

COMPANY REGISTRATION NUMBER: 04673202

**TOPLAND (REVERSIONS) LIMITED**

**Financial statements**

**31 May 2016**

TUESDAY



\*L617H6H7\*

LD3

28/02/2017

#18

COMPANIES HOUSE

# TOPLAND (REVERSIONS) LIMITED

## Financial statements

Year ended 31 May 2016

---

<b>Contents</b>	<b>Page</b>
Officers and professional advisers	<b>1</b>
Directors report	<b>2</b>
Independent auditor's report to the members	<b>4</b>
Statement of comprehensive income	<b>6</b>
Statement of financial position	<b>7</b>
Statement of changes in equity	<b>8</b>
Notes to the financial statements	<b>9</b>

# TOPLAND (REVERSIONS) LIMITED

## Officers and professional advisers

---

### **The board of directors**

E Zakay  
M Kingston  
C F Moharm

### **Company secretary**

C F Moharm

### **Registered office**

55 Baker Street,  
London,  
W1U 7EU

### **Auditor**

BDO LLP  
55 Baker Street  
London  
W1U 7EU

### **Bankers**

Barclays Bank Plc  
Pall Mall Corporate Group  
50 Pall Mall  
London  
SW1A 1QA

# TOPLAND (REVERSIONS) LIMITED

## Directors report

Year ended 31 May 2016

---

The directors present their report and the financial statements of the company for the year ended 31 May 2016.

### Principal activities

The entity is a private company, limited by shares and incorporated in England and Wales. The principal activity is holding group investment in certain joint ventures. The result for the year is shown on page 6.

### Directors

The directors who served the company during the year were as follows:

E Zakay	
C F Moharm	
M Kingston	(Appointed 9 July 2015)
R W Jones	(Resigned 9 July 2015)

### Change in financial reporting framework

This is the first set of financial statements prepared by Topland (Reversions) Limited in accordance with accounting standards issued by the Financial Reporting Council including FRS102, the Financial Reporting Standard applicable in the UK and Republic of Ireland ('FRS102 Section 1A, Smaller Entities'). The company transitioned from previously extant UK GAAP to FRS102 Section 1A, Smaller Entities as at 1 June 2014. Refer to the 'Transition to FRS102' note for further details.

### Directors responsibilities statement

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) including Financial Reporting Standard 102 section 1A, Smaller Entities, "The Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)". 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 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.

# TOPLAND (REVERSIONS) LIMITED

Directors report *(continued)*

Year ended 31 May 2016

---

## Auditor

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

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

The company has dispensed with the obligation to appoint auditors annually. BDO LLP have expressed their willingness to continue in office.

## Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 23 February 2017 and signed on behalf of the board by:



C F Moharm  
Company secretary

# TOPLAND (REVERSIONS) LIMITED

## Independent auditor's report to the members of Topland (Reversions) Limited

Year ended 31 May 2016

---

We have audited the financial statements of Topland (Reversions) Limited for the year ended 31 May 2016 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity and the related notes. 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 directors responsibilities statement, 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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### 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 31 May 2016 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.

### 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 and the directors report has been prepared in accordance with applicable legal requirements.

Based on our knowledge and understanding of the company and its environment obtained during the course of the audit we have identified no material misstatements in the directors report.

# TOPLAND (REVERSIONS) LIMITED

Independent auditor's report to the members of Topland (Reversions) Limited *(continued)*

Year ended 31 May 2016

---

## 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 directors remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; and
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors report and take advantage of the small companies exemptions from the requirement to prepare a strategic report.



Richard Levy (Senior Statutory Auditor)

For and on behalf of  
BDO LLP  
55 Baker Street  
London  
W1U 7EU

23 February 2017

BDO LLP is a Limited Liability Partnership registered in England and Wales (with registered no. OC305127).

# TOPLAND (REVERSIONS) LIMITED

## Statement of comprehensive income

Year ended 31 May 2016

		2016 £	2015 £
<b>Turnover</b>	<b>Note 4</b>	<b>1,035,448</b>	499,082
<b>Gross profit</b>		<b>1,035,448</b>	499,082
Administrative expenses		<b>4,380</b>	(16,400)
<b>Operating profit</b>		<b>1,039,828</b>	482,682
<b>Profit on ordinary activities before taxation</b>		<b>1,039,828</b>	482,682
Taxation on ordinary activities	<b>8</b>	–	–
<b>Profit for the financial year and total comprehensive income</b>		<b>1,039,828</b>	482,682

All the activities of the company are from continuing operations.

The notes on pages 9 to 14 form part of these financial statements.

# TOPLAND (REVERSIONS) LIMITED

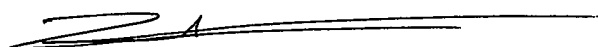
## Statement of financial position

31 May 2016

	Note	2016 £	2015 £
<b>Fixed assets</b>			
Investments	9	7,899,272	5,958,362
<b>Current assets</b>			
Debtors	10	491,673	491,673
<b>Creditors: amounts falling due within one year</b>	11	(6,840,371)	(5,939,289)
<b>Net current liabilities</b>		<u>(6,348,698)</u>	<u>(5,447,616)</u>
<b>Total assets less current liabilities</b>		<u>1,550,574</u>	<u>510,746</u>
<b>Net assets</b>		<u>1,550,574</u>	<u>510,746</u>
<b>Capital and reserves</b>			
Called up share capital	13	1,000	1,000
Profit and loss account	14	1,549,574	509,746
<b>Members funds</b>		<u>1,550,574</u>	<u>510,746</u>

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

These financial statements were approved by the board of directors and authorised for issue on 23 February 2017, and are signed on behalf of the board by:



E Zakay  
Director

Company registration number: 04673202

The notes on pages 9 to 14 form part of these financial statements.

# TOPLAND (REVERSIONS) LIMITED

## Statement of changes in equity

Year ended 31 May 2016

	Called up share capital £	Profit and loss account £	Total £
<b>At 1 June 2014</b>	1,000	27,064	28,064
Profit for the year	—	482,682	482,682
<b>Total comprehensive income for the year</b>	—	482,682	482,682
<b>At 31 May 2015</b>	1,000	509,746	<b>510,746</b>
Profit for the year	—	1,039,828	<b>1,039,828</b>
<b>Total comprehensive income for the year</b>	—	1,039,828	<b>1,039,828</b>
<b>At 31 May 2016</b>	<u>1,000</u>	<u>1,549,574</u>	<u><b>1,550,574</b></u>

The notes on pages 9 to 14 form part of these financial statements.

# TOPLAND (REVERSIONS) LIMITED

## Notes to the financial statements

Year ended 31 May 2016

---

### 1. Statement of compliance

These financial statements have been prepared in compliance with FRS 102 Section 1A, Smaller Entities, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

This is the first set of financial statements prepared by Topland (Reversions) Limited in accordance with the accounting standards issued by the Financial Reporting Council, including FRS102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland ("FRS102 Section 1A, Smaller Entities")'.

### 2. Accounting policies

#### Basis of preparation

The following principal accounting policies have been applied:

#### Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following items:

- Financial instruments
- Investment property

The preparation of financial statements in compliance with FRS 102 Section 1A Small Entities requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the accounting policies.

#### Going concern

In preparing the financial statements, the directors are required to make an assessment of the company's ability to continue as a going concern. A fellow subsidiary of the group headed by Topland Group Holdings Limited has confirmed that it will not call for repayment of the intragroup creditors for at least 12 months from the date of approval of these financial statements unless the company has sufficient funds to be able to make repayments. This will enable the company to continue in its current operations and meet its financial obligations as they arise for at least 12 months from the date of approval of these financial statements. For this reason, The directors continue to adopt the going concern basis in preparing these financial statements.

#### Transition to FRS 102

The entity transitioned from previous UK GAAP to FRS 102 section 1A, Smaller Entities as at 1 June 2014. Details of how FRS 102 has affected the reported financial position and financial performance is given in note 18.

#### Disclosure exemptions

The company satisfies the criteria of being a qualifying entity as defined in FRS102 Section 1A, Smaller Entities. As such, advantage has been taken of the following disclosure exemptions under FRS102 Section 1A, Smaller Entities.

No Statement of Cash Flow has been presented.

#### Revenue recognition

Turnover represents income generated from the company's investments and is measured at the fair value of amounts receivable, comprising interest on loans to joint ventures.

# TOPLAND (REVERSIONS) LIMITED

## Notes to the financial statements *(continued)*

Year ended 31 May 2016

---

### 2. Accounting policies *(continued)*

#### **Current and deferred tax**

The tax expense is made up of current and deferred tax. Tax expense is recognised in profit and loss, except tax attributable to an income or expense recognised as other comprehensive income or recognised directly in equity, which is recognised as other comprehensive income or directly to equity as appropriate.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Current and deferred tax is calculated using the tax rates and laws enacted or substantively enacted by the reporting date.

#### **Investments**

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

#### **Financial instruments**

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

#### **Financial liabilities and equity**

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than its legal form.

Financial liabilities that are not classified as financial instruments are recorded at transaction cost. All changes to transaction cost are recognised in profit and loss account.

#### **Financial Assets**

Financial assets are classified according to the substance of the financial instrument's contractual obligations, rather than its legal form.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit and loss account immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

# TOPLAND (REVERSIONS) LIMITED

## Notes to the financial statements (continued)

Year ended 31 May 2016

### 3. Judgements and key sources of estimation uncertainty

The preparation of financial statements in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland, requires the use of certain critical accounting estimates and judgements. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Although these estimates are based on Directors' best knowledge of the amount, event or actions, actual results may differ from those estimates. The following is intended to provide an understanding of the policies that the Directors' consider critical because of the level of complexity, judgement or estimation involved in their application and their impact on the financial statements.

#### Recoverability of investments and debtors

The recoverability of investments and debtors are assessed based on factors specific to each individual investment or debtor.

### 4. Turnover

Turnover is wholly attributable to the principal activities of the company and arises solely within the United Kingdom.

### 5. Auditor's remuneration

	2016 £	2015 £
Fees payable for the audit of the financial statements	2,020	1,500
Fees payable to the company's auditor and its associates for other services:		
Taxation compliance services	1,250	1,250

### 6. Particulars of employees

There were no persons employed by the company in the year (2015: nil).

### 7. Directors

No director received any emoluments during the year (2015: £nil).

### 8. Taxation on ordinary activities

#### Reconciliation of tax income

The tax assessed on the profit on ordinary activities for the year is lower than (2015: lower than) the standard rate of corporation tax in the UK of 20% (2015: 20.83%).

	2016 £	2015 £
Profit on ordinary activities before taxation	1,039,828	482,682
Profit on ordinary activities by rate of tax	207,966	100,557
Group relief	(79,969)	(37,540)
Transfer pricing adjustments	(127,997)	(63,017)
Tax on profit on ordinary activities	—	—

# TOPLAND (REVERSIONS) LIMITED

Notes to the financial statements (continued)

Year ended 31 May 2016

## 9. Investments

	Shares in participating interests £	Loans to participating interests £	Total £
<b>Cost</b>			
At 1 June 2015	24,003	5,934,359	<b>5,958,362</b>
Additions	–	1,953,260	<b>1,953,260</b>
Disposals	(24,003)	11,653	<b>(12,350)</b>
<b>At 31 May 2016</b>	<b>–</b>	<b>7,899,272</b>	<b>7,899,272</b>
<b>Carrying amount</b>			
<b>At 31 May 2016</b>	<b>–</b>	<b>7,899,272</b>	<b>7,899,272</b>
At 31 May 2015	24,003	5,934,359	<b>5,958,362</b>

### Investments in associates and joint ventures

The loan to Bluescape Limited has a maximum facility of £4,000,000 (2015: £2,860,000) the loan to Yellowscape Limited has a maximum facility of £5,227,500 (2015: £4,207,500). Both are repayable on demand.

The undertakings of the company at the year end was as follows:

	Country of incorporation	Proportion of share capital	Nature of business
Bluescape Limited*	UK	85%	Property development
Yellowscape Limited*	UK	85%	Property development

\*The investment is treated as a joint venture as voting rights are split equally.

## 10. Debtors

	2016 £	2015 £
Amounts owed by fellow subsidiaries	<b>491,673</b>	491,673

Amounts due from fellow subsidiaries bear no interest and are recoverable on demand.

## 11. Creditors: amounts falling due within one year

	2016 £	2015 £
Amounts owed to fellow subsidiaries	<b>6,840,369</b>	5,939,287
Other creditors	2	2
	<b>6,840,371</b>	5,939,289

Amounts due to fellow subsidiaries bear no interest and are repayable on demand.

# TOPLAND (REVERSIONS) LIMITED

## Notes to the financial statements (continued)

Year ended 31 May 2016

### 12. Financial instruments

The carrying amount for each category of financial instrument is as follows:

	2016 £	2015 £
<b>Financial assets</b>		
Financial assets that are debt instruments measured at amortised cost	<u>491,673</u>	<u>491,673</u>
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost	<u>6,840,369</u>	<u>5,939,287</u>

Financial assets measured at amortised cost comprise amounts owed by parent company, fellow subsidiaries and joint ventures.

Financial liabilities measured at amortised cost comprise amounts owed to fellow subsidiaries.

### 13. Called up share capital

Issued, called up and fully paid

	2016		2015	
	No	£	No	£
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

### 14. Reserves

Profit and loss account - This reserve records retained earnings and accumulated losses.

### 15. Commitments under operating leases

As lessor

The total future minimum lease payments receivable under non-cancellable operating leases are as follows:

	2016 £	2015 £
Not later than 1 year	25	25
Later than 1 year and not later than 5 years	100	100
Later than 5 years	<u>1,875</u>	<u>1,900</u>
	<u>2,000</u>	<u>2,025</u>

### 16. Related party transactions

During the year interest of £1,010,310 (2015: £490,673) was payable to fellow subsidiary companies.

At the year end, an amount of £8,390,945 (2015: £6,426,032) was due from fellow subsidiaries and joint ventures, and an amount of £6,840,369 (2015: £5,939,287) was due to fellow subsidiaries.

### 17. Controlling party

The largest group in which the results of the company are consolidated is that headed by Topland Group Holdings Limited, a company incorporated in the British Virgin Islands.

The immediate parent company is Topland Group Holdings Limited.

The ultimate parent company and controlling party is Topland Group Holdings International Limited, a company incorporated in the British Virgin Islands.

# TOPLAND (REVERSIONS) LIMITED

## Notes to the financial statements *(continued)*

Year ended 31 May 2016

---

### 18. Transition to FRS 102

These are the first financial statements that comply with FRS 102 section 1A, Smaller Entities. The company transitioned to FRS 102 section 1A, Smaller Entities on 1 June 2014.

No transitional adjustments were required in equity or profit or loss for the comparative period or opening reserves at the date of transition.

Until the 31 May 2015 the Company reported under previous UK GAAP.