

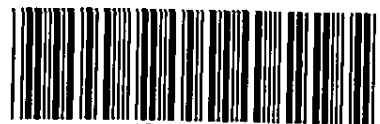
Crisp Investment Limited

**Directors' report and financial
statements**

Registered number SC226313

30 June 2015

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Contents

Directors' report	1
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	2
Independent auditor's report to the members of Crisp Investment Limited	3
Profit and Loss Account	4
Balance Sheet	5
Statement of Total Recognised Gains and Losses	6
Notes	7

Directors' report

The directors present their report and financial statements for the year ended 30 June 2015.

Principal activities

The principal activity of the company continued to be that of purchase and development of property for letting and re-sale.

Results

The results for the period are set out on page 4.

Going concern

This company is a subsidiary of one of 3 companies, CSG Investments Limited, CSG Hotels and Apartments Limited and CSG Commercial Limited, under the common control of Christopher Stewart. These companies manage their and their respective subsidiaries day to day and medium to long term funding requirements through a combination of cash balances, related party borrowings, bank funding and shareholder loans. Forecasts are prepared which consider all of the companies on a combined basis for a period of at least 12 months from the date of signing of these accounts. These forecasts indicate that this and the other companies can operate within the conditions and covenants of the bank facilities and overall level of all available facilities for that period. The directors have therefore prepared the company's financial statements on a going concern basis.

Directors

The directors who held office during the period and to the date of this report were as follows:

Christopher Stewart
Archie Aiton

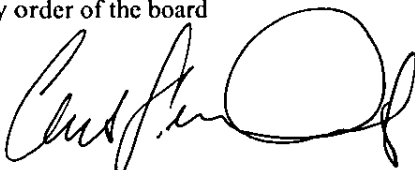
Statement of disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware and each director has confirmed that they have taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



Christopher Stewart
Director

The Tower
Advocates Close
Edinburgh
EH1 1ND

13 May 2016

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 they have elected to prepare the financial statements in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008) and applicable law (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EG
United Kingdom

Independent auditor's report to the members of Crisp Investment Limited

We have audited the financial statements of Crisp Investment Limited for the year ended 30 June 2015 set out on pages 4 to 11. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Report Standard for Smaller Entities (Effective April 2008) (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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 explained more fully 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 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 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 30 June 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice applicable to Smaller Entities; 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.

Emphasis of matter – prior period financial statements

In forming an opinion on the financial statements, which is not modified, we note as explained further in note 1 to the financial statements, that the prior period financial information was not audited. Consequently, International Standards on Auditing (UK and Ireland) require the auditor to state that the corresponding figures contained within these financial statements are unaudited.

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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report.

Hugh Harvie (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

18 May 2016

Profit and Loss Account
for the year ended 30 June 2015

	<i>Note</i>	Year to 30 June 2015 £	15 months to 30 June 2014 £
Turnover		415,277	313,707
Cost of sales		(17,262)	(20,815)
Gross profit		398,015	292,892
Administrative expenses		(35,854)	(44,123)
Other operating income		-	7,017
Operating profit	2	362,161	255,786
Profit on disposal of investment property		-	27,050
Interest payable and similar charges	3	(60,151)	(124,779)
Profit on ordinary activities before taxation		302,010	158,057
Tax on profit on ordinary activities	4	8,253	(8,253)
Profit for the financial period/year	10	310,263	149,804

All activities of the company are classified as continuing

The notes on pages 7 to 11 form an integral part of these financial statements.

Balance Sheet
at 30 June 2015

	<i>Note</i>	2015	2014
		£	£
Fixed assets			
Investment property	5	3,335,000	3,445,000
Current assets			
Debtors	6	492,286	206,406
Cash at bank and in hand		43,862	68,536
		<u>536,148</u>	<u>274,942</u>
Creditors: amounts falling due within one year	7	(266,462)	(250,263)
Net current assets		269,686	24,679
Total assets less current liabilities		3,604,686	3,469,679
Creditors: amounts falling due after more than one year	8	(1,391,998)	(1,457,254)
Net assets		2,212,688	2,012,425
Capital and reserves			
Called up share capital	9	1,200	1,200
Revaluation reserve	10	881,272	991,272
Profit and loss account	10	1,330,216	1,019,953
Equity shareholders' funds	11	2,212,688	2,012,425

The notes on pages 7 to 11 form an integral part of these financial statements.

The financial statements have been prepared in accordance with the special provisions in part 15 of the Companies Act 2016 relating to small companies.

These financial statements were approved by the board of directors on 13 May 2016 and were signed on its behalf by:



Christopher Stewart
Director

Company registered number: SC226313

Statement of Total Recognised Gains and Losses
for the year ended 30 June 2015

	Year to 30 June 2015 £	15 months to 30 June 2014 £
Profit for the financial year/period	310,263	149,804
Unrealised deficit on revaluation of properties	(110,000)	(56,468)
Total recognised gains and losses relating to the financial year/period	200,263	93,336

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules, modified to include the revaluation of land and buildings and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

These accounts are prepared on a going concern basis as set out in the directors' report.

As the Company is a wholly owned subsidiary of CSG Investments Limited, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group.

Investment properties

Investment properties are included in the balance sheet at their open market value. Depreciation is provided only on those investment properties which are leasehold and where the unexpired lease term is less than 20 years.

Although this accounting policy is in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008), it is a departure from the general requirement of the Companies Act 2006 for all tangible assets to be depreciated. In the opinion of the director compliance with the standard is necessary for the financial statements to give a true and fair view. Depreciation or amortisation is only one of many factors reflected in the annual valuation and the amount of this which might otherwise have been charged cannot be separately identified or quantified.

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from inclusion of items of income and expenditure in taxation computations in periods different to those in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not they will be recovered. Deferred tax asset and liabilities are not discounted.

Turnover

Turnover represents amounts receivable for rent and service charges net of VAT.

2 Operating profit

	Year to 30 June 2015 £	15 months to 30 June 2014 £
Operating profit is stated after charging:		
Depreciation of tangible assets	-	4,428
Auditor's remuneration	2,045	2,000

No director received any remuneration for services as director of the company during the period.

The company has no other employees.

Notes (continued)

3 Interest payable

	Year to 30 June 2015 £	15 months to 30 June 2014 £
On bank loans and overdrafts	60,151	124,779

4 Taxation

Analysis of (credit)/charge in period

	Year to 30 June 2015 £	15 months to 30 June 2014 £
<i>UK corporation tax</i>		
Current tax on income for the period	-	8,253
Adjustment in respect of prior period	(8,253)	-
Tax on profit on ordinary activities	(8,253)	8,253

Factors affecting the tax (credit)/charge for the current period

The current tax charge for the period is lower (2014: lower) than the standard rate of corporation tax in the UK 20.75%, (2014: 20.2%). The differences are explained below.

	Year to 30 June 2015 £	15 months to 30 June 2014 £
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	302,010	158,057
Current tax at 20.75 % (2014: 20.2%)	62,667	31,927
<i>Effects of:</i>		
Expenses not deductible for tax purposes	-	57
Chargeable gains	-	12,857
Group relief claimed for nil consideration	(56,899)	(22,508)
Tax credits	-	117
Marginal relief	-	(84)
Capital allowances in excess of depreciation	(5,768)	(13,207)
Utilisation of tax losses	-	(906)
Adjustment in respect of prior period	(8,253)	-
Total current tax charge (see above)	(8,253)	8,253

Factors that may affect future current and total tax charges

The company has an unrecognised deferred tax asset as at 30 June 2015 of £25,332 (2014: £30,893).

Notes (continued)

5 Investment property

	Investment properties £
Cost	
At beginning of year	3,445,000
Revaluations	(110,000)
At end of year	3,335,000
Depreciation	
At beginning and end of year	-
Net book value	
At 30 June 2015	3,335,000
At 30 June 2014	3,445,000

On an historical cost basis these would have been included at an original cost of £2,453,728 (2014: £2,453,728). If the assets were sold at the value shown, there would be estimated tax of £nil (2014: £67,765) due.

6 Debtors

	2015 £	2014 £
Trade debtors	6,550	2,810
Other debtors	49,457	21,878
Amounts owed by group undertakings	436,279	180,964
Amounts owed by related undertakings	-	754
	492,286	206,406

Debtors include an amount of £nil (2014: £nil) which is due after more than one year.

7 Creditors: amounts falling due within one year

	2015 £	2014 £
Bank loans and overdrafts	65,256	47,719
Trade creditors	12,626	-
Deferred income	42,083	45,390
Taxation and social security	5,776	15,404
Other creditors and accruals	9,471	2,500
Amounts owed to group undertakings	131,250	131,250
Amounts owed to related undertakings	-	8,000
	266,462	250,263

Details of secured creditors are set out in note 8.

Notes (continued)

8 Creditors: amounts falling due after more than one year

	2015 £	2014 £
Bank loans	1,391,998	1,457,254
	<u>1,391,998</u>	<u>1,457,254</u>

Bank loans totalling £1,457,254 (2014: £1,504,973) are secured by standard securities and a bond and floating charge over the assets of the company.

The banking facilities bear interest at a rate of LIBOR + 2.75%.

The maturity of obligations under bank loans is as follows:

	2015 £	2014 £
Within one year	65,256	47,719
In the second to fifth years	1,391,998	1,457,254
	<u>1,457,254</u>	<u>1,504,973</u>

9 Called up share capital

	2015 £	2014 £
<i>Allotted, called up and fully paid</i>		
1,200 Ordinary shares of £1 each	1,200	1,200
	<u>1,200</u>	<u>1,200</u>

10 Reserves

	Revaluation reserve £	Profit and loss account £
At beginning of year	991,272	1,019,953
Profit for the year	-	310,263
Revaluation during the year	(110,000)	-
	<u>881,272</u>	<u>1,330,216</u>
At end of year	881,272	1,330,216

Notes (continued)

11 Reconciliation of movement in shareholders' funds

	2015 £
Profit for the year	310,263
Unrealised deficit on revaluation of investment property	(110,000)
Net increase in shareholders' funds	200,263
Opening shareholders' funds	2,012,425
Closing shareholders' funds	<u>2,212,688</u>

12 Contingent liabilities

As a condition to the availability of facilities under the Crisp Investments Limited, Urbanite Investments Limited and Lateral City Limited Facility Agreement, all related to this company by virtue of common ownership ('the related Group'), Barclays Bank Plc holds fixed and floating charges over all of the assets of the Company. Under the terms of this agreement the related Group must meet certain financial covenants in relation to the related Group's consolidated financial position. The Company's liability in respect of these guarantees at 30 June 2015 amounted to £13.8 million (2014: 10.5 million).

13 Related party disclosures

As at 30 June 2015, the immediate and ultimate parent company and the largest group in which the results are consolidated is CSG Investments Limited, a company registered in Scotland. The accounts of CSG Investments Limited can be obtained from the Registrar of Companies, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh EH3 9FF. The ultimate controlling party is Christopher Stewart.

During the year the company invoiced £nil (2014: £8,400) to Chris Stewart Associates LLP, an entity controlled by C Stewart. At the year end £nil was due to (2014: £710 due from) Chris Stewart Associates LLP.

The company invoiced £2,315 (2014: £8,371) to Crisp Building and Renovation Limited, a company controlled by C Stewart. At the period end, the company was due £nil from (2014: £754 due to) Crisp Building and Renovation Limited.

During the year, the company made repayments of £nil (2014: £182,233) to the director, Christopher Stewart.

During the year, £24,000 (2014: £7,290) of charges were incurred by CSG Projects Limited on behalf of Crisp Investments Limited. At 30 June 2015, £nil (2014: £7,290) was due to CSG Projects Limited.

14 Post balance sheet event

After the year end, investment properties with a net book value of £945,000 were sold to Christopher Stewart, a shareholder of Crisp Investments Limited, for £985,000.