
CENTRAL PROPERTIES (GLASGOW) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013



CENTRAL PROPERTIES (GLASGOW) LIMITED

COMPANY INFORMATION

| | |
|--------------------------|---|
| Directors | J P White S R Jenkin |
| Company secretary | C A Stratton |
| Registered number | 4002329 |
| Registered office | 11-15 Wigmore Street London W1A 2JZ |

CENTRAL PROPERTIES (GLASGOW) LIMITED

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CENTRAL PROPERTIES (GLASGOW) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2013

The directors present their report and the financial statements for the year ended 30 June 2013

The Director's report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption

Principal activities and review of business

The principal activity of the company is that of property trading and development

There has been no change in the activity of the company during the year under review, or since the balance sheet date

Going concern

The company has limited cash resources and at 30 June 2013 had net liabilities of £2.49m. For some time, its outgoings have been funded by loans from a group company but that is no longer assured. If the company is unable to raise money from its assets or secure alternative borrowings in the event its parent company ceases to provide additional loans or demands repayment of its existing loan, it may not be able to continue to trade.

The directors have concluded that the combination of these circumstances represents a material uncertainty that casts significant doubt upon the company's ability to continue as a going concern and that, therefore, the company may be unable to realise its assets and discharge its liabilities in the normal course of business. Nevertheless, after making enquiries, the directors have a reasonable expectation that the company will have adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis in preparing the financial statements.

Results and dividends

The profit for the year, after taxation, amounted to £14,921 (2012 - £4,638)

The directors have not recommended the payment of dividends during the year (2012: £NIL)

Directors

The directors who served during the year were

J P White
S R Jenkin

J P White is also director of the ultimate parent company, North Row Holdings Limited

CENTRAL PROPERTIES (GLASGOW) LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2013**

Provision of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of Companies Act 2006

Auditor

The auditor, Deloitte LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

This report was approved by the board on 12 March 2014 and signed on its behalf

C A Stratton

C A Stratton
Secretary

CENTRAL PROPERTIES (GLASGOW) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 30 JUNE 2013

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 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 judgments and accounting estimates that are reasonable and prudent,
- 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.

CENTRAL PROPERTIES (GLASGOW) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CENTRAL PROPERTIES (GLASGOW) LIMITED

We have audited the financial statements of Central Properties (Glasgow) Limited for the year ended 30 June 2013, which comprise the profit and loss account, the balance sheet and the related notes 1 to 12. 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 auditor

As explained more fully in the Statement of directors' responsibilities, 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 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 profit 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.

Emphasis of matter

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosure made in Note 1 to the financial statements concerning the company's ability to continue as a going concern. As at 30 June 2013 the company had net liabilities of £2.49m. For some time, its outgoings have been funded by loans from a group company but the support is no longer assured. If the company is unable to raise money from its assets or secure alternative borrowings in the event its parent company ceases to provide additional loans or demands repayment of its existing loan, it may not be able to continue to trade. These conditions, along with other matters explained in note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

CENTRAL PROPERTIES (GLASGOW) LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CENTRAL PROPERTIES
(GLASGOW) LIMITED**

Opinion on other matter 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, 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 remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit
- the directors are not entitled to take advantage of the small companies exemption in preparing the Directors report

Andrew Clark FCA

Andrew Clark FCA (Senior statutory auditor)

for and on behalf of Deloitte LLP

Deloitte LLP

Chartered Accountants and Statutory Auditor

LONDON

Date *14 March 2014*

CENTRAL PROPERTIES (GLASGOW) LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2013**

| | Note | 2013 £ | 2012 £ |
|--|-------------|-------------------|-------------------|
| TURNOVER | 1 | 26,485 | 31,711 |
| Cost of sales | | (6,962) | (23,113) |
| GROSS PROFIT | | 19,523 | 8,598 |
| Administrative expenses | | (900) | (2,373) |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | 18,623 | 6,225 |
| Tax on profit on ordinary activities | 4 | (3,702) | (1,587) |
| PROFIT FOR THE FINANCIAL YEAR | 8 | 14,921 | 4,638 |

All amounts relate to continuing operations

There were no recognised gains and losses for 2013 or 2012 other than those included in the profit and loss account

The notes on pages 8 to 12 form part of these financial statements

CENTRAL PROPERTIES (GLASGOW) LIMITED
REGISTERED NUMBER: 4002329

BALANCE SHEET
AS AT 30 JUNE 2013

| | Note | £ | 2013 £ | £ | 2012 £ |
|---|------|--------------------|--------------------|--------------------|--------------------|
| CURRENT ASSETS | | | | | |
| Development and trading properties | | 300,000 | | 300,000 | |
| Debtors | 5 | 11,363 | | 5,886 | |
| | | <u>311,363</u> | | <u>305,886</u> | |
| CREDITORS: amounts falling due within one year | 6 | <u>(2,802,157)</u> | | <u>(2,811,601)</u> | |
| NET CURRENT LIABILITIES | | | <u>(2,490,794)</u> | | <u>(2,505,715)</u> |
| NET LIABILITIES | | | <u>(2,490,794)</u> | | <u>(2,505,715)</u> |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 7 | | 1 | | 1 |
| Profit and loss account | 8 | | <u>(2,490,795)</u> | | <u>(2,505,716)</u> |
| SHAREHOLDERS' DEFICIT | 9 | | <u>(2,490,794)</u> | | <u>(2,505,715)</u> |

The financial statements were approved and authorised for issue by the board and were signed on its behalf by



J P White
Director

Date 12/03/14

The notes on pages 8 to 12 form part of these financial statements

CENTRAL PROPERTIES (GLASGOW) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

1 ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards

1.2 Going concern

The company has limited cash resources and at 30 June 2013 had net liabilities of £2.49m. For some time, its outgoings have been funded by loans from a group company but that is no longer assured. If the company is unable to raise money from its assets or secure alternative borrowings in the event its parent company ceases to provide additional loans or demands repayment of its existing loan, it may not be able to continue to trade.

The directors have concluded that the combination of these circumstances represents a material uncertainty that casts significant doubt upon the company's ability to continue as a going concern and that, therefore, the company may be unable to realise its assets and discharge its liabilities in the normal course of business. Nevertheless, after making enquiries, the directors have a reasonable expectation that the company will have adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis in preparing the financial statements.

1.3 Cash flow statement

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

1.4 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

1.5 Trading properties and developments

These assets are included in the financial statements at the lower of cost and net realisable value. Cost for this purpose comprises the purchase cost of land and buildings, development expenditure and attributable overheads.

In considering the net realisable value of land and properties, it is assumed developments will be completed and sold in the ordinary course of the company's business, and that they would not be placed on the market for immediate sale.

Profit on sales of developed properties is taken on receipt of sales proceeds at legal completion. Costs attributable to each sale comprise an appropriate proportion of the total costs of the development. Provision is made for anticipated after sales maintenance costs.

CENTRAL PROPERTIES (GLASGOW) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

1 ACCOUNTING POLICIES (continued)

1.6 Deferred taxation

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded, as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

1.7 Current taxation

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

2 OPERATING PROFIT

Fees payable to the company's auditor for the audit of the company's annual accounts, for the current and preceding year have been borne by the ultimate parent company, North Row Holdings Limited in the sum of £1,970 (2012: £1,970).

3. STAFF COSTS

The company has no employees other than the directors, who did not receive any remuneration (2012 - £NIL).

4. TAXATION

| | 2013 £ | 2012 £ |
|--|--------------|--------------|
| UK corporation tax charge on profit for the year | <u>3,702</u> | <u>1,587</u> |

CENTRAL PROPERTIES (GLASGOW) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2013**

4 TAXATION (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2012 - lower than) the standard rate of corporation tax in the UK of 23.75% (2012 - 25.5%). The differences are explained below

| | 2013 £ | 2012 £ |
|--|--------------|--------------|
| Profit on ordinary activities before tax | 18,623 | 6,225 |
| Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 23.75% (2012 - 25.5%) | 4,423 | 1,587 |
| Effects of | | |
| Tax losses utilised | (721) | - |
| Group relief (claimed)/surrendered | (3,702) | (1,587) |
| Payment to/ (from) group company for surrender of tax losses | 3,702 | 1,587 |
| Current tax charge for the year | 3,702 | 1,587 |

Factors that may affect future tax charges

The company has potential deferred tax assets of £534,923 (2012 - £558,907) in respect of tax losses. These have not been recognised as it is not sufficiently certain that suitable taxable profits will arise against which the assets could be recovered.

5 DEBTORS

| | 2013 £ | 2012 £ |
|--------------------------------|---------------|--------------|
| Trade debtors | 8,842 | 4,040 |
| Other debtors | 1,845 | 1,846 |
| Prepayments and accrued income | 676 | - |
| | 11,363 | 5,886 |

6 CREDITORS

Amounts falling due within one year

| | 2013 £ | 2012 £ |
|---------------------------------|------------------|------------------|
| Trade creditors | 1,846 | 1,846 |
| Amounts owed to group companies | 2,796,941 | 2,808,483 |
| VAT | 1,415 | 60 |
| Accruals and deferred income | 1,955 | 1,212 |
| | 2,802,157 | 2,811,601 |

CENTRAL PROPERTIES (GLASGOW) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2013**

6. CREDITORS

Amounts falling due within one year (continued)

Amounts owed to group companies are interest free and repayable on demand

7 SHARE CAPITAL

| | 2013 £ | 2012 £ |
|---|-----------|-----------|
| Allotted, called up and fully paid | | |
| 1 Ordinary share of £1 | <u>1</u> | <u>1</u> |

8 RESERVES

| | Profit and loss account £ |
|---------------------|---------------------------------|
| At 1 July 2012 | (2,505,716) |
| Profit for the year | 14,921 |
| At 30 June 2013 | <u>(2,490,795)</u> |

9 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT

| | 2013 £ | 2012 £ |
|-------------------------------|--------------------|--------------------|
| Opening shareholders' deficit | (2,505,715) | (2,510,353) |
| Profit for the year | 14,921 | 4,638 |
| Closing shareholders' deficit | <u>(2,490,794)</u> | <u>(2,505,715)</u> |

10. POST BALANCE SHEET EVENTS

No events have arisen between 30 June 2013 and the date of this report that would have had a material effect on the Financial Statements as at 30 June 2013

11. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption granted by paragraph 3(c) of Financial Reporting Standard No 8 not to disclose related party transactions with companies wholly owned by North Row Holdings Limited

CENTRAL PROPERTIES (GLASGOW) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2013**

12 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The ultimate parent company and controlling party of the largest and smallest group of which the company is a member and for which group accounts are prepared is North Row Holdings Limited, Canonsfield Developments Limited is the immediate parent company and parent company of the smallest group to which the company belongs. Both companies are incorporated in Great Britain. Copies of the financial statements are available from Companies House, Crown Way, Mandy, Cardiff, CF14 3UZ.