

St James Property Development Limited

Report and Financial Statements

Year Ended

28 February 2019

Company Number 00694818

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COMPANIES HOUSE

St James Property Development Limited

Company Information

Directors E A Shahmoon
A Gabbay
C Hanouka

Registered number 00694818

Registered office 2 Mill Street
London
W1S 2AT

Independent auditors BDO LLP
55 Baker Street
London
W1U 7EU

St James Property Development Limited

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St James Property Development Limited

Directors' Report For the Year Ended 28 February 2019

The directors present their report and the financial statements for the year ended 28 February 2019.

Director's responsibilities statement

The directors are responsible for preparing the Director's 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activity

The company's principal activity is that of trading of land.

Results and dividends

The profit for the year, after taxation, amounted to £Nil (2018 - £Nil).

The company has not traded during the current or preceding financial year and accordingly no profit and loss account has been prepared.

Directors

The directors who served during the year were:

E A Shahmoon
A Gabbay (appointed 10 December 2018)
C Hanouka (appointed 4 February 2019)

St James Property Development Limited

Directors' Report (continued) For the Year Ended 28 February 2019

Disclosure of information to auditor

Each of the persons who are directors 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.

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 18/12/19 and signed on its behalf.



E A Shahmoon
Director

St James Property Development Limited

Independent Auditor's Report to the Members of St James Property Development Limited

Opinion

We have audited the financial statements of St James Property Development Limited ("the Company") for the year ended 28 February 2019 which comprise the statement of comprehensive income, statement of financial position, 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 2019 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you 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.

St James Property Development Limited

Independent Auditor's Report to the Members of St James Property Development Limited (continued)

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Report, other than the financial statements and our auditor's report thereon. 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.

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 this regard.

Opinions 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.

Matters on which we are required to report by exception

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 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' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

St James Property Development Limited

Independent Auditor's Report to the Members of St James Property Development Limited (continued)

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, 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: <https://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.



Alexander Tapp (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London
United Kingdom

Date: 19 DECEMBER 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

St James Property Development Limited

Statement of Comprehensive Income For the Year Ended 28 February 2019

The company has not traded during the year or the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither a profit or loss. No statement of comprehensive income has therefore been presented.

Statement of Financial Position As at 28 February 2019

	Note	2019 £	2018 £
Fixed assets			
Tangible assets	6	-	50
Stocks	7	50	-
		<u>50</u>	<u>-</u>
Net assets		<u>50</u>	<u>50</u>
Capital and reserves			
Called up share capital	8	9,000,000	9,000,000
Share premium account	9	49,592,000	49,592,000
Revaluation reserve	9	50	50
Profit and loss account	9	(58,592,000)	(58,592,000)
Total equity		<u>50</u>	<u>50</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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

18/12/19

E A Shahmoon
Director

The notes on pages 9 to 13 form part of these financial statements.

St James Property Development Limited

Statement of Changes in Equity For the Year Ended 28 February 2019

	Called up share capital	Share premium account	Revaluation reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 March 2018	9,000,000	49,592,000	50	(58,592,000)	50
Total comprehensive income for the year	-	-	-	-	-
At 28 February 2019	9,000,000	49,592,000	50	(58,592,000)	50

The notes on pages 9 to 13 form part of these financial statements.

St James Property Development Limited

Statement of Changes in Equity For the Year Ended 28 February 2018

	Called up share capital	Share premium account	Revaluation reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 March 2017	9,000,000	49,592,000	50	(58,592,000)	50
Total comprehensive income for the year	-	-	-	-	-
At 28 February 2018	9,000,000	49,592,000	50	(58,592,000)	50

The notes on pages 9 to 13 form part of these financial statements.

St James Property Development Limited

Notes to the Financial Statements For the Year Ended 28 February 2019

1. General information

St James Property Development Limited is a private company limited by shares, incorporated in England & Wales under the Companies Act. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activities are set out in the Director's Report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Going concern

The financial statements have been prepared on a going concern basis which is dependent on the continued support of the ultimate parent company, O&H Strategic Land Holdings Limited. The directors of O&H Strategic Land Holdings Limited have confirmed that the company will continue to provide such support for the foreseeable future.

2.3 Investment land bank

Investment land bank 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 Statement of Comprehensive Income.

St James Property Development Limited

Notes to the Financial Statements For the Year Ended 28 February 2019

2. Accounting policies (continued)

2.4 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a change 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 tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position 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 reporting date.

2.5 Stocks

Stock relates to the cost of land purchased for development and is stated at the lower of cost and net realisable value.

In determining cost for these purposes, stock acquired from third parties includes purchase price and any other costs incurred in bringing the inventories to their present location and condition.

Where properties held in stock were transferred from investment property, the cost is the fair value at the date the land was transferred into stock.

St James Property Development Limited

Notes to the Financial Statements For the Year Ended 28 February 2019

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the director has made the following judgements:

Determine whether there are indicators of impairment of the company's tangible assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.

Other key sources of estimation uncertainty:

Tangible fixed assets (see note 6)

Investment land bank is valued to fair value annually. The company recognises the land at fair value, defined as the estimated amount for which land should exchange on the date of the valuation between a willing buyer and seller in an arm's length transaction, through the use of comparable values of similar land observable in the market. The directors of the company assesses the carrying value at each reporting date to ensure that its carrying value does not materially differ from its fair value. When the carrying value differs from fair value, that asset is adjusted to fair value. On 21st September 2018 the directors' intentions in relation to the land held in investment property changed such that in the directors' view, these assets are now held for sale and were appropriated to stock on this date.

Stocks (see note 7)

The carrying value of stocks requires management judgement in determining the profitability of each project at the point of sale. The group gives consideration to the status of each project, stage of development, current tenants and revenues and market conditions, when ensuring stocks are valued at the lower of cost and net realisable value.

4. Operating profit

Audit and taxation fees are borne by fellow subsidiaries.

5. Employees

The company has no employees (2018 - Nil) other than the director, who did not receive any remuneration (2018 - £Nil).

The average monthly number of employees, including directors, during the year was 0 (2018 - 0).

St James Property Development Limited

Notes to the Financial Statements For the Year Ended 28 February 2019

6. Tangible fixed assets

	Investment land bank £
Valuation	
At 1 March 2018	50
Reappropriation to stock	(50)
	<hr/>
At 28 February 2019	-
	<hr/>
Net book value	
At 28 February 2019	-
	<hr/> <hr/>
At 28 February 2018	50
	<hr/> <hr/>

The historical cost of the investment land bank is £Nil (2018 - £Nil).

7. Stocks

	2019 £	2018 £
Finished goods and goods for resale	50	-
	<hr/> <hr/>	<hr/> <hr/>

8. Share capital

	2019 £	2018 £
Allotted, called up and fully paid		
90,000,000 Ordinary shares of £0.10 each	9,000,000	9,000,000
	<hr/> <hr/>	<hr/> <hr/>

St James Property Development Limited

Notes to the Financial Statements For the Year Ended 28 February 2019

9. Reserves

Share premium account

The share premium account includes the premium on issue of equity shares, net of any issue costs.

Revaluation reserve

The revaluation reserve represents cumulative revaluation movements in the fair value of investment land bank, gross of any deferred tax impact.

On disposal of land bank any cumulative revaluation movements relating to the disposed land which are realised will be transferred to the profit and loss account.

Profit and loss account

The profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments as discussed above in relation to the revaluation reserve.

Share capital

Called up share capital reserve represents the nominal value of the shares issued.

10. Controlling party

During the year there was a group restructure on 21 September 2018. At 28 February 2019 the company's ultimate parent company is O&H Strategic Land Holdings Limited, a company registered in Jersey. O&H Holdings No.2 Limited is the largest group in which the company is consolidated, copies of the consolidated financial statements of O&H Holdings No.2 Limited are available from Companies House.

O&H Properties Limited is the immediate parent company and the parent of the smallest group in which St James Property Development Limited is a member.

Prior to the group restructure the company's ultimate parent company was Sherbrooke Holdings Limited, a company registered in the British Virgin Islands. O&H Capital Limited was the parent of the smallest group of which the company was a member. O&H Holdings Limited was the largest group in which the company was previously consolidated, copies of the consolidated financial statements of O&H Holdings Limited are available from Companies House, Crown Way, Cardiff, CF14 3UZ.

There is no ultimate controlling party of the company, either at the reporting date or prior to the group restructure.