

Caspan Limited

Directors' report and financial statements

Registered number 08139384

Period ended 31 July 2013



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Company information

Directors: M R Lethaby (*Appointed 10 September 2012*)
G S Mills (*Appointed 10 September 2012*)
M Oberoi (*Appointed 18 September 2012*)
D P Walsh (*Appointed 11 July 2012*)

Registered office: Grosvenor House
4-7 Station Road
Sunbury-on-Thames
Surrey
TW16 6SB

Bankers: Santander
Customer Service Centre
Bootle
Merseyside
L30 4GB

Auditor: Deloitte LLP
Global House
High Street
Crawley
West Sussex
RH10 1DL

Directors' report

The Directors present their annual report, together with the financial statements for the period ended 31 July 2013.

Caspan Limited was incorporated and registered in England and Wales on 11 July 2012.

Principal activities, business review and future prospects

The principal activity of the Company is property development.

Results and Dividends

No dividend was declared or paid in the period. The Company's financial position at the end of the period is shown on the attached financial statements.

Directors

The present membership of the Board is set out on page 2.

Going Concern

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The shareholders of Caspan Limited have confirmed to the Directors of Caspan Limited that they will not withdraw the shareholder funding loans per the Shareholder Agreement to the detriment of the company to be able to continue as a going concern and certainly not for a period of 12 months from the date of approval of the 2013 financial statements. For this reason the Directors have adopted a going concern basis in preparing the financial statements.

Auditor

Pursuant to Section 487 of the Companies Act 2006, Deloitte LLP was appointed as auditor during the period.

Independent auditor and disclosure of information to the independent auditor

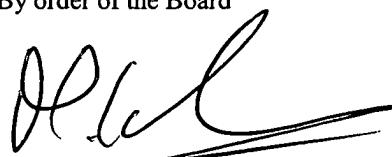
In the case of each of the persons who are directors of the Company at the date when this report was approved:

- So far as each director is aware, there is no relevant audit information (that is, information needed by the Company's auditor in connection with preparing its report) of which the Company's auditor is unaware; and
- Each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information 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 s418 of the Companies Act 2006.

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

By order of the Board



M R Lethaby
Finance Director

Caspan Limited
Grosvenor House
4-7 Station Road
Sunbury on Thames
Surrey TW16 6SB
20th October 2014

Statement of Directors' responsibilities in respect of the Directors' Report and the financial statements

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 period. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 estimates that are reasonable and prudent; 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CASPAN LIMITED

We have audited the financial statements of Caspan Limited for the period from 11 July 2012 to 31 July 2013 which comprise the Profit and Loss account, Balance sheet and the related notes 1 to 11. 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 Director's 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 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 July 2013 and of its loss for the period 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.

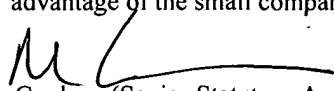
Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period 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 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 in preparing the directors' report or in preparing the strategic report.


Matthew Coulson (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Crawley

United Kingdom
22 October 2014

Profit and loss account
Period ended 31 July 2013

	<i>Note</i>	From 11 July 2012 to 31 July 2013 £
Turnover		-
Cost of sales		-
		<hr/>
Gross profit		-
Administrative expenses		(205,263)
		<hr/>
Loss on ordinary activities before taxation	<i>1</i>	(205,263)
		<hr/>
Tax on loss on ordinary activities	<i>2</i>	-
		<hr/>
Loss for the financial period	<i>8</i>	(205,263)
		<hr/> <hr/>

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

There are no recognised gains or losses other than those included in the profit and loss accounts above, and therefore no separate statement of total recognised gains and losses has been presented.

All amounts are deriving from continuing operations.

Balance Sheet
At 31 July 2013

	Note	31 July 2013 £
Fixed Assets		
Tangible fixed assets	3	3,444,593
Current Assets		
Debtors: amounts falling due within one year	4	39,835
Cash at bank		6,727
		<hr/> 46,562
Creditors: amounts falling due within one year	5	(2,847,568)
		<hr/> (2,801,006)
Net current liabilities		
		<hr/> 643,587
Total assets less current liabilities		
Creditors: amounts falling due after more than one year	6	(848,750)
		<hr/> (205,163)
Net Liabilities		
		<hr/> <hr/> (205,163)
Capital and reserves		
Called up share capital	7	100
Profit and loss account	8	(205,263)
		<hr/> (205,163)
Total shareholders' deficit	9	
		<hr/> <hr/> (205,163)

The financial statements of Caspan Limited, company registration number 08139384, have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

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

These financial statements were approved and authorised for issue by the board of Directors on 20th October 2014 and were signed on its behalf by:



M R Lethaby
Director

Notes to the financial statements

1 Accounting policies

The following accounting policies have been applied consistently in the current period in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable UK Financial Reporting Standards.

Going concern

The financial statements have been prepared on the going concern basis. The shareholders of Caspan Limited have confirmed to the Directors of Caspan Limited that they will not withdraw the shareholder funding loans per the Shareholder Agreement to the detriment of the company to be able to continue as a going concern and certainly not for a period of 12 months from the date of approval of the 2013 financial statements. The Directors are satisfied that the Company has access to sufficient working capital funding.

Cash flow statement

Under Financial Reporting Standard 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that the company is small.

Information regarding Directors and employees

The company had no employees (excluding Directors) during the current period.

None of the Directors received any remuneration during the current period.

Taxation

The charge for taxation is based on the result for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Auditor Remuneration

The audit fee payable to the company's auditor for the audit of the financial statements was £9,775.

Assets in the course of construction

Assets in the course of construction are stated at cost during the build phase, including finance costs.

At the end of the construction phase, the total asset under construction will be transferred to an investment property and will be depreciated over the useful economic life of the asset.

Finance costs

Finance costs that are directly attributable to the cost of construction of the asset are capitalised as part of the costs of the asset. The commencement of capitalisation begins when both finance costs and expenditure for the assets are being incurred and activities that are necessary to get the asset ready for use are in progress. Capitalisation ceases when the asset becomes operational.

Notes to the financial statements (continued)

2 Tax on profit on ordinary activities

The taxation charge for the period comprised:

	From 11 July 2012 to 31 July 2013 £
Current tax	-
Deferred taxation	-
Tax on loss on ordinary activities	-

Factors affecting the tax charge for the current period

The current tax charge for the period is the higher than the standard rate of corporation tax in the UK of 23.5% as explained below.

	From 11 July 2012 to 31 July 2013 £
Loss on ordinary activities before taxation	(205,263)
Tax on loss on ordinary activities at standard corporation tax rate of 23.5%	(48,237)
Losses available to carry forward	48,237
Current tax charge for the period	-

No deferred tax asset has been provided on the trading losses carried forward as the future profitability of the company is uncertain.

Factors affecting future year

The Finance Act 2013, which provides for reductions in the main rate of corporation tax from 23% to 21% with effect from 1 April 2014 and to 20% with effect from 1 April 2015, was substantively enacted on 2 July 2013. These rate reductions have been reflected in the calculation of deferred tax at the balance sheet date.

3 Tangible fixed assets

	Assets in the course of construction 2013 £
Carrying Value	
Additions and at 31 July 2013	3,444,593

Included within the additions in the current period is £1,700,000 relating to land acquisitions.

Notes to the financial statements (continued)

4 Debtors: amounts falling due within one year

	2013
	£
Other taxation and social security	39,735
Unpaid share capital	100
	<hr/>
	39,835
	<hr/>

5 Creditors: amounts falling due within one year

	2013
	£
Trade creditors	5,190
Accruals	9,775
Amounts payable to related parties (see note 10)	2,832,603
	<hr/>
	2,847,568
	<hr/>

6 Creditors: amounts falling due after more than one year

	2013
	£
Bank loan	848,750
	<hr/>
The bank loan is payable as follows:	
	2013
	£
The maturity of the bank loan:	
- 1-2 years	47,850
- 2-5 years	287,100
- Over 5 years	513,800
	<hr/>
	848,750
	<hr/>

The company has undrawn committed borrowing facilities of £4,951,250 on the bank loan as at 31 July 2013.
The bank loan is secured.

Notes to the financial statements (continued)

7 Called up share capital

	2013 £
<i>Allotted and called up</i>	
100 equity ordinary shares of £1 each	100

During the period, the company issued 100 ordinary shares of £1 at par, which remain unpaid at the period end.

8 Profit and loss account

	31 July 2013 £
At 11 July 2012	-
Loss for the financial period	(205,263)
At 31 July 2013	(205,263)

9 Reconciliation of movement in shareholders' deficit

	2013 £
Loss for the financial period	(205,263)
Issue of shares on incorporation	100
Opening shareholders' funds	-
Closing shareholders' deficit	(205,163)

10 Immediate and ultimate controlling party

The Company has no immediate parent company but as a result of their 45% direct holding and a further 45% indirect holding, the company's ultimate controlling parties are Mr A Oberoi and Mrs M Oberoi.

Notes to the financial statements (continued)

11 Related party transactions

The directors consider the material transactions undertaken by the Company during the period with related parties were as follows:

GB Development Solutions Limited, a 10% shareholder of Caspan Limited, invoiced Caspan Limited for pre-development costs in the period of £681,737, these have all been capitalised within assets in the course of construction and there were no outstanding balances owed to GB Development Solutions Limited at 31 July 2013 in respect of these transactions. GB Development Solutions Limited has unpaid share capital of £10. This debt is still outstanding at 31 July 2013.

GB Building Solutions Limited, a sister company to GB Development Solutions Limited, invoiced Caspan Limited for construction costs in the period of £948,222, these have all been capitalised within assets in the course of construction and there were no outstanding balances owed to GB Building Solutions Limited at 31 July 2013 for this amount. However, an accrual of £49,906 has been made for the retention on GB Building Solutions Limited's work, not yet paid by Caspan.

Cinnamon 88 Limited, a company owned by D Walsh, a director of Caspan Limited, invoiced Caspan Limited for consultancy services in the period of £100,000, there were no outstanding balances owed to Cinnamon 88 Limited at 31 July 2013.

Zedan Limited, a company jointly owned by Mr A Oberoi and Mrs M Oberoi, both shareholders of Caspan Limited, loaned £2,000,000 to Caspan Limited during the period. The loan was still fully outstanding at 31 July 2013, the loan is interest free and repayable on demand.

Mrs M Oberoi, a director and shareholder of Caspan Limited, loaned £782,697 to Caspan Limited during the period. The loan was still fully outstanding at 31 July 2013, the loan is interest free and repayable on demand.

During the year, unpaid share capital relating jointly to the Oberois was £45 and relating to Zedan Ltd was £45.