Registered number: 04369500

LONDON TOWN ESTATES LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018



COMPANY INFORMATION

Director

Koolesh D Shah

Registered number

04369500

Registered office

8-14 Talbot Square

London W2 1TS

Independent auditor

Crowe U.K. LLP St Bride's House 10 Salisbury Square

London EC4Y 8EH

CONTENTS

	Page
Director's report	1 - 2
Independent auditor's report	3 - 5
Statement of comprehensive income	6
Statement of financial position	7
Statement of changes in equity	8
Notes to the financial statements	9 - 17

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The director presents his report and the financial statements for the year ended 31 December 2018.

Director's responsibilities statement

The director is responsible for preparing the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies for the company's financial statements 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 director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

Director

The director who served during the year was:

Koolesh D Shah

Disclosure of information to auditor

The director at the time when this Director's report is approved has confirmed that:

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

Auditor

The auditor, Crowe U.K. LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

DIRECTOR'S REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

Small companies

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

Koolesh D Shah

Director

Date: 3/7/19

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF LONDON TOWN ESTATES LIMITED

Opinion

We have audited the financial statements of London Town Estates Limited (the 'company') for the year ended 31 December 2018, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

- the director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has 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.

Other information

The director is responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF LONDON TOWN ESTATES LIMITED (CONTINUED)

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 in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Director's report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Director's report.

We have nothing to report in respect of the following matters in relation to which 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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to prepare the financial statements in accordance with the small companies
 regime and take advantage of the small companies' exemptions in preparing the Director's report and
 from the requirement to prepare a Strategic report.

Responsibilities of directors

As explained more fully in the Director's responsibilities statement on page 1, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines 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 director is 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 director either intends to liquidate the company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF LONDON TOWN ESTATES LIMITED (CONTINUED)

Auditor's 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 Auditor's 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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's report.

Use of our report

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.

Nigel Boshell

Nigel Bostock (Senior statutory auditor)

for and on behalf of Crowe U.K. LLP

Statutory Auditor

St Bride's House 10 Salisbury Square London EC4Y 8EH

Date: 3 1/2 2019

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2018

	Note	2018 £	2017 £
Turnover		371,823	343,081
Gross profit		371,823	343,081
Administrative expenses		(199,324)	(164,043)
Fair value movements	4	1,255,279	359,875
Operating profit		1,427,778	538,913
Interest receivable and similar income		6,368	2,915
Interest payable and expenses		(96,322)	(85, 786)
Profit before tax		1,337,824	456,042
Tax on profit	6	(204,278)	(31,784)
Profit for the financial year		1,133,546	424,258

There was no other comprehensive income for 2018 (2017:£NIL).

The notes on pages 9 to 17 form part of these financial statements.

LONDON TOWN ESTATES LIMITED REGISTERED NUMBER: 04369500

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2018

	Note		2018 £		2017 £
Fixed assets					
Investment property	7		13,870,000		12,614,721
			13,870,000		12,614,721
Current assets					
Debtors: amounts falling due within one year	8	118,352		118,238	
Cash at bank and in hand		537,004		376,372	
		655,356		494,610	
Creditors: amounts falling due within one year	9	(60,724)		(65,413)	
Net current assets			594,632		429, 197
Total assets less current liabilities			14,464,632		13,043,918
Creditors: amounts falling due after more than one year	10		(4,132,217)		(4,049,327)
Provisions for liabilities					
Deferred tax	12	(1,322,984)		(1,118,706)	
Net assets			9,009,431		7,875,885
Capital and reserves					
Called up share capital	13		100		100
Other reserves	14		8,901,623		7,850,622
Profit and loss account	14		107,708		25, 163
			9,009,431		7,875,885

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

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

Koolesh D Shah Director

Date:

The notes on pages 9 to 17 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

	Called up share capital £	Other reserves £	Profit and loss account £	Total equity
At 1 January 2017	100	7,490,747	(39,220)	7,451,627
Comprehensive income for the year				
Profit for the year	-	-	424,258	424,258
Transfer to/from profit and loss account	-	359,875	(359,875)	-
At 1 January 2018	100	7,850,622	25,163	7,875,885
Comprehensive income for the year				
Profit for the year	•	-	1,133,546	1,133,546
Transfer to/from profit and loss account	-	1,051,001	(1,051,001)	-
At 31 December 2018	100	8,901,623	107,708	9,009,431

The notes on pages 9 to 17 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1. General information

The principal activity of the company in the period under review was that of a renting investment properties in the United Kingdom.

The company is a private company limited by shares (registered number 04369500), which is incorporated and domiciled in the UK. The address of the registered office is 8-14 Talbot Square, London, W2 1TS.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Going concern

The director has considered the financial position of the company and the financial statements have been prepared assuming that the company will continue as a going concern.

In making this assumption, he has considered the future trading of the company, and the continued support of the other group companies.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

2. Accounting policies (continued)

2.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the company has transferred the significant risks and rewards of ownership to the buyer;
- the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.4 Interest income

Interest income is recognised in the Statement of comprehensive income using the effective interest method.

2.5 Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.6 Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the year in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

2. Accounting policies (continued)

2.7 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.8 Investment property

Investment property is carried at fair value determined annually by external valuers and derived from the current market rents and investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in the Statement of comprehensive income.

2.9 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.10 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.11 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

2. Accounting policies (continued)

2.12 Provisions for liabilities

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the company becomes aware of the obligation, and are measured at the best estimate at the Statement of financial position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

2.13 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of Financial Statements in conformity with Financial Reporting Standard 102 section 1A, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland, requires the use of certain critical accounting estimates. It also requires the Director of the Company to exercise their judgement in the process of applying the accounting policies which are detailed above.

These judgements are continually evaluated by the Director and management and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The key estimates and underlying assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are reviewed on an ongoing basis.

Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The key accounting policies and key sources of estimation uncertainty relate to the valuation of investment property, the provision of the deferred tax liability and the recognition of revenue.

4. Other operating income

	2018 £	2017 £
Fair value movement on investment properties	1,255,279	359,875
	1,255,279	359,875

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

5. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2017 - £NIL).

6. Taxation

	2018 £	2017 £
Corporation tax		
Current tax on profits for the year	-	18,509
Total current tax	<u>-</u>	18,509
Deferred tax		
Origination and reversal of timing differences	204,278	13,275
Total deferred tax	204,278	13,275
Taxation on profit on ordinary activities	204,278	31,784

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2017 - lower than) the standard rate of corporation tax in the UK of 19% (2017 - 19.2466%). The differences are explained below:

	2018 £	2017 £
Profit on ordinary activities before tax	1,337,824	456,042
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 19.2466%) Effects of:	254,187	87,773
Permanent differences	(238,503)	(69, 264)
Deferred tax movement not previously provided for and effects of changes in rate of tax Group relief	204,278 (15,684)	13,275 -
Total tax charge for the year	204,278	31,784

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

7.	Investment property		
			Freehold investment property £
	Valuation		
	At 1 January 2018		12,614,721
	Surplus on revaluation		1,255,279
	At 31 December 2018		13,870,000
	The 2018 valuations were made by the Director, on an fair value basis.		
	If the Investment properties had been accounted for under the historic properties would have been measured as follows:	cost account	ing rules, the
		2018 £	2017 £
	Historic cost	4,069,228	4,069,228
		4,069,228	4,069,228
8.	Debtors		
		2018 £	2017 £
	Amounts owed by group undertakings	117,000	117,000
	Prepayments and accrued income	1,352	1,238
		118,352	118,238

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

9.	Creditors: Amounts falling due within one year		•
		2018 £	2017 £
	Corporation tax	_	18,509
	Other creditors	9,353	13,103
	Accruals and deferred income	51,371	33,801
		60,724	65,413
10.	Creditors: Amounts falling due after more than one year		
		2018 £	2017 £
	Bank loans	3,827,322	3,827,322
	Amounts owed to group undertakings	304,895	222,005
		4,132,217	4,049,327
	Secured loans		
	Bank loans are secured by charges on some of the freehold properties.		
11.	Loans		
	Analysis of the maturity of loans is given below:		
		2018 £	2017 £
	Amounts falling due after more than 5 years		
	Bank loans	3,827,322	3,827,322
		3,827,322	3,827,322

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

12. Deferred taxation

At beginning of year Charged to profit or loss

At end of year

(1,118,706) (204,278)
(1,322,984)

2018

100

2018 £

2017

100

The provision for deferred taxation is made up as follows:

Datamad tau an incasturant manadisa

100 Ordinary shares of £1 each

Deterred tax on investment properties	(1,322,984)	(1,118,706)
	(1,322,984)	(1,118,706)
Share capital		
Allotted, called up and fully paid	2018 £	2017 £

14. Reserves

13.

Investment property revaluation reserve

The Investment property revaluation reserve as at 31 December 2018 is £8,901,623 (2017: £7,850,622), which relates to the net revaluation of investment properties in the year and deferred tax on revaluations. Any movement in this reserve is recognised in the profit and loss account and moved to other reserves within the statement of changes in equity. This reserve which is not distributable reflects unrealised gains on revaluations.

Profit and loss account

The profit and loss reserve as at 31 December 2018 is £107,708, (2017: £25,163). The movement relates to profit recognised during the year net of fair value movements and deferred tax which have been taken to other reserves in the statements of changes in equity.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

15. Related party transactions

The company has taken advantage of the exemption in FRS102 Section 33.1A from the requirement to disclose the transactions between two or more members of the group, as all members are wholly owned subsidiaries of the ultimate parent company.

The immediate parent undertaking is London Town Group of Companies Limited, a company incorporated in England and Wales.

The ultimate parent undertakings in London Town Group of Companies Holdings Limited, a company incorporated in England and Wales.

London Town Group of Companies Holdings Limited is the parent undertakings of the largest group of undertakings to consolidate these financial statements at 31 December 2018. The consolidated financial statements of London Town Group of Companies Holdings Limited can be obtained from 8-14 Talbot Square, London, W2 1TS.

London Town Group of Companies Limited is the parent undertakings of the smallest group of undertakings to consolidate these financial statements at 31 December 2018. The consolidated financial statements of London Town Group of Companies Limited can be obtained from 8-14 Talbot Square, London, W2 1TS.

In the director's opinion controlling party is Aura Trust, a trust resident outside the UK.