

Company Registration No. 05891745 (England and Wales)

ESAG Commercial Properties Limited

**Annual report and financial statements
for the year ended 31 December 2014**

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ESAG Commercial Properties Limited

Company information

Directors	Raja Essa Al Gurg Maryam Essa Al Gurg Muna Essa Al Gurg
Company number	05891745
Registered office	Great Holland Hall Farm Frinton on Sea Essex CO13 0JS
Independent Auditors	Saffery Champness Lion House Red Lion Street London WC1R 4GB
Bankers	Lloyds TSB Bank plc City Office 11-15 Monument Street London EC3V 9JA
Solicitors	Taylor Wessing 5 New Street Square London EC4A 3TW

ESAG Commercial Properties Limited

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ESAG Commercial Properties Limited

Directors' report

For the year ended 31 December 2014

The directors present their report and financial statements for the year ended 31 December 2014.

Principal activity

The principal activity of the Company is the holding of investment property.

Directors

The following directors have held office since 1 January 2014:

Raja Essa Al Gurg

Maryam Essa Al Gurg

Muna Essa Al Gurg

Auditors

Saffery Champness have expressed their willingness to remain in office as auditors of the company.

Statement of directors' responsibilities

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 judgements 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.

ESAG Commercial Properties Limited

Directors' report (continued)

For the year ended 31 December 2014

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board

 21.5.2015

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Raja Essa Al Gurg

Director
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ESAG Commercial Properties Limited

Independent auditors' report

To the members of ESAG Commercial Properties Limited

We have audited the financial statements of ESAG Commercial Properties Limited for the year ended 31 December 2014 set out on pages 5 to 10. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 2, 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 Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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.

ESAG Commercial Properties Limited

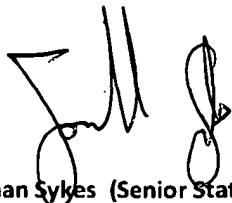
Independent auditors' report (continued)

To the members of ESAG Commercial Properties Limited

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; or
- 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 from preparing a strategic report or in preparing the directors' report.



Jonathan Sykes (Senior Statutory Auditor)
for and on behalf of Saffery Champness


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Chartered Accountants
Statutory Auditors

Lion House
Red Lion Street
London
WC1R 4GB

ESAG Commercial Properties Limited

Profit and loss account

For the year ended 31 December 2014

		Year ended 31 December 2014 £	Period ended 31 December 2013 £
	Notes		
Turnover		5,902,430	2,951,215
Administrative expenses		(311,774)	(140,830)
Operating profit	2	5,590,656	2,810,385
Other interest receivable and similar income	3	130	967
Interest payable and similar charges	4	(926,389)	(486,474)
Profit on ordinary activities before taxation		4,664,397	2,324,878
Tax on profit on ordinary activities	5	(1,002,888)	(534,722)
Profit for the year	10	3,661,509	1,790,156

The profit and loss account has been prepared on the basis that all operations are continuing operations.

The notes on pages 7 to 10 form part of these financial statements.

ESAG Commercial Properties Limited

Balance sheet

As at 31 December 2014

		As at 31 December 2014	As at 31 December 2013
	Notes	£	£
Fixed assets			
Investment property	6	120,000,000	120,000,000
Current assets			
Cash at bank and in hand		66,576	2,326,730
Creditors: amounts falling due within one year	7	(2,142,888)	(17,241,514)
Net current liabilities		(2,076,312)	(14,914,784)
Total assets less current liabilities		117,923,688	105,085,216
Creditors: amounts falling due after more than one year	8	(113,580,131)	(104,403,168)
		<u>4,343,557</u>	<u>682,048</u>
Capital and reserves			
Called up share capital	9	1	1
Revaluation reserve	10	1,502,768	1,502,768
Profit and loss account	10	<u>2,840,788</u>	<u>(820,721)</u>
Shareholders' funds		<u>4,343,557</u>	<u>682,048</u>

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

The notes on pages 7 to 10 form part of these financial statements.

Approved by the Board and authorised for issue on


 Raja Essa Al Gurg
 Director

Company Registration No. 05891745

ESAG Commercial Properties Limited

Notes to the financial statements

For the year ended 31 December 2014

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

1.3 Turnover

Turnover represents amounts derived from the provision of services and rental income on investment properties which fall within the Company's ordinary activities after deduction of trade discounts and value added tax. These are recognised in the period to which they relate and the right to consideration arises.

1.4 Investment properties

In accordance with SSAP 19, investment properties are revalued annually to open market value and the aggregate surplus or deficit is transferred to or from the revaluation reserve. Any diminution in value which is believed to be permanent is written off to the profit and loss account in the year in which it arises. No depreciation is to be provided in respect of investment properties. The Companies Act 2006 requires all properties to be depreciated. However, this requirement conflicts with the generally accepted accounting principles set out in SSAP 19.

These properties are not held for consumption, but for their investment potential, to depreciate them would not give a true and fair view, and therefore it is necessary to adopt SSAP 19 in order to give a true and fair view. If this departure from the Act had not been made, the profit for the financial year would have been reduced by depreciation. However, the amount of depreciation cannot reasonably be quantified because depreciation is only one of many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

1.5 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

ESAG Commercial Properties Limited

Notes to the financial statements (continued)

For the year ended 31 December 2014

2	Operating profit	2014	2013
		£	£
	Operating profit is stated after charging:		
	Auditors' remuneration	3,200	3,000
		<u> </u>	<u> </u>
	No director received any remuneration during the year (2013: £Nil).		
3	Other interest receivable and similar income	2014	2013
		£	£
	Bank interest	130	967
		<u> </u>	<u> </u>
		130	967
		<u> </u>	<u> </u>
4	Interest payable and similar charges	2014	2013
		£	£
	On amounts payable to group companies	-	130,688
	Bank interest paid	926,389	355,786
		<u> </u>	<u> </u>
		926,389	486,474
		<u> </u>	<u> </u>
5	Tax on profit on ordinary activities	2014	2013
		£	£
	Domestic current year tax		
	U.K. corporation tax	1,002,888	534,722
		<u> </u>	<u> </u>
	Total current tax	1,002,888	534,722
		<u> </u>	<u> </u>

ESAG Commercial Properties Limited

Notes to the financial statements (continued)
For the year ended 31 December 2014

6 Investment Property

	Freehold
	£
Cost or valuation	
At 1 January 2014 & at 31 December 2014	120,000,000
Net book value	
At 31 December 2014	120,000,000
At 31 December 2013	120,000,000

The directors consider the valuation of the investment property in the financial statements to represent the current open market value. The historic cost of this property is £118,497,232 (2013: £118,497,232).

7 Creditors: amounts falling due within one year

	2014	2013
	£	£

Bank loans and overdrafts	-	14,400,000
Trade creditors	17,670	8,482
Taxation and social security	751,408	1,106,136
Other creditors	1,373,810	1,726,896
	<u>2,142,888</u>	<u>17,241,514</u>

8 Creditors: amounts falling due after more than one year

	2014	2013
	£	£

Bank loans	-	57,600,000
Amounts owed to parent company	113,580,131	46,803,168
	<u>113,580,131</u>	<u>104,403,168</u>

Analysis of loans

Wholly repayable within five years	113,580,131	118,803,168
Included in current liabilities	-	(14,400,000)
	<u>113,580,131</u>	<u>104,403,168</u>

ESAG Commercial Properties Limited**Notes to the financial statements (continued)****For the year ended 31 December 2014**

9 Share capital	2014	2013
	£	£
Authorised		
1,000,000 Ordinary share of £1 each	<u>1,000,000</u>	<u>1,000,000</u>
Allotted, called up and fully paid		
1 Ordinary share of £1 each	<u>1</u>	<u>1</u>

10 Statement of movements on reserves	Revaluation reserve	Profit and loss account
	£	£
Balance at 1 January 2014	1,502,768	(820,721)
Profit for the year	-	3,661,509
Balance at 31 December 2014	<u>1,502,768</u>	<u>2,840,788</u>

11 Control

The ultimate parent company is Easa Saleh Al Gurg LLC, a company incorporated and registered in Dubai, United Arab Emirates.

12 Related party relationships and transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company.

The Company's results are included in the consolidated results of Wolfe Asset Management Limited, copies of whose accounts may be obtained from the Company's registered office, 19A Town Range, P.O. Box 872, Gibraltar.