

Registration number: 03871243

Horndrift Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2018



Horndrift Limited

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Horndrift Limited

Strategic Report for the Year Ended 31 March 2018

The directors present their Strategic Report for the year ended 31 March 2018.

Business review and principal activities

Horndrift 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 is jointly with others the beneficial owner of the freeholds of a number of stores operated by a national supermarket chain in the United Kingdom. The freeholds are subject to leases which will expire in 2023. Under the arrangements entered into at the time the company acquired its interest in the stores, the supermarket chain has an option, once the head lease expires, to purchase the stores or take new leases of them at a full market rent. Should the supermarket chain not take up such options, the company would, together with the other beneficial owners, review its investment in the freeholds to determine the optimum strategy to maximise the value of its investment.

As shown in the company's Profit and Loss Account on page 8, the company's turnover has remained consistent with the prior year. Profit on ordinary activities before taxation is £5,300,000 compared to a loss on ordinary activities before taxation of £7,891,300 in the prior year. The primary driver of the significant movement in profit on ordinary activities before taxation is the £5,300,000 revaluation gain recognised in the year, compared to £7,900,000 revaluation loss in the prior year.

Dividends of £nil (2017: £nil) were paid in the year.

The Balance Sheet on page 10 shows that the company's financial position at the year end has, in net assets terms, increased compared with the prior year.

The Board uses total return, to monitor the performance of the group. 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.

Horn drift Limited

Strategic Report for the Year Ended 31 March 2018 (continued)

The group 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 group'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.

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

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

Approved by the Board on 31/07/18 and signed on its behalf by:

Victoria Cooper V.COOPER

British Land Company Secretarial Limited
Company secretary

Horndrift Limited

Directors' Report for the Year Ended 31 March 2018

The directors present their report and the financial statements for the year ended 31 March 2018.

Directors of the company

The directors, who held office during the year, and up to the date of signing the financial statements, were as follows:

S M Barzycki
J C McNuff
P S Macey
L M Bell (resigned 19 January 2018)
C J Middleton
B Lewis
T A Roberts
N M Webb

Directors' responsibilities statement

The directors acknowledge their responsibilities 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 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 company has indemnified one or more of 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.

A number of associated companies within the group have indemnified one or more of their 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.

Environmental matters

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/2018

Horndrift Limited

Directors' Report for the Year Ended 31 March 2018 (continued)

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 2 of the financial statements.

Subsequent Events

Details of significant events since the Balance Sheet date, if any, are contained in note 11.

Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Reappointment of independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the next Board Meeting.

Approved by the Board on 31/07/18 and signed on its behalf by:

Victoria Cooper V. COOPER

British Land Company Secretarial Limited
Company secretary

Horndrift Limited

Independent Auditors' Report to the Members of Horndrift Limited

Report on the audit of the financial statements

Opinion

In our opinion, Horndrift Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 March 2018; the Profit and Loss Account, the Statement of Comprehensive Income, and the Statement of Changes in Equity for the year then ended; and the Notes to the Financial Statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Horndrift Limited

Independent Auditors' Report to the Members of Horndrift Limited (continued)

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 March 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of directors for the financial statements

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 in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also 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.

In preparing the financial statements, the Directors are responsible for 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 the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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 an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

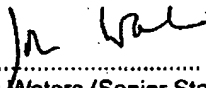
Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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
- certain disclosures of Directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

Horndrift Limited

Independent Auditors' Report to the Members of Horndrift Limited (continued)

We have no exceptions to report arising from this responsibility.


.....
John Waters (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP,
Chartered Accountants and Statutory Auditors
London

Date: 

Horndrift Limited

Profit and Loss Account for the Year Ended 31 March 2018

	Note	2018 £	2017 £
Turnover		-	-
Administrative expenses		-	8,700
Operating profit		-	8,700
Revaluation of investments	7	5,300,000	(7,900,000)
Profit/(loss) on ordinary activities before taxation		5,300,000	(7,891,300)
Tax on profit/(loss) on ordinary activities	6	-	-
Profit/(loss) for the year		5,300,000	(7,891,300)

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

Under the property management agreement the beneficial owners are entitled to income. This income is utilised to meet operation costs of the structure.

The notes on pages 12 to 17 form an integral part of these financial statements.

Horndrift Limited

Statement of Comprehensive Income for the Year Ended 31 March 2018

	2018 £	2017 £
Profit/(loss) for the year	<u>5,300,000</u>	<u>(7,891,300)</u>
Total comprehensive income/(expense) for the year	<u><u>5,300,000</u></u>	<u><u>(7,891,300)</u></u>

The notes on pages 12 to 17 form an integral part of these financial statements.

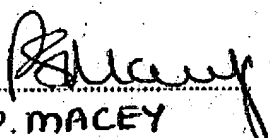
Horndrift Limited

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Balance Sheet as at 31 March 2018

	Note	31 March 2018 £	31 March 2017 £
Fixed assets			
Investments held for trading	7	<u>98,700,000</u>	<u>93,400,000</u>
		98,700,000	93,400,000
Creditors due within one year	8	<u>(268,405)</u>	<u>(268,405)</u>
Net assets		<u>98,431,595</u>	<u>93,131,595</u>
Capital and reserves			
Share capital	9	100	100
Profit and loss account		<u>98,431,495</u>	<u>93,131,495</u>
Shareholders' funds		<u>98,431,595</u>	<u>93,131,595</u>

Approved by the Board on 31/07/18 and signed on its behalf by:


P. MACEY
Director

The notes on pages 12 to 17 form an integral part of these financial statements.

Horndrift Limited

Statement of Changes in Equity for the Year Ended 31 March 2018

	Share capital £	Profit and loss account £	Total £
Balance at 1 April 2016	100	101,022,795	101,022,895
Loss for the year	-	(7,891,300)	(7,891,300)
Total comprehensive expense for the year	-	(7,891,300)	(7,891,300)
Balance at 31 March 2017	100	93,131,495	93,131,595
Balance at 1 April 2017	100	93,131,495	93,131,595
Profit for the year	-	5,300,000	5,300,000
Total comprehensive income for the year	-	5,300,000	5,300,000
Balance at 31 March 2018	100	98,431,495	98,431,595

The notes on pages 12 to 17 form an integral part of these financial statements.

Horndrift Limited

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

1 General information

The company is a private company limited by share capital, incorporated and domiciled in England, United Kingdom.

The address of its registered office is:
York House
45 Seymour Street
London
W1H 7LX

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

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. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

Summary of disclosure exemptions

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.

Horndrift Limited

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

2 Accounting policies (continued)

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 12.

Going concern

The Balance Sheet shows that the company has net current liabilities. 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. Moreover the directors consider that the company has adequate resources to continue trading for the foreseeable future, and a working capital cycle enabling the company to meet all liabilities as they fall due.

As a consequence of this the directors feel that the company is well placed to managed its business risks successfully in the current economic climate. Accordingly, they believe the going concern basis is an appropriate one.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 April 2017 have had a material effect on the financial statements.

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted. Taxable profit differs from net profit as reported in the Profit and Loss Account 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.

Investments held for trading

Investments held for trading are classified as fair value through profit or loss. Investments held for trading are initially recorded at fair value and are subsequently externally valued at the same basis at the balance sheet date. Any surplus or deficit arising on revaluing Investments held for trading is recognised in the profit and loss account.

3 Significant accounting judgements and key sources of estimation uncertainty

The key source of estimation uncertainty relates to the valuation of investments. 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.

4 Auditors' remuneration

A notional charge of £1,060 (2017: £1,030) is deemed payable to PricewaterhouseCoopers LLP in respect of the audit of the financial statements for the year ended 31 March 2018. Actual amounts payable to PricewaterhouseCoopers LLP are paid at group level by The British Land Company PLC.

No non-audit fees (2017: £nil) were paid to PricewaterhouseCoopers LLP.

Horndrift Limited

**Notes to the Financial Statements for the Year Ended 31 March 2018
(continued)**

5 Staff costs

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

Average number of employees, excluding directors, of the company during the year was nil (2017: nil)

6 Tax on profit on ordinary activities

	2018 £	2017 £
Current taxation		
UK corporation tax	-	-
Tax charge/(credit) in the profit and loss account	-	-
	2018 £	2017 £
Tax reconciliation		
Profit/(loss) on ordinary activities	5,300,000	(7,891,300)
Tax on profit on ordinary activities at UK corporation tax rate of 19% (2017 : 20%)	1,007,000	(1,578,260)
Effects of:		
REIT exempt income and gains	-	(1,740)
(Increase)/decrease in fair value of investments held for trading	(1,007,000)	1,580,000
Total tax charge/(credit)	-	-

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantially enacted on 6 September 2016. This rate reduction has been reflected in the calculation of deferred tax on the Balance Sheet date, where relevant.

7 Investments held for trading

	Other Investments £	Total £
Underlying net asset value of investment		
1 April 2017	93,400,000	93,400,000
Revaluation	5,300,000	5,300,000
31 March 2018	98,700,000	98,700,000

Horndrift Limited

**Notes to the Financial Statements for the Year Ended 31 March 2018
(continued)**

7 Investments held for trading (continued)

	Other Investments £	Total £
Underlying net asset value of investment		
1 April 2016	101,300,000	101,300,000
Revaluation	<u>(7,900,000)</u>	<u>(7,900,000)</u>
31 March 2017	<u>93,400,000</u>	<u>93,400,000</u>
 Provision for underlying net asset change		
1 April 2017	-	-
Provision written back/(written off)	<u>-</u>	<u>-</u>
31 March 2018	<u>-</u>	<u>-</u>
 Provision for underlying net asset change		
1 April 2016	-	-
Provision written back/(written off)	<u>-</u>	<u>-</u>
31 March 2017	<u>-</u>	<u>-</u>
 At cost		
31 March 2018	<u>98,700,000</u>	<u>98,700,000</u>
31 March 2017	<u>93,400,000</u>	<u>93,400,000</u>

The investments held for trading comprise interests as a trust beneficiary. The trust's assets comprise freehold reversions in a pool of commercial properties, comprising Sainsbury's superstores. The interest was categorised as Level 3 in the fair value hierarchy and its fair value has been determined by the Directors, supported by an external valuation from CBRE.

Horndrift Limited

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

8 Creditors due within one year

	31 March 2018 £	31 March 2017 £
Amounts due to related parties	268,205	268,205
Preference shares	200	200
	<u>268,405</u>	<u>268,405</u>

Amounts due to related parties relate to amounts owed to group companies which are repayable on demand. Interest is charged on these balances in accordance with the group policy on intercompany loan accounts.

9 Called up share capital and preference shares

	31 March 2018		31 March 2017	
	No.	£	No.	£
Ordinary A shares of £.001 each	1,000	1.00	1,000	1.00
Ordinary B shares of £1.000 each	99	99	99	99
	<u>1,099</u>	<u>100</u>	<u>1,099</u>	<u>100</u>

Shares classified as financial liabilities:

	No	2018 £	No	2017 £
1% cumulative preference shares of £1 each	200	200	200	200

The 'A' ordinary shares carry full voting rights. No dividend can be declared on the 'A' ordinary shares unless a dividend of up to 1% of the aggregate amount to be declared is, at the same time, declared on the 'B' ordinary shares.

The 'B' ordinary shares carry no voting rights. No dividend can be declared on the 'B' ordinary shares unless a dividend is also declared on the 'A' ordinary shares. On a winding up of the company 'B' ordinary shareholders have a right to receive the nominal amount paid on each of their shares in preference to any payments to the 'A' ordinary shareholders. The 'B' ordinary shareholders have no further right to participate in the assets of the company available for distribution.

The preference shares are redeemable at par at any time after the provision of not less than 14 days written notice to the holders of such shares. Where the company distributes profit in respect of a financial year they carry a cumulative dividend of nil% per annum in priority to other shareholders. The preference shares carry no voting rights. On a winding up of the company, the preference shareholders have a right to receive, in preference to any payments to the ordinary shareholders, £1 per share plus any accrued dividend. These shares meet the definition of a financial liability under IAS 39.

Horndrift Limited

**Notes to the Financial Statements for the Year Ended 31 March 2018
(continued)**

10 Capital commitments

The total amount contracted for but not provided in the financial statements was £nil (2017: nil)

11 Subsequent events

There have been no significant events since the year end.

12 Parent and ultimate parent undertaking

The immediate parent company is British Land Department Stores 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.