

Company Registration No: 04247092

**RESTMEAD LIMITED**  
**REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MAY 2016**



**RESTMEAD LIMITED**

**DIRECTORS AND OFFICERS**

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**DIRECTORS**

R Tchenguiz  
V A Tchenguiz

**REGISTERED OFFICE**

5th Floor  
Leconfield House  
Curzon Street  
London  
W1J 5JA

**AUDITOR**

RSM UK Audit LLP (formerly Baker Tilly UK Audit LLP)  
Chartered Accountants  
3<sup>rd</sup> Floor  
One London Square  
Cross Lanes  
Guildford  
Surrey  
GU1 1UN

**SOLICITORS**

Osborne Clarke  
One London Wall  
London  
EC2Y 5EB

## **RESTMEAD LIMITED**

### **DIRECTORS' REPORT**

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The directors present their report and the financial statements of Restmead Limited for the year ended 31 May 2016.

#### **Principal activities and business review**

The principal activity of the company, which has remained unchanged during the year, was that of an intermediate holding company.

In the opinion of the directors the result for the year and the financial position of the company at 31 May 2016 was satisfactory given the support of Rotch Property Group Limited, a related party.

#### **Dividends**

The directors do not recommend payment of a dividend.

#### **Directors**

The following directors have held office since 1 June 2015:

R Tchenguiz  
V A Tchenguiz

#### **Statement of directors' responsibilities**

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 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 those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and accounting estimates that are reasonable and prudent;
- c. 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.

**RESTMEAD LIMITED**

**DIRECTORS' REPORT**

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**Statement as to disclosure of information to auditor**

The directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. The directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

**Auditor**

The auditor, RSM UK Audit LLP (formerly Baker Tilly UK Audit LLP), Chartered Accountants, has indicated its willingness to continue in office.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

By order of the Board:



**R Tchenguz**  
Director

*1st December* 2016

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RESTMEAD LIMITED**

We have audited the financial statements on pages 5 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditor**

As more fully explained in the Directors' Responsibilities Statement set out on page 2 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at <http://www.frc.org.uk/auditscopeukprivate>

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2016 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.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion 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, based on the work undertaken in the course of our audit, the Directors' Report 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 have not identified any material misstatements in the Directors' report.

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

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the directors' report

**RSM UK Audit LLP**

Christopher Hurren FCA (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP (formerly Baker Tilly UK Audit LLP), Statutory Auditor  
Chartered Accountants

3<sup>rd</sup> Floor, One London Square, Cross Lanes  
Guildford, Surrey, GU1 1UN

6 January 2017

**RESTMEAD LIMITED****STATEMENT OF COMPREHENSIVE INCOME****AT 31 MAY 2016**

	<b>Notes</b>	<b>2016 £</b>	<b>2015 £</b>
Other operating expenses	2	(28,800)	(28,800)
<b>Loss on ordinary activities before taxation</b>	3	<u>(28,800)</u>	<u>(28,800)</u>
Taxation	5	-	-
<b>Loss on ordinary activities after taxation</b>		<u>(28,800)</u>	<u>(28,800)</u>
Other comprehensive income		-	-
<b>Total comprehensive income for the year</b>		<u><u>(28,800)</u></u>	<u><u>(28,800)</u></u>

**RESTMEAD LIMITED****STATEMENT OF FINANCIAL POSITION (Company Registration Number: 04247092)****AT 31 MAY 2016**

	Notes	2016 £	2015 £
<b>Fixed assets</b>			
Investments	6	3	3
		<hr/>	<hr/>
<b>Current assets</b>			
Debtors	7	1	1
<b>Creditors: amounts falling due within one year</b>	8	(588,246)	(559,446)
<b>Net current liabilities</b>		<hr/> (588,243) <hr/>	<hr/> (559,445) <hr/>
<b>Total assets less current liabilities</b>		<hr/> (588,242) <hr/>	<hr/> (559,442) <hr/>
<b>Capital and reserves</b>			
Called up share capital	10	1	1
Profit and loss account		(588,243)	(559,443)
<b>Total equity</b>		<hr/> (588,242) <hr/>	<hr/> (559,442) <hr/>

The financial statements on pages 5 to 15 were approved by the board of directors and authorised for issue on ~~13 December~~ 2016 and are signed on its behalf by:



**R Tchenguiz**  
Director

**RESTMEAD LIMITED****STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31 MAY 2016**

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	<b>Share capital £</b>	<b>Profit and loss account £</b>	<b>Total £</b>
<b>Balance at 1 June 2014</b>	1	(530,643)	(530,642)
Total comprehensive income for the year	-	(28,800)	(28,800)
<b>Balance at 31 May 2015</b>	<u>1</u>	<u>(559,443)</u>	<u>(559,442)</u>
Total comprehensive income for the year	-	(28,800)	(28,800)
<b>Balance at 31 May 2016</b>	<u>1</u>	<u>(588,243)</u>	<u>(588,242)</u>

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# **RESTMEAD LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 MAY 2016**

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#### **1. Accounting policies**

##### **Company information**

Restmead Limited ("the Company") is a limited company domiciled and incorporated in England. The address of the Company's registered office and principal place of business is 5th Floor, Leconfield House, Curzon Street, W1J 5JA.

The group comprises a small-sized group. The company has therefore taken advantage of the small companies regime under Part 15 ss 380 to 384 Companies Act 2006 not to prepare group accounts.

##### **1.1 Cash flow statement**

The company has taken advantage of the small company exemption from preparing a cash flow statement under the terms of FRS102, Section 7.

##### **1.2 Basis of accounting**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006, and under the historical cost convention modified to include investment properties at fair value.

##### **1.3 First time adoption of FRS 102**

These financial statements are the first financial statements of Restmead Limited prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (FRS 102). The financial statements of Restmead Limited for the year ended 31 May 2015 were prepared in accordance with previous UK GAAP.

Some of the FRS 102 recognition, measurement, presentation and disclosure requirements and accounting policy choices differ from previous UK GAAP. Consequently, the directors have amended certain accounting policies to comply with FRS 102. The directors have also taken advantage of certain exemptions from the requirements of FRS 102 permitted by FRS 102 Chapter 35 'Transition to this FRS'.

There were no transitional adjustments to equity or to the profit for the year to 31 May 2015 as a result of the transition to FRS102.

##### **1.4 Going concern**

The group's property investment and funding structure have been set up to be principally self-financing.

The directors have assessed the structure and the continuation and availability of limited support provided by Rotch Property Group Limited (see note 13) and have determined that the company has, or can expect to have, sufficient working capital for its needs for at least the next 12 months from the date of approval of these financial statements. In view of this the directors consider it appropriate to prepare the accounts on the going concern basis.

##### **1.5 Investments**

Fixed asset investments are stated at cost less provision for impairment.

## RESTMEAD LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

#### FOR THE YEAR ENDED 31 MAY 2016

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##### 1.6 Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current tax is based on taxable profit for the year. Taxable profit differs from total comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

For non-depreciable assets measured using the revaluation model and investment properties measured at fair value (except investment property with a limited useful life held by the Company to consume substantially all of its economic benefits), deferred tax is measured using the tax rates and allowances that apply to the sale of the asset or property.

Current and deferred tax is charged or credited in profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

##### 1.7 Financial instruments

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102, in full, to all of its financial instruments.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument, and are offset only when the Company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

##### **Financial assets**

##### *Basic financial assets*

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts at a market rate of interest.

**RESTMEAD LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MAY 2016**

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**1.7 Financial instruments (continued)**

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

***Financial liabilities and equity***

Financial instruments are classified as liabilities and equity instruments according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

***Basic financial liabilities***

Basic financial liabilities, including trade and other payables, bank loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

***Derecognition of financial assets and liabilities***

A financial asset is derecognised only when the contractual rights to cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party. A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

**1.8 Critical accounting estimates and areas of judgement**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**RESTMEAD LIMITED****NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 MAY 2016****2. Other operating expenses**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Administrative expenses	28,800	28,800

**3. Loss on ordinary activities before taxation**

Auditor's remuneration is borne by the company's subsidiaries.

**4. Employees and directors**

There were no employees during the year apart from the directors who received no emoluments.

**5. Taxation**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
<b>Current tax</b>		
UK corporation tax	-	-
Current tax charge	-	-
<b>Total current tax</b>	-	-
Factors affecting the tax charge for the year.		
Loss on ordinary activities before tax	(28,800)	(28,800)
Loss on ordinary activities multiplied by the standard rate of Corporation tax in the UK of 20% (2015: 20%).	(5,760)	(5,760)
Effects of:		
Group relief	5,760	5,760
Tax expense	-	-

# RESTMEAD LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2016

### 6. Fixed asset investments

Shares in  
subsidiary  
undertakings  
£

Cost:

At 1 June 2015 and 31 May 2016

3

In the opinion of the directors the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Company of registration or incorporation	Class	Shares held %
Timecoast Limited	England	£1 Ordinary	100.00
Drivewall Limited*	England	£1 Ordinary	100.00
Gainwalk Limited*	England	£1 Ordinary	100.00
Holaw (537) Limited*	England	£1 Ordinary	100.00
Holaw (539) Limited*	England	£1 Ordinary	100.00
Holaw (541) Limited*	England	£1 Ordinary	100.00
Pathcoast Limited*	England	£1 Ordinary	100.00
Pikehigh Limited*	England	£1 Ordinary	100.00
Wavetop Limited*	England	£1 Ordinary	100.00
Dalefox Limited	England	£1 Ordinary	100.00
Filmcourt Limited^	England	£1 Ordinary	100.00
HA Leasing Limited^	England	£1 Ordinary	100.00
Holaw (573) Limited^	England	£1 Ordinary	100.00
Leagueframe Limited^	England	£1 Ordinary	100.00
Martridge Limited^	England	£1 Ordinary	100.00
Restgrove Limited^	England	£1 Ordinary	100.00
Upperbright Limited^	England	£1 Ordinary	100.00
Viewpalm Limited^	England	£1 Ordinary	100.00
Waxford Limited^	England	£1 Ordinary	100.00
Zenmouth Limited^	England	£1 Ordinary	100.00
Doveweald Limited	England	£1 Ordinary	100.00
Storedean Limited**	England	£1 Ordinary	100.00

\*These instruments are held via Timecoast Limited

^These interests are held via Dalefox Limited.

\*\*These interests are held via Doveweald Limited

# RESTMEAD LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2016

### 6. Fixed asset investments (Continued)

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

		Capital and reserves 2016 £	Profit/(loss) for the year 2016 £
	Principal activity		
Timecoast Limited	Holding company	(4,061,596)	710,212
Drivewall Limited*	Property investment	(1,002)	-
Gainwalk Limited*	Property investment~	(173,804)	38,498
Holaw (537) Limited*	Property investment~	(197,202)	24,511
Holaw (539) Limited*	Property investment~	(519,041)	135,313
Holaw (541) Limited*	Property investment	269,234	13,130
Pathcoast Limited*	Property investment~	17,931	227,125
Pikehigh Limited*	Property investment~	2,017,094	29,826
Wavetop Limited*	Property investment~	(285,758)	59,319
Dalefox Limited	Holding company	(10,569,043)	(945,778)
Filmcourt Limited^	Property investment~	(778,094)	12,956
HA Leasing Limited^	Property investment~	(1,499,658)	(50,461)
Holaw (573) Limited^	Property investment~	(711,525)	7,972
Leagueframe Limited^	Property investment~	654,708	21,076
Martridge Limited^	Property investment	775,701	72,419
Restgrove Limited^	Property investment~	519,652	45,630
Upperbright Limited^	Property investment	(1,437,521)	(129,875)
Viewpalm Limited^	Property investment	(49,998)	-
Waxford Limited^	Holding company	100	-
Zenmouth Limited^	Property investment	(909,980)	397,085
Doveweald Limited	Holding company	(5,681,747)	(239,493)
Storedean Limited**	Property investment	1,952,045	256,921

~These comments hold their property investments by way of finance leases in full or in part.

### 7. Debtors

	2016 £	2015 £
Amounts owed by group undertakings	1	1

### 8. Creditors: amounts falling within one year

	2016 £	2015 £
Amounts owed to group undertakings	588,246	559,446

**RESTMEAD LIMITED****NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 MAY 2016****9. Financial instruments**

The carrying amount of the company's financial instruments at 31 May were:

	2016 £	2015 £
Financial assets:		
Debt instruments measured at amortised cost	1	1
	<u>          </u>	<u>          </u>
Financial liabilities:		
Measured at amortised cost	588,246	559,446
	<u>          </u>	<u>          </u>

**10. Share capital**

	2016 £	2015 £
Allotted, issued and fully paid:		
1 ordinary share of £1	1	1
	<u>          </u>	<u>          </u>

*Ordinary share rights*

The company's ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the company.

**11. Contingent liabilities**

The company is party to a cross-guarantee and cross-collateralisation loan arrangement in respect of bank loans made to fellow group companies. Under this arrangement the company's investment in its subsidiaries has been charged to the bank. The total value of the group loans subject to this cross-collateralisation, as at 31 May 2016, was £101,250,806 (2015: £102,725,923) and the fair value of the financial instruments also subject to the cross-collateralisation is a liability of £(20,027,633) (2015: £(20,132,623)).

**12. Ultimate parent company and ultimate controlling party**

The company's immediate holding company is Five Mile Limited, a company registered in the British Virgin Islands.

The directors regard the ultimate holding company to be Sunnymist Limited, a company incorporated in the British Virgin Islands.

The ultimate controlling party is the Tchenguiz Family Trust.

**13. Related party transactions**

The company is related to fellow subsidiaries of Sunnymist Limited, with whom in many cases it has directors in common.

At the balance sheet date, and included within amounts owed to group undertakings, £588,246 (2015: £559,442) was due to one such company, Rotch Property Group Limited ("Rotch"). No interest accrues on this balance.

Rotch has agreed not to demand repayment of the amount due to it should that result in the company not being able to meet its obligations in the normal course of business. Rotch has also agreed to provide limited additional support to assist the company in meeting its operational costs as they arise should this be necessary.

# **RESTMEAD LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 MAY 2016**

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#### **13. Related party transactions (Continued)**

As set out in note 11, the company is party to a cross-collateralisation arrangement in respect of loan facilities as at the year end totalling £101,250,806 (2015: £102,725,923). Of this amount, £25,782,356 (2015: £26,774,629) relates to loan facilities with Uni Lease No.1 Limited, a fellow subsidiary of Sunnymist Limited. The fair value of the financial instruments also subject to this cross-collateralisation arrangement is a liability of £(20,027,633) (2015: £(20,132,623)) of which £(2,432,876) (2015: £(2,237,276)) relates to Uni Lease No.1 Limited.

The company has taken advantage of the exemptions provided by Financial Reporting Standard Number 8 'Related Party Disclosures' and has not disclosed transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is party to the transaction is wholly owned by a member of that group.

#### **14. First time adoption of FRS 102**

There were no transitional adjustments to equity or to the profit for the year to 31 May 2015 as a result of the transition to FRS 102.