Registration number: SC216154

# St Vincent Street Developments Limited

Annual Report and Financial Statements

for the Year Ended 28 February 2022



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# **Company Information**

Directors

S C McCabe

Esplanade Director Limited

K C McCabe

Company secretary

Esplanade Secretarial Services Limited

Registered office

C/O Redpath Bruce Crown House

152 West Regent Street Conference Square

Glasgow G2 2RQ

**Auditors** 

Mazars LLP 5th Floor

3 Wellington Place

Leeds LS1 4AP

# Directors' Report for the Year Ended 28 February 2022

The directors present their report and the financial statements for the year ended 28 February 2022.

#### Directors of the company

The directors who held office during the year were as follows:

S C McCabe

Esplanade Director Limited

K C McCabe

# **Dividends**

The directors recommend a final dividend payment of £Nil (2021: £100,000) be made in respect of the financial year ended 28 February 2022.

#### Impact of Brexit upon the Company

The Directors have considered the impact of the withdrawal of the United Kingdom from the EU and have not identified any significant impact on the business.

#### Impact of COVID-19 upon the Company

The Directors have considered impact of the COVID-19 virus upon the Company and are of the opinion that the market economic situation has improved and the Group has not experienced any adverse movement in property values or rental income on its portfolio.

#### Going concern

The Directors' assessment of the going concern status of the company is detailed in note 2 of these financial statements.

# Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

#### **Auditors**

Mazars LLP continue in office in accordance with section 487(2) Companies Act 2006.

#### Small companies provision statement

This report has been prepared in accordance with the small companies regime under the Companies Act 2006.

Sep 21, 2022
Approved by the Board on ...... and signed on its behalf by:

Jeremy Tutton
Jeremy Tutton (Sep 21, 2022 14:02 GMT+1)

J Tutton for and on behalf of Esplanade Secretarial Services Limited Company secretary

# Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual 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 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.

# Independent Auditor's Report to the Members of St Vincent Street Developments Limited

#### **Opinion**

We have audited the financial statements of St Vincent Street Developments Limited (the 'company') for the year ended 28 February 2022, which comprise the Profit and Loss Account, the the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, and Notes to the Financial Statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 28 February 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### 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 UK, including the FRC'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.

# Independent Auditor's Report to the Members of St Vincent Street Developments Limited

#### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the original financial statements were authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

#### Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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 this regard.

# Independent Auditor's Report to the Members of St Vincent Street Developments Limited

## Opinion on other matter 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.

## Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

We have nothing to report in respect of the following matters in relation to which 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 and from the requirement to prepare a Strategic Report.

#### Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, 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.

# Independent Auditor's Report to the Members of St Vincent Street Developments Limited

#### 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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

Based on our understanding of the company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation, health and safety regulation, anti-money laundering regulation.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- inquiring of management and, where appropriate, those charged with governance, as to whether the company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- considering the risk of acts by the company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation and the Companies Act 2006.

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates in particular in relation to stock impairment, revenue recognition (which we pinpointed to the completeness assertion) and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- gaining an understanding of the internal controls established to mitigate risks related to fraud;
- discussing amongst the engagement team the risks of fraud; and
- addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

# Independent Auditor's Report to the Members of St Vincent Street Developments Limited

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. This description forms part of our auditor's report.

#### 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.

Ashley Barraclough
Ashley Barraclough
Ashley Barraclough

Ashley Barraclough (Senior Statutory Auditor) For and on behalf of Mazars LLP, Chartered Accountants and Statutory Auditor

5th Floor 3 Wellington Place Leeds LS1 4AP

Sep 23, 2022 Date:....

# Profit and Loss Account for the Year Ended 28 February 2022

	Note	2022 £	2021 £
Turnover	3	134,085	113,768
Cost of sales	-	(35,779)	(64,879)
Gross profit		98,306	48,889
Administrative expenses		(7,643)	(2,318)
Other operating income	4 _	891	553
Operating profit	5	91,554	47,124
Profit before tax		91,554	47,124
Taxation	9 .		
Profit for the financial year		91,554	47,124

The above results were derived from continuing operations.

# Statement of Comprehensive Income for the Year Ended 28 February 2022

	2022 £	2021 £
Profit for the year	91,554	47,124
Total comprehensive income for the year	91,554	47,124

# (Registration number: SC216154) Balance Sheet as at 28 February 2022

	•	2022	2021
	Note	£	£
Fixed assets			
Tangible assets	10	2,083	9,726
Current assets			
Stocks	11	2,453,564	2,453,564
Debtors	12	2,893	5,609
·		2,456,457	2,459,173
Creditors: Amounts falling due within one year	13	(2,351,584)	(2,453,497)
Net current assets		104,873	5,676
Net assets		106,956	15,402
Capital and reserves			
Called up share capital	14	1	1
Profit and loss account	15	106,955	15,401
Shareholders' funds		106,956	15,402

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

Sep 21, 2022

Approved and authorised by the Board on ...... and signed on its behalf by:

Jeremy Tutton
Jeremy Tutton (Sep 21, 2022 14:02 GMT+1)

J Tutton for and on behalf of

Esplanade Director Limited

Director

# Statement of Changes in Equity for the Year Ended 28 February 2022

	Share capital	Profit and loss account	Total £
At 1 March 2021	1	15,401	15,402
Profit for the year		91,554	91,554
Total comprehensive income		91,554	91,554
At 28 February 2022	1	106,955	106,956
	Share capital	Profit and loss account £	Total £
At 1 March 2020	1	68,277	68,278
Profit for the year		47,124	47,124
Total comprehensive income Dividends	<u> </u>	47,124 (100,000)	47,124 (100,000)
At 28 February 2021	1	15,401	15,402

# Notes to the Financial Statements for the Year Ended 28 February 2022

#### 1 General information

The company is a private company limited by share capital, incorporated in Scotland, company registration number SC216154.

The address of its registered office is: C/O Redpath Bruce Crown House 152 West Regent Street Conference Square Glasgow G2 2RQ Scotland

The principal place of business is: Building 3125 Century Way Thorpe Park Leeds West Yorkshire LS15 8ZB

The principal activity of the company is property development and trading.

#### 2 Accounting policies

#### Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

#### Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value. They are presented in GBP and are rounded to the nearest pound.

## Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### Summary of disclosure exemptions

The company has taken advantage of the exemptions, under FRS 102 paragraph 1.12(b) from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Scarborough Group International Limited, includes the company's cash flows in its own consolidated financial statements.

The company has taken the exemption under FRS 102 paragraph 1.12(c) from disclosing the carrying value of financial instruments not measured at fair value on the basis that it is a qualifying entity and its ultimate parent company, Scarborough Group International Limited, discloses the carrying value of financial instruments in its own consolidated financial statements.

## Notes to the Financial Statements for the Year Ended 28 February 2022

#### Critical accounting estimates and judgements

Stock provisioning

The value of the company's property assets is affected by market conditions. During the preparation of these financial statements, key management have given consideration to the carrying value of trading properties and development sites to determine if any stock provision is required. When making this judgement, key management have referred to a mixture of independent, external property valuation reports and internally prepared development appraisals. No impairments against the carrying value of stock have been deemed necessary.

#### Going concern

These Financial Statements have been prepared on a going concern basis. The directors are confident that these values in financial statements have not been adversely impacted by the pandemic. The Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The Directors have considered impact of the COVID-19 virus upon the Company and are of the opinion that the market economic situation has improved and the Group has not experienced any adverse movement in net realiseable value of rental income as tenants are meeting contruatual commitments, property stock and on the ability of the company to continue as a going concern. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### Tax

The tax expense for the period comprises current tax. Tax is recognised in profit and loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

#### Tangible assets

Tangible assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

## Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

#### Asset class

Furniture, fixures and fittings

#### Depreciation method and rate

33.33% straight line

# Stocks

Stock is valued at the lower of cost and net realisable value. Cost is based on the cost of land and the cost incurred to date on developing the land. Net realisable value is based on selling price after taking into account all further costs expected to be incurred on disposal.

#### **Trade creditors**

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

# Notes to the Financial Statements for the Year Ended 28 February 2022

#### Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

#### Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

#### Revenue recognition

Proceeds received on the sale of properties are recognised on unconditional exchange of contract. Rental income accrues on a daily basis.

#### **Financial Instruments**

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and loans to related parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

#### 3 Turnover

The analysis of the company's turnover for the year from continuing operations is as follows:

	2022	2021
	£	£
Rental income	134,085	113,768

The Company's rental income is derived from operating leases that are in place with tenants who occupy the portfolio of properties that are held for resale. The Company has the following future minimum lease payments receivable under non-cancellable operating leases expiring for each of the following periods:

	2021	2020
	£	£
Within 1 year	75,549	60,200
Between 1 and 5 years	-	-
	75,549	60,200

# Notes to the Financial Statements for the Year Ended 28 February 2022

The Company's operating leases typically require the tenants to be responsible for paying for repairing and insuring the property and include clauses allowing for rent reviews at certain points during the lease. The leases do not contain contingent rents.

## 4 Other operating income

The analysis of the company's other operating income for the year is as follows:

	2022	2021
	£	£
Miscellaneous other operating income	891	553

## 5 Operating profit

Arrived at after charging

	2022	2021
	£	£
Depreciation expense	7,643	7,643

## 6 Particulars of employees

The average number of employees (excluding directors) during the year was nil (2021: nil).

## 7 Directors' remuneration

No emoluments were paid to directors during the year (2021: nil).

# 8 Auditor's remuneration

Auditor's remuneration, in respect of audit services, of £1,600 (2021: £1,200) was borne by Scarborough Management Limited during the year.

# Notes to the Financial Statements for the Year Ended 28 February 2022

#### 9 Taxation

	2022 £	2021 £
Total tax on loss/profit on ordinary activities	-	

The tax on profit before tax for the year is the same as the standard rate of corporation tax in the UK (2021 - the same as the standard rate of corporation tax in the UK) of 19% (2021 - 19%).

The differences are reconciled below:

	2022 £	2021 £
Profit before tax	91,554	47,124
Corporation tax at standard rate	17,395	8,954
Tax losses utilised	(18,848)	(7,714)
Remeasurement of deferred tax expense for changes in tax rates	125	64
Deferred tax expense/(credit) not recognised	1,328	(1,304)
Total tax charge/(credit)	-	-

The company has an estimated capital losses of £838,000 (2021: £838,000) unrecognised deferred tax asset of £209,500 (2021: £159,000) which has not been recognised due to uncertainty over the asset's recoverability.

Changes to the UK corporation tax rates were announced as part of the Finance Bill 2021. The rate applicable from 1 April 2021 remains at 19% with an increase to 25% from 1 April 2023. These rates have been taken into consideration when calculating tax and any deferred tax balances at the reporting date.

# Notes to the Financial Statements for the Year Ended 28 February 2022

10	Tan	gible	assets
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		Fixtures and fittings	Total £
Cost or valuation At 1 March 2021		22,929	22,929
At 28 February 2022		22,929	22,929
Depreciation At 1 March 2021 Charge for the year		13,203 7,643	13,203 7,643
At 28 February 2022		20,846	20,846
Carrying amount			
At 28 February 2022		2,083	2,083
At 28 February 2021		9,726	9,726
11 Stocks			
		2022 £	2021 £
Property held for resale		2,453,564	2,453,564
12 Debtors			
		2022 £	2021 £
Prepayments		1,825	5,571
Accrued income		1,068	38
		2,893	5,609
13 Creditors			
	Note	2022 £	2021 £
Due within one year			
Trade creditors	17	15,033	17,412
Amounts due to group undertakings Other payables	17	2,317,333 16,293	2,417,499 15,727
Accrued expenses		1,088	367
Deferred income		1,837	2,492
		2,351,584	2,453,497

# Notes to the Financial Statements for the Year Ended 28 February 2022

## 14 Share capital

## Allotted, called up and fully paid shares

	2022		2021	
	No.	£	No.	£
Ordinary shares of £1 each	1	11	1	1

#### 15 Reserves

Profit and loss account reserves represent accumulated profit after tax.

#### 16 Contingent liabilities

The company is party to a cross guarantee covering the bank loans of 117 The Headrow Limited (2021: 117 The Headrow Limited). As at 28 February 2022, the total loan balance was £1,545,269 (2021: £2,842,197). The borrowing was secured by a standard security over fixed assets and a bond and floating charge over all the assets of the respective companies.

## 17 Related party transactions

The Company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned, in accordance with Section 33 of FRS 102.

#### 18 Parent and ultimate parent undertaking

The company is owned by the immediate parent company Scarborough Premier Developments Limited, a company registered in England and Wales.

The ultimate parent undertaking is Scarborough Group International Limited, a company registered in Scotland. Scarborough Group International Limited is also the smallest and largest group for which group accounts are drawn up and of which the company is a member. Copies of the accounts of Scarborough Group International Limited can be obtained from: c/o Pinsent Masons, 13 Queens Road, Aberdeen AB15 4YL.

The ultimate controlling party is K C McCabe.