

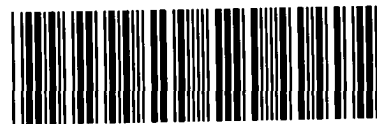
REGISTERED NUMBER: 10631770 (England and Wales)

ST FRANCIS GROUP LIMITED

Report of the Directors and

Financial Statements for the Year Ended 31 March 2019

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ST FRANCIS GROUP LIMITED

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for the Year Ended 31 March 2019**

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ST FRANCIS GROUP LIMITED

**Company Information
for the Year Ended 31 March 2019**

DIRECTORS:

B E Baker
R J Braid
G R W Crowe
A M Kennedy
A D Plant
Dr G J P Thornton
G W Williams
M A Lewis
M Scambler

REGISTERED OFFICE:

The Mill
One High Street
Henley In Arden
B95 5AA

REGISTERED NUMBER:

10631770 (England and Wales)

AUDITORS:

PricewaterhouseCoopers LLP

ST FRANCIS GROUP LIMITED

Report of the Directors for the Year Ended 31 March 2019

The directors present their report with the financial statements of the company for the year ended 31 March 2019.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a property investment and development management company.

DIRECTORS

The directors shown below have held office during the whole of the year from 1 April 2018 to the date of this report.

B E Baker

R J Braid

Other changes in directors holding office are as follows:

G R W Crowe - appointed 28 January 2019

A M Kennedy - appointed 28 January 2019

A D Plant - appointed 28 January 2019

Dr G J P Thornton - appointed 28 January 2019

G W Williams - appointed 28 January 2019

M A Lewis - appointed 3 September 2019

M Scambler - appointed 3 September 2019

FINANCIAL RISK MANAGEMENT

The company has exposures to two main areas of risk; liquidity risk and interest rate risk.

Liquidity risk

The objective of the company in managing liquidity risk is to ensure that it can meet its financial obligations as and when they fall due. The company expects to meet its financial obligations through operating cash flows. In the event that the operating cash flows would not cover all the financial obligations the company has credit facilities available.

Interest rate risk

The company may borrow from its bankers using either overdrafts or term loans whose tenure depends on the nature of the asset and management's view of the future direction of interest rates.

GOING CONCERN

The directors have considered the period ending 12 months after approving these financial statements.

The holding company is prepared to fully support the company financially, and the loan will not be withdrawn to the detriment of other creditors. For these reasons, the directors continue to adopt the going concern basis of accounting in preparing these financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and

ST FRANCIS GROUP LIMITED

Report of the Directors for the Year Ended 31 March 2019

STATEMENT OF DIRECTORS' RESPONSIBILITIES - continued

- 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 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.

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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

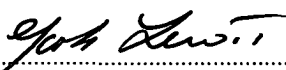
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, PricewaterhouseCoopers LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

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

ON BEHALF OF THE BOARD:


.....
M A Lewis - Director

Date: 20 DEC 2019
.....

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ST FRANCIS GROUP LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, St Francis Group Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report of the Directors and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 March 2019 and the income statement for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- 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 the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ST FRANCIS GROUP LIMITED (CONTINUED)

Report of the Directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Report of the Directors for the year ended 31 March 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Report of the Directors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; take advantage of the small companies exemption in preparing the Report of the Directors; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Neil Philpott (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham
20 December 2019

ST FRANCIS GROUP LIMITED

**Income Statement
for the Year Ended 31 March 2019**

		Year Ended 31.3.19 £	Period 21.2.17 to 31.3.18 £
	Notes		
TURNOVER		124,071	645,543
Cost of sales		<u>-</u>	<u>4,910</u>
GROSS PROFIT		124,071	640,633
Administrative expenses		2,475,651	1,899,553
Other operating income		<u>9,000</u>	<u>9,000</u>
OPERATING LOSS	4	(2,342,580)	(1,249,920)
Interest payable and similar expenses		<u>1,625</u>	<u>1,625</u>
LOSS BEFORE TAXATION		(2,344,205)	(1,251,545)
Tax on loss		<u>-</u>	<u>-</u>
LOSS FOR THE FINANCIAL YEAR/PERIOD		<u>(2,344,205)</u>	<u>(1,251,545)</u>

The notes form part of these financial statements

ST FRANCIS GROUP LIMITED (REGISTERED NUMBER: 10631770)

Balance Sheet
31 March 2019

	Notes	31.3.19 £	31.3.18 £
FIXED ASSETS			
Tangible assets	5	20,140	94,373
CURRENT ASSETS			
Debtors	6	141,664	724,656
Cash at bank and in hand		<u>133,882</u>	<u>47,235</u>
		275,546	771,891
CREDITORS			
Amounts falling due within one year	7	<u>3,890,667</u>	<u>2,107,942</u>
NET CURRENT LIABILITIES		<u>(3,615,121)</u>	<u>(1,336,051)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		(3,594,981)	(1,241,678)
CREDITORS			
Amounts falling due after more than one year	8	<u>768</u>	<u>9,866</u>
NET LIABILITIES		<u>(3,595,749)</u>	<u>(1,251,544)</u>
CAPITAL AND RESERVES			
Called up share capital	9	1	1
Accumulated losses		<u>(3,595,750)</u>	<u>(1,251,545)</u>
SHAREHOLDERS' DEFICIT		<u>(3,595,749)</u>	<u>(1,251,544)</u>

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

The financial statements were approved by the Board of Directors on 20 Dec 2019 and were signed on its behalf by:


.....
M A Lewis - Director

The notes form part of these financial statements

ST FRANCIS GROUP LIMITED

Notes to the Financial Statements for the Year Ended 31 March 2019

1. STATUTORY INFORMATION

St Francis Group Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Revenue recognition

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received (including the fair value of any residential properties received in part-exchange), excluding discounts, rebates, VAT and other sales taxes or duty. Where required, revenue is allocated between components in a multi-element transaction based on their respective fair values of the components. The following criteria must also be met before revenue is recognised:

Sale of property

Revenue arising from the sale of property is recognised upon the sale becoming unconditional.

Other operating income: Rental income

Rental income arises from land or property held as stock. This is accounted for on a straight-line basis over the lease term.

Inventories

Inventories principally comprise land and property under development with a view to sale. All inventories are carried at the lower of cost and net realisable value.

Cost comprises land, direct materials and where applicable, direct labour costs that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less any further costs expected to be incurred to completion and disposal.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery etc - 25% Straight Line

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

ST FRANCIS GROUP LIMITED

Notes to the Financial Statements - continued for the Year Ended 31 March 2019

2. ACCOUNTING POLICIES - continued

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

Key sources of estimation uncertainty

In the application of the Group's accounting policies outlined above, the directors are required to make estimates and assumptions about the carrying amounts 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 and so actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis and revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key 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.

Net realisable value of inventories

The Group has ongoing procedures for assessing the carrying value of inventories and identifying where this is in excess of net realisable value. The estimates and judgements for both revenue and costs were based on information available at, and pertaining to, the balance sheet date, with reference to recent experience on similar properties and site-specific knowledge. Any subsequent adverse changes in market conditions may result in provisions being required.

Going concern

The directors have considered the period ending 12 months after approving these financial statements.

The holding company is prepared to fully support the company financially, and the loan will not be withdrawn to the detriment of other creditors. For these reasons, the directors continue to adopt the going concern basis of accounting in preparing these financial statements.

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was 12 (period ended 31 March 2018 - 12).

	Year Ended 31.3.19 £	Period 21.2.17 to 31.3.18 £
Directors' remuneration	124,222	581,918
Directors' pension contribution	10,043	-
	<u>134,265</u>	<u>581,918</u>

ST FRANCIS GROUP LIMITED

**Notes to the Financial Statements - continued
for the Year Ended 31 March 2019**

4. OPERATING LOSS

The operating loss is stated after charging:

	Year Ended 31.3.19 £	Period 21.2.17 to 31.3.18 £
Depreciation - owned assets	69,807	75,744
Auditors' remuneration	<u>5,000</u>	<u>791</u>

5. TANGIBLE FIXED ASSETS

	Plant and machinery etc £
COST	
At 1 April 2018	170,118
Additions	7,024
Disposals	<u>(18,600)</u>
At 31 March 2019	<u>158,542</u>
DEPRECIATION	
At 1 April 2018	75,745
Charge for year	69,807
Eliminated on disposal	<u>(7,150)</u>
At 31 March 2019	<u>138,402</u>
NET BOOK VALUE	
At 31 March 2019	<u>20,140</u>
At 31 March 2018	<u>94,373</u>

6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.19 £	31.3.18 £
Trade debtors	86,399	666,382
Other debtors	1,000	8,512
Prepayments	<u>54,265</u>	<u>49,762</u>
	<u>141,664</u>	<u>724,656</u>

All financial instruments above are measured at amortised cost.

ST FRANCIS GROUP LIMITED

Notes to the Financial Statements - continued for the Year Ended 31 March 2019

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.19	31.3.18
	£	£
Hire purchase contracts	9,098	9,098
Trade creditors	9,880	39,538
Amounts owed to group undertakings	3,106,544	1,947,100
Taxation and social security	90,443	70,495
Accruals and deferred income	<u>674,702</u>	<u>41,711</u>
	<u>3,890,667</u>	<u>2,107,942</u>

All financial instruments above are measured at amortised cost. Amounts due to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand. There are no further related party transactions.

8. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31.3.19	31.3.18
	£	£
Hire purchase contracts	<u>768</u>	<u>9,866</u>

9. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:		Nominal value:	31.3.19	31.3.18
Number:	Class:		£	£
1	Ordinary	£1	<u>1</u>	<u>1</u>

10. CONTINGENT LIABILITIES

The company is party to an unlimited multilateral guarantee with a fellow group companies under the terms of the banking agreement.

11. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

12. ULTIMATE CONTROLLING PARTY

The immediate parent undertaking is DSM SFG Group Holdings Limited and the smallest group to consolidate these financial statements.

The ultimate controlling party is Nobel Topco Limited. The largest group to consolidate these financial statements is Nobel Midco Limited, copies of which can be obtained from The Mill, One High Street, Henley In Arden, B95 5AA.