  
Director

## **LONDON AND CAPITAL PROPERTIES LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, 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.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF**  
**LONDON AND CAPITAL PROPERTIES LIMITED**

We have audited the financial statements of London and Capital Properties Ltd for the year ended 30 June 2013 which are set out on pages 5 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 30 June 2013 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.


**Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us, or
- the Company's 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.

  
**Lorraine Bay (Senior Statutory Auditor)**  
for and on behalf of Moore Stephens LLP  
Statutory Auditors  
London, United Kingdom

Date 21 October 2013

**LONDON AND CAPITAL PROPERTIES LIMITED**

**PROFIT AND LOSS ACCOUNT**

**FOR THE YEAR ENDED 30 JUNE 2013**

		<b>Year ended 30 June 2013</b>	<b>Year ended 30 June 2012</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>
<b>TURNOVER</b>	(2)	3,850,424	2,680,018
Administration expenses		(4,225,939)	(2,681,470)
<b>OPERATING (LOSS)</b>	(3)	<u>(375,515)</u>	<u>(1,452)</u>
Interest receivable		949	1,452
<b>(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	(3)	<u>(374,566)</u>	<u>-</u>
Tax on (loss) on ordinary activities	(4)	-	-
<b>(LOSS) FOR THE FINANCIAL YEAR</b>		<u><u>(374,566)</u></u>	<u><u>-</u></u>

The above figures include all recognised gains or losses for both the current year and prior year

As a result a statement of total recognised gains and losses is not presented

All of the Company's activities were in respect of continuing operations

The notes on pages 7 to 11 form an integral part of these financial statements

**LONDON AND CAPITAL PROPERTIES LIMITED**  
**REGISTERED NUMBER 03806748**  
**BALANCE SHEET AS AT 30 JUNE 2013**

		As at 30 June 2013		As at 30 June 2012	
	Notes	£	£	£	£
<b>CURRENT ASSETS</b>					
Debtors	(7)	2,477,651		3,079,296	
Cash at bank and in hand		-		-	
<b>TOTAL CURRENT ASSETS</b>			2,477,651		3,079,296
Creditors amounts falling due within one year	(8)		(4,201,698)		(4,428,777)
<b>NET CURRENT LIABILITIES</b>			<u>(1,724,047)</u>		<u>(1,349,481)</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	(9)		2		2
Profit and loss account	(10)		(1,724,049)		(1,349,483)
<b>SHAREHOLDERS' DEFICIT</b>	(11)		<u>(1,724,047)</u>		<u>(1,349,481)</u>

The financial statements were approved by the Board and authorised for issue on  
and signed on their behalf by

*21 October 2013*

  
D K FREEDMAN  
Director

Date *21 October 2013*

The notes on pages 7 to 11 form an integral part of these financial statements

**LONDON AND CAPITAL PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2013**

**1) ACCOUNTING POLICIES**

**a) Basis of Preparation**

The financial statements have been prepared in accordance with applicable law and United Kingdom accounting standards (United Kingdom Generally Accepted Accounting Practice)

The Directors have applied a going concern basis on the grounds that the holding company has provided a letter of financial support for a period of at least 12 months from the date of signing these accounts

The principal accounting policies of the Company have remained unchanged from the previous year

The Directors have taken the guidance issued by The Financial Reporting Council in November 2008 as best practice for the Company and have conducted a thorough review of the business and its cash flows. The Company has considerable Assets under Management on which it earns fees and continues to successfully generate new business from different sectors. The Company's forecast and projections show that the Company has sufficient working capital to meet its day-to-day requirements for the foreseeable future. As a consequence, the Directors believe that the Company is well placed to manage its business risks successfully. Accordingly the Directors continue to adopt the going concern basis in preparing the annual report and accounts.

**b) Turnover**

The Company recognises income for management services on an accruals basis and on transactions when they are substantially completed.

Performance fees and fees arising on the sale of client properties in the European & German Real Estate Funds are recognised in the period to which they relate.

**c) Taxation**

Current Tax, including United Kingdom 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.

Full provision is made for deferred tax arising from timing differences between the recognition of gains and losses in the financial statements and their recognition in the tax computation. Deferred tax assets are recognised to the extent that they are regarded as recoverable and 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 assets and liabilities are not discounted.

**d) Expenses**

Expenses are accounted for on an accruals basis.

**e) Foreign currencies**

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the Balance Sheet date. All differences are taken to the profit and loss account.



**LONDON AND CAPITAL PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2013**  
**(continued)**

**1) ACCOUNTING POLICIES (continued)**

**f) Exemption from preparing a Cash-Flow Statement**

The Company is exempt from the requirements of FRS 1 (revised 1996) to prepare a cash-flow statement as it is a wholly-owned subsidiary of London and Capital Group Limited

**g) Pension Scheme**

The Company operates a salary sacrifice scheme for its employees to contribute into a pension. The Company contributes the employers NI saving equivalent to 13.8% of the gross contribution.

**2) TURNOVER**

Turnover was derived from the principal activity and is earned wholly within the United Kingdom. The Company has only one class of business and operates in only one geographical segment.

**3) LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION**

	Year ended 30 June 2013 £	Year ended 30 June 2012 £
Loss on ordinary activities before taxation is stated after charging		
Exchange loss	4,318	13,748

The audit fee for London and Capital Properties Limited is paid by the parent company London and Capital Group Limited.

**4) TAX ON LOSS ON ORDINARY ACTIVITIES**

Current tax		
UK Corporation tax on losses of the period	-	-
Deferred tax	-	-
Tax on loss on ordinary activities	-	-

The current tax assessed for the period is lower than the standard rate of corporation tax in the UK 23% (2012 26%). The differences are explained below.

Loss on ordinary activities before tax	(374,566)	-
Loss on ordinary activities multiplied by the standard rate in the UK of 23% (2012 26%)	(86,150)	-
Effects of		
Carried forward losses	86,150	-
Group Relief	-	-
Accelerated capital allowances and other timing differences	-	-
Current tax charge for the period	-	-

**LONDON AND CAPITAL PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2013**  
**(continued)**

**4) TAX ON LOSS ON ORDINARY ACTIVITIES (continued)**

	Year ended 30 June 2013 £	Year ended 30 June 2012 £
<b>Deferred tax</b>		
Deferred tax brought forward	27	27
Change in Tax Rate during the year	-	-
Group Relief	-	-
Creation of losses brought forward	86,150	-
Origination of timing differences	-	-
Deferred tax carried forward	<u>86,177</u>	<u>27</u>

The above deferred tax asset in respect of carried forward losses is not being recognised due to the uncertainty of future trading profits

**5) DIRECTORS' REMUNERATION**

	£	£
Directors' emoluments	-	-
	<u>-</u>	<u>-</u>

Both of the Directors are paid by the ultimate holding company and their emoluments are disclosed in the financial statements of that Company

**6) STAFF COSTS**

Particulars of employees (including directors) are as shown below Both directors have contracts of employment with other Group companies

	£	£
Wages and salaries	535,145	487,548
Social security costs	67,607	60,027
Other pension costs	-	-
	<u>602,752</u>	<u>547,575</u>

Average number of employees by activity (including executive directors)

	No.	No.
Sales	4	4
Administration	2	2
	<u>6</u>	<u>6</u>

**LONDON AND CAPITAL PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2013**  
**(continued)**

<b>7) DEBTORS</b>	<b>Year ended 30 June 2013 £</b>	<b>Year ended 30 June 2012 £</b>
Amounts falling due within one year		
Trade Debtors	50,991	128,774
Amounts owed from Group undertakings	2,424,756	2,950,522
Other debtors	1,904	-
Corporation tax	-	-
	<hr/> 2,477,651 <hr/>	<hr/> 3,079,296 <hr/>
 <b>8) CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR</b>		
Bank Overdraft	3,214	46,869
Amounts owed to Group Undertakings	4,008,917	4,144,134
Accruals and Deferred Income	-	-
Other Creditors	189,567	237,774
	<hr/> 4,201,698 <hr/>	<hr/> 4,428,777 <hr/>
 <b>9) SHARE CAPITAL</b>		
<b>Allotted, issued and fully paid</b>		
2 Ordinary Shares of £1 each	<hr/> 2 <hr/>	<hr/> 2 <hr/>
 <b>10) RESERVES</b>		<b>Profit and Loss Account £</b>
Opening Balance at 1 July 2012		(1,349,483)
Loss for the financial year		(374,566)
Closing Balance at 30 June 2013		<hr/> (1,724,049) <hr/>

**LONDON AND CAPITAL PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2013**  
**(continued)**

**11) RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT**

	Year ended 30 June 2013 £	Year ended 30 June 2012 £
Profit for the financial year	(374,566)	-
Opening shareholders' deficit	(1,349,481)	(1,349,481)
Closing shareholders' deficit	<u>(1,724,047)</u>	<u>(1,349,481)</u>

**12) CONTINGENT LIABILITIES**

The Company had no contingent liabilities at 30 June 2013 or 30 June 2012

**13) CAPITAL COMMITMENTS**

The Company had no capital commitments at 30 June 2013 or 30 June 2012

**14) CONTINGENT ASSET**

There was no contingent asset at 30 June 2013 or 30 June 2012

**15) RELATED PARTY TRANSACTIONS**

As at the 30 June 2013 the Company was a wholly-owned subsidiary of London and Capital Group Limited, a company registered in England and Wales. The Company has taken advantage of the exemption under FRS 8 and has therefore not disclosed transactions or balances with other wholly owned entities which form part of the Group. There are no other related party transactions.

**16) ULTIMATE PARENT COMPANY**

In the opinion of the directors the ultimate and immediate parent Company at 30 June 2013 was London and Capital Group Ltd, a company incorporated in England and registered in England and Wales.

A copy of the parent Company's accounts may be obtained from 7 Triton Square, London, NW1 3HG. The parent undertaking of the largest and the smallest group for which Company and Group accounts are prepared is London and Capital Group Limited.

Mr Freedman and Mr Leigh control the Company as a result of directly controlling 70% of the Issued Share capital of the company.