

Registered number: 10179841

32-42 BPR LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018



32-42 BPR LIMITED

CONTENTS

	Page
Directors' Report	1 - 3
Directors' Responsibilities Statement	4
Independent Auditor's Report	5 - 7
Income Statement	8
Balance Sheet	9
Statement of Changes in Equity	10
Notes to the Financial Statements	11 - 25

32-42 BPR LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2018**

INTRODUCTION

The directors present their Annual Report on the affairs of 32-42 BPR Limited (the 'Company') together with the financial statements for the year ended 31 December 2018.

The directors have taken advantage of the special provisions available to small companies provided by s.415A of the Companies Act 2006 in respect of preparing the directors' report and in preparing a strategic report.

BUSINESS REVIEW

The principal activity of the Company during the year was investment in real estate property in the United Kingdom and development of property for sale.

The Company is loss making and in a net current liability and net liability position as at 31 December 2018.

GOING CONCERN

The intermediate holding company, Grosvenor Limited, has provided the directors of the Company with a letter of support confirming that it intends to support the Company for a period of not less than twelve months from the date of signing the accounts, provided that the Company remains a wholly owned subsidiary of Grosvenor Group Limited. Grosvenor Limited intends to enable it to meet its liabilities as they fall due. The directors have made enquiries and understand that the intermediate holding company has adequate resources to be able to provide this financial support.

Accordingly, the directors continue to adopt the going concern basis in preparing the Company's financial statements.

The results of the Company for the year are shown in the Income Statement.

The Balance Sheet shows that the Company's net liabilities increased from £23,002 to £2,330,306.

The Company is incorporated in the United Kingdom and its registered office is 70 Grosvenor Street, London, W1K 3JP.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £2,307,304 (2017 - profit £169,106).

The directors have not recommended payment of a dividend in the current period (2017 - £nil).

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018**

DIRECTORS

The directors who served during the year and subsequently, except as noted, were:

C A Henderson
C McWilliam
R F C Blundell
S Harding-Roots
A M Staveley
D N Crichton
J E Mendonça (resigned 21 May 2018)
K J Bailey
N A Hughes
P F O'Grady
R A Jefferies
W R Bax (resigned 1 June 2018)
A C Bond (appointed 21 May 2018)

FUTURE DEVELOPMENTS

Currently there is both economic and political uncertainty as the outcome of Brexit is not yet known. The Company's profitability is largely linked to the performance of the London property market which could be negatively impacted by the eventual outcome, reducing the value of the Company's investment property over the next few years. Any decrease in the profitability of the Company in the next 12 months is not expected to impact the long term strategy of the Company.

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who is director at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director 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.

This information is given and should be interpreted in accordance with s418 of the Companies Act 2006.

32-42 BPR LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018**

POST BALANCE SHEET EVENTS

There have been no significant events affecting the Company since 31 December 2018.

AUDITOR

Deloitte LLP has indicated its willingness to be reappointed for another term and is deemed to be reappointed accordingly.

This report was approved by the Board on 26 March 2019 and signed on its behalf.

A handwritten signature in black ink, appearing to read 'C A Henderson', with a long horizontal flourish extending to the right.

C A Henderson
Director

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2018**

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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; 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 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.

32-42 BPR LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF 32-42 BPR LIMITED

OPINION

In our opinion the financial statements of 32-42 BPR Limited:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of which comprise:

- the income statement;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 17.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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 are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have 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.

We have nothing to report in respect of these matters.

OTHER INFORMATION

The directors are 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 information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF 32-42 BPR LIMITED (CONTINUED)

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 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 respect of these matters.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' Responsibilities Statement on page 4, the directors are 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 directors determine 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 directors are 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 directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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. The description forms part of our Auditor's Report.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF 32-42 BPR LIMITED (CONTINUED)

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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 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.

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 any material misstatements in the Directors' Report.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

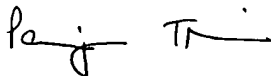
Under the Companies Act 2006 we are required to report in respect of the following matters, in our opinion:

- 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' exemptions in preparing the Directors' Report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

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.



Parizan Trewin FCA (Senior Statutory Auditor)

for and on behalf of
Deloitte LLP

Statutory Auditor

London
United Kingdom

26 March 2019

32-42 BPR LIMITED

**INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Note	2018 £	2017 £
Turnover	3	5,851	458,858
Cost of sales		(104,601)	(79,861)
Gross (loss)/profit		(98,750)	378,997
Administrative expenses		(270)	(764)
Loss on revaluation of investment property	8	(2,659,359)	(251,959)
Impairment loss on trade and other receivables, including contract assets	4	(1,016)	-
Operating (loss)/profit	4	(2,759,395)	126,274
(Loss)/profit before tax		(2,759,395)	126,274
Tax on (loss)/profit	7	452,091	42,832
(Loss)/profit for the year		(2,307,304)	169,106

There were no recognised gains and losses, or items of other comprehensive income, for 2018 or 2017 other than those included in the income statement, and as a result no Statement of Comprehensive Income has been presented.

The notes on pages 11 to 25 form part of these financial statements.

All activities in the current year and prior period are derived from continuing operations.

32-42 BPR LIMITED
REGISTERED NUMBER: 10179841

BALANCE SHEET
AS AT 31 DECEMBER 2018

	Note	2018 £	2017 £
Investment property	8	3,817,000	5,269,200
Debtors: amounts falling due after more than one year	10	553,854	101,763
		<u>4,370,854</u>	<u>5,370,963</u>
Current assets			
Development properties	9	8,975,303	5,770,071
Debtors: amounts falling due within one year	10	30,725	37,482
Cash at bank and in hand	11	100,207	-
		<u>9,106,235</u>	<u>5,807,553</u>
Creditors: amounts falling due within one year	12	(15,807,395)	(11,201,518)
Net current liabilities		<u>(6,701,160)</u>	<u>(5,393,965)</u>
Total assets less current liabilities		<u>(2,330,306)</u>	<u>(23,002)</u>
Net liabilities		<u>(2,330,306)</u>	<u>(23,002)</u>
Capital and reserves			
Called up share capital	16	1	1
Retained earnings	15	(2,330,307)	(23,003)
		<u>(2,330,306)</u>	<u>(23,002)</u>

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

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 26 March 2019.



C A Henderson
Director

The notes on pages 11 to 25 form part of these financial statements.

32-42 BPR LIMITED

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

	Called up share capital £	Retained earnings £	Total equity £
At 1 January 2017	1	(192,109)	(192,108)
Profit for the year	-	169,106	169,106
At 1 January 2018	1	(23,003)	(23,002)
Loss for the year	-	(2,307,304)	(2,307,304)
At 31 December 2018	1	(2,330,307)	(2,330,306)

The notes on pages 11 to 25 form part of these financial statements.

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

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with the Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101") and the Companies Act 2006.

The financial statements have been prepared under the historical cost basis, except for the revaluation of certain assets and liabilities that are restated at revalued amounts or for values at the end of each reporting period.

Historical cost is generally based on the value of the consideration given in exchange for the assets.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 2).

The Company is a wholly owned subsidiary of Grosvenor Limited, its ultimate parent undertaking, which is incorporated in Great Britain and registered in England and Wales and prepares consolidated financial statements. Consequently the Company is not required to prepare consolidated financial statements.

The following accounting policies have been applied:

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

1. ACCOUNTING POLICIES (CONTINUED)**1.2 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS**

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraph 33(c) of IFRS 5 'Non Current Assets Held For Sale and Discontinued Operations'
- the requirements of IFRS 7 'Financial Instruments: Disclosures'
- the requirements of paragraphs 91-99 of IFRS 13 'Fair Value Measurement'
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 'Revenue from Contracts with Customers'
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 'Property, Plant and Equipment'; and
 - paragraphs 76 and 79(d) of IAS 40 'Investment Property'
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 'Presentation of Financial Statements'
- the requirements of IAS 7 'Statement of Cash Flows'
- the requirements of paragraphs 30 and 31 of IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors'
- the requirements of paragraph 17 of IAS 24 'Related Party Disclosures'
- the requirements in IAS 24 'Related Party Disclosures' to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 'Impairment of Assets'.

Where required, equivalent disclosures are given in the group accounts of Grosvenor Limited. The group accounts of Grosvenor Limited are available to the public and can be obtained as set out in note 17.

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

1. ACCOUNTING POLICIES (CONTINUED)

1.3 CHANGES IN ACCOUNTING POLICIES

i) New standards, interpretations and amendments effective from 1 January 2018

The Company has adopted IFRS 15 'Revenue from Contracts with Customers' and IFRS 9 Financial Instruments with an effective date of 1 January 2018.

In accordance with the transitional provisions in IFRS 9 and IFRS 15 the new rules have been adopted cumulatively.

There are no material adjustments required to be made to the Company's financial statements as a result of the adoption of IFRS 9. The Company has no transactions within the scope of IFRS 15, and as such there are no adjustments required to be made to the Company's financial statements as a result of IFRS 15.

ii) The following accounting policies apply to the measurement of financial assets and revenue from 1 January 2018

Turnover

The Company's revenue from contracts with customers, as defined in IFRS 15, includes service charges and other receivables from tenants, income from the provision of services including property management fees, and proceeds of sales of its trading properties.

The Company recognises revenue when a customer obtains control of the goods or services. The timing of the transfer of control – at a point in time or over time – requires judgement. Revenue is measured at the fair value of the consideration received or receivable. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent and has concluded it is acting as principal in all of its revenue arrangements.

Revenue from service charges, other recoverables from tenants and income from the provision of services including property management fees and fund management fees are recorded as income over time in the period in which the services are rendered.

Revenue from development is recognised over time over the period of the contract in the income statement in proportion to the stage of completion of the transaction at the balance sheet date. Revenue is not recognised if there are significant uncertainties regarding recovery of the consideration due. Provision is made for anticipated development losses.

Debtors

Trade receivables, loans, contract assets and other receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. Financial assets are assessed for indicators of impairment at each balance sheet date.

From 1 January 2018, the Company assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, lease receivables and contract assets, the Company applied the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

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

1. ACCOUNTING POLICIES (CONTINUED)

1.4 GOING CONCERN

The directors' report describes the going concern basis for preparation of the financial statements.

1.5 TURNOVER

Rental income from operating leases is recognised on a straight line basis over the lease term, even if the payments are not received on such a basis. The cost of operating lease incentives are similarly spread, in accordance with SIC15, on a straight line basis over the lease term.

Turnover from the sale of trading properties is recognised in the Income Statement when the significant risks and rewards of ownership have been transferred to the buyer, which is usually at completion.

Turnover and loss before tax are attributable to the two principal activities of the Company and arise entirely in the United Kingdom.

1.6 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 Income Statement.

Profits and losses on the disposal of investment properties are recognised on completion, calculated by reference to book value and included in the Income Statement.

1.7 DEVELOPMENT PROPERTIES

Development properties are held as current assets and are stated at the lower of cost and net realisable value. Cost includes the cost of acquisition, professional fees, and construction costs but excludes overheads. Net realisable value is the estimated selling price at completion less the estimated costs of completion including the estimated costs necessary to make the sale.

Sales of development properties are recognised on completion of contracts or, if completion is conditional, on the date all material conditions have been satisfied. Credit is not taken for profit during the construction period. Where it is forecast that a project will be loss making, a provision is recognised for the unavoidable cost of completing the development.

In the event that a development property is retained as an investment, it is transferred to the investment portfolio at the lower of cost and net realisable value at the date of transfer and any loss recognised in the Income Statement.

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

1. ACCOUNTING POLICIES (CONTINUED)

1.8 OPERATING LEASES: THE COMPANY AS LESSOR

Rental income from operating leases is credited to the Income Statement on a straight-line basis over the term of the relevant lease.

Amounts paid and payable as an incentive to sign an operating lease are recognised as a reduction to income on a straight-line basis over the length of the lease.

Premiums received and book values derecognised on the sale of operating leases are deferred to the Balance Sheet and released to the Income Statement on a straight-line basis over the length of the lease.

1.9 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.

1.10 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.

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

1. ACCOUNTING POLICIES (CONTINUED)**1.11 FINANCIAL INSTRUMENTS**

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

The Company classifies all of its financial assets as loans and receivables.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Income Statement. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

Financial liabilities

The Company classifies all of its financial liabilities as liabilities at amortised cost.

At amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Balance Sheet.

1.12 CREDITORS

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

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

1. ACCOUNTING POLICIES (CONTINUED)

1.13 CURRENT AND DEFERRED TAXATION

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Income Statement, 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 balance sheet 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 Balance Sheet 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 balance sheet date.

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

2. SIGNIFICANT ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may be different from these estimates.

The estimates and underlying assumptions 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.

i) Significant judgements in applying the Company's accounting policies

The following are critical judgements, apart from those involving estimations (which are dealt with separately below) that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

Leases

The accounting treatment for a lease is determined by its classification as either an operating lease or a finance lease. Lease classification requires judgement in determining whether substantially all of the risks and benefits associated with ownership have been transferred between the lessor and lessee.

When operating lease premiums are received in exchange for the grant of a long leasehold interest that is classified as an operating lease, the related profit is recognised over the term of the lease. Many of the transactions giving rise to deferred lease premiums took place a number of years ago before the requirement to spread profit recognition; the Group applies judgement to estimate certain of the lease premium deferrals and associated deferred tax assets.

ii) Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

Property valuations

Due to the size of the investment property portfolio held on the balance sheet at market value small changes to the estimates used to derive the market values can have a significant impact on the valuations and therefore a significant impact on the results and financial position of the Group. This includes the value of property yields and the estimated future rental income assumed in the valuations.

As deferred tax is provided on investment properties by reference to the tax that would be due on the ultimate sale of the properties, changes to the estimates used to derive the market values would also have an impact on the deferred tax provided.

32-42 BPR LIMITED

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

3. TURNOVER

An analysis of turnover by class of business is as follows:

	2018 £	2017 £
Gross rental income	5,851	435,083
Other income	-	23,775
	<u>5,851</u>	<u>458,858</u>

All turnover arose within the United Kingdom.

4. OPERATING (LOSS)/PROFIT

The operating (loss)/profit is stated after charging:

	2018 £	2017 £
Loss on revaluation of investment properties	2,659,359	251,959
Impairment loss on trade and other receivables, including contract assets	1,016	-
	<u>2,660,375</u>	<u>251,959</u>

5. AUDITOR'S REMUNERATION

The Company paid the following amounts to its auditor in respect of the audit of the financial statements and for other services provided to the Company:

	2018 £	2017 £
Fees for audit services	6,563	6,250
	<u>6,563</u>	<u>6,250</u>

The audit fee is borne by Grosvenor Estate Management Limited, a fellow subsidiary undertaking.

No fees were payable to Deloitte LLP and its associates for non-audit services to the Company during the current or preceding period.

32-42 BPR LIMITED

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

6. PARTICULARS OF EMPLOYEES

There were no employees of the Company for the current year or preceding period.

No fees or other emoluments were paid to the directors of the Company during either the current or the preceding period in respect of their services to the Company. The directors are paid by Grosvenor Estate Management Limited.

7. TAXATION

The total current tax for the year is £nil (2017 - £nil).

	2018 £	2017 £
Deferred tax		
Origination and reversal of timing differences	(505,278)	(48,501)
Changes to tax rates	53,187	5,669
Total deferred tax	<u>(452,091)</u>	<u>(42,832)</u>
Tax on (loss)/profit	<u>(452,091)</u>	<u>(42,832)</u>

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 - 19.25%). The differences are explained below:

	2018 £	2017 £
(Loss)/profit before tax	<u>(2,759,395)</u>	<u>126,274</u>
(Loss)/profit multiplied by standard rate of corporation tax in the UK of 19% (2017 - 19.25%)	(524,285)	24,308
Effects of:		
Effect of tax rate change on deferred tax	53,187	5,669
Group relief surrendered/(received) for no consideration	19,007	(72,809)
Total tax credit for the year	<u>(452,091)</u>	<u>(42,832)</u>

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

7. TAXATION (CONTINUED)

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

A current tax rate of 19%, being the UK corporation tax rate throughout the period, has been applied to the year ended 31 December 2018. From 1 April 2020, the UK corporation tax rate will reduce to 17% (Finance Act 2016).

A deferred tax rate of 17% has been applied to opening balances and movements in deferred tax in the year ended 31 December 2018.

8. INVESTMENT PROPERTY

	Long term leasehold investment property £	Property held for develop- ment £	Total £
Valuation			
At 1 January 2018	5,269,200	-	5,269,200
Additions at cost	1,207,159	-	1,207,159
Loss on revaluation of investment property	(2,659,359)	-	(2,659,359)
Transfers between classes	(3,817,000)	3,817,000	-
	<u>-</u>	<u>3,817,000</u>	<u>3,817,000</u>
At 31 December 2018			

Investment property was independently valued at 31 December 2018 by Cushman & Wakefield LLP. The valuation was performed on a fair value basis in accordance with the Royal Institution of Chartered Surveyors' Valuation - Professional Standards guidelines and performed in accordance with International Valuation Standards.

The historical cost of properties was £7,074,966 (2017 - £5,867,807).

The amount recognised in the Income Statement for the year for rental income from investment property is £5,851 (2017 - £435,083) and direct operating expenses (excluding major refurbishment expenditure) arising from investment property that generated rental income during the period are £11,875 (2017 - £30,970).

At 31 December 2018 there were contractual obligations of £1,480,638 (2017: £nil) in place to construct or develop investment property.

At 31 December 2018 no investment properties were pledged as security for borrowings (2017 - none).

At 31 December 2018 the Company had no investment properties under offer to third parties (2017 - none).

32-42 BPR LIMITED

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

9. DEVELOPMENT PROPERTIES

	2018 £	2017 £
Development properties	8,975,303	5,770,071
	<u>8,975,303</u>	<u>5,770,071</u>

For the year ended 31 December 2018 there was no disposal of development properties and no impairment to the carrying values of development properties.

At 31 December 2018 there were contractual obligations of £4,441,915 (2017: £nil) in place to construct or develop investment property.

10. DEBTORS

	2018 £	2017 £
Due after more than one year		
Deferred tax asset (note 13)	553,854	101,763
	<u>553,854</u>	<u>101,763</u>

	2018 £	2017 £
Due within one year		
Other debtors	30,725	37,482
	<u>30,725</u>	<u>37,482</u>

11. CASH AND CASH EQUIVALENTS

	2018 £	2017 £
Restricted cash held on behalf of third parties	100,207	-
	<u>100,207</u>	<u>-</u>

Restricted cash held on behalf of third parties includes funds held in relation to a tenant deposit.

32-42 BPR LIMITED

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

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2018 £	2017 £
Trade creditors	-	66,000
Amounts owed to group undertakings	1,721,811	1,183,035
Contract liability	13,400,000	8,982,098
Other creditors	100,514	134,511
Accruals and deferred income	585,070	835,874
	<u>15,807,395</u>	<u>11,201,518</u>

There are no interest bearing amounts owed to group undertakings at 31 December 2018 (2017: £nil).

Amounts owed to group undertakings are repayable on demand.

13. DEFERRED TAXATION

	Deferred tax £
At 1 January 2018	101,763
Credited to the Income Statement	452,091
At 31 December 2018	<u>553,854</u>

The deferred tax asset is made up as follows:

	2018 £	2017 £
Investment property - contingent gains	553,854	101,763
	<u>553,854</u>	<u>101,763</u>

32-42 BPR LIMITED

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

14. COMMITMENTS UNDER OPERATING LEASES: THE COMPANY AS LESSOR

At 31 December 2018 the Company had future minimum lease payments receivable under non-cancellable operating leases as follows:

	2018 £	2017 £
Not later than 1 year	-	42,000
	<u>-</u>	<u>42,000</u>

15. RESERVES**Retained earnings**

The reserve contains the balance of retained earnings to carry forward. Dividends are paid from this reserve.

Called up share capital

The balance classified as called up share capital includes the total net proceeds on issue of the Company's equity share capital, comprising £1 ordinary shares.

16. CALLED UP SHARE CAPITAL

	2018 £	2017 £
Alotted, called up and fully paid		
1 Ordinary share of £1	<u>1</u>	<u>1</u>

The Company's shares have attached to them full voting, dividend and capital distribution (including on winding up) rights.

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

17. CONTROLLING PARTY

The Company's ultimate parent undertaking is Grosvenor Group Limited, a Company incorporated in the United Kingdom and registered in England and Wales which is wholly owned by trusts on behalf of the Grosvenor family, headed by the Duke of Westminster.

The ultimate parent undertaking heads the largest group of undertakings of which the Company is a member and for which group accounts are prepared. Grosvenor Limited, the intermediate holding company, heads the smallest group of undertakings of which the Company is a member and for which group accounts are prepared.

Copies of the consolidated financial statements of Grosvenor Group Limited and Grosvenor Limited can be obtained from Companies House, 3 Crown Way, Maindy, Cardiff, CF14 3UZ.

The address of the registered office of Grosvenor Group Limited and Grosvenor Limited is 70 Grosvenor Street, London, W1K 3JP.