
Shopping Centres Limited

Annual Report and Accounts

Year ended 31 March 2017

Company number: 02230056



Shopping Centres Limited

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for the year ended 31 March 2017

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Shopping Centres Limited
STRATEGIC REPORT
for the year ended 31 March 2017

The directors present their Strategic Report for the year ended 31 March 2017.

Principal activities

Shopping Centres Limited ("the company") is a wholly owned subsidiary of The British Land Company PLC and operates as a constituent of The British Land Company PLC group of companies ("the group").

The company's principal activity is that of an investment holding company in the United Kingdom (UK).

Business review

As shown in the company's Profit and Loss Account on page 5, the company's turnover is £nil in the current year and prior period and profit on ordinary activities before taxation for the financial year is £7,130,208 compared to profit on ordinary activities before taxation of £7,561,127 in the prior period.

Dividends of £nil were paid in the year (2016: £nil).

The Balance Sheet on page 7 shows the company's financial position at the year end is, in net assets terms, an increase compared to prior year.

The Board uses total return to monitor the performance of the company. This is a measure of growth in total equity per share, adding back any current year dividend.

The company is a subsidiary of The British Land Company PLC. The company's strategy is the same as the group's strategy – to deliver an above average annualised total return to shareholders, which is achieved by creating attractive environments in the right places focused around the people who work, shop and live in them.

The expected future developments of the company are determined by the strategy of the group. There are no future developments outside of the company's current operations planned.

For more information also see The British Land Company PLC group annual report.

The performance of the group, which includes the company, is discussed in the group's annual report which does not form part of this report.

Principal risks and uncertainties

This company is part of a large property investment group. As such, the fundamental underlying risks for this company are those of the property group as discussed below.

The group generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas:

- demand for space from occupiers against available supply;
- identification and execution of investment and development strategies which are value enhancing;
- availability of financing or refinancing at an acceptable cost;
- economic cycles, including their impact on tenant covenant quality, interest rates, inflation and property values;
- legislative changes, including planning consents and taxation;
- engagement of development contractors with strong covenants;
- key staff changes; and
- environmental and health and safety policies.

These opportunities also represent risks, the most significant being change to the value of the property portfolio. This risk has high visibility to directors and is considered and managed on a continuous basis. Directors use their knowledge and experience to knowingly accept a measured degree of market risk.

The group's preference for prime assets and their secure long term contracted rental income, primarily with upward only rent review clauses, presents lower risks than many other property portfolios.

The group is financed by a variable interest rate loan from its ultimate holding company and has no third party debt. Interest can be charged at nil% where the company is not active or where to do so would put the company in financial difficulty.

Shopping Centres Limited

STRATEGIC REPORT (CONTINUED)
for the year ended 31 March 2017

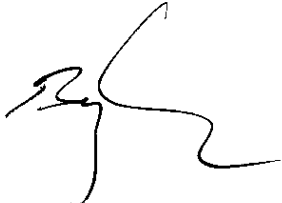
Principal risks and uncertainties (continued)

The company has no third party debt. It therefore has no interest rate exposure.

The financial risks for the company are managed in accordance with the group financial risk management policy, as disclosed in the consolidated group accounts.

This report was approved by the Board on 16/08/17 and signed by the order of the board by:

Director



B. Lewis

Shopping Centres Limited
DIRECTORS' REPORT
for the year ended 31 March 2017

The directors present their Annual Report on the affairs of the company, together with the financial statements for the year ended 31 March 2017.

Environment

Across the group, The British Land Company PLC recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the group's activities. The company operates in accordance with group policies. The group's full sustainability report is available online at www.britishland.com/sustainability/reports-and-publications/2017.

Directors

The directors who were in office during the year and up to the date of signing the financial statements were:

S M Barzycki
C M J Forshaw (resigned 5 April 2017)
B Lewis
D Richards
C S A Maudsley

Directors' responsibilities statement

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 prepared the financial statements in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework. 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 judgements and accounting estimates that are reasonable and prudent;
- state whether Financial Reporting Standard 101 Reduced Disclosure Framework has been followed, subject to any material departures disclosed and explained in the financial statements; 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The company has indemnified its current directors. The indemnity arrangements are qualifying indemnity provisions under the Companies Act 2006 and are currently in force at the date of this Annual Report.

Subsequent events

Details of significant events since the Balance Sheet date, if any, are contained in note 13.

Going concern

The directors consider the company to be a going concern and the accounts are prepared on this basis. Details of this are shown in note 1 of the financial statements.

Shopping Centres Limited

**DIRECTORS' REPORT (CONTINUED)
for the year ended 31 March 2017**

Audit Exemption taken for the year ended 31 March 2017

The company is exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts by virtue of Section 479A of that Act, as disclosed on page 143 of The British Land Company PLC Annual Report and Accounts 2017. The ultimate holding company and controlling party is The British Land Company PLC.

This report was approved by the Board on 16/08/17 and signed by the order of the board by:

Director



B. Lewis

Shopping Centres Limited

PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2017

	Note	Year ended 31 March 2017 £	15 month period ended 31 March 2016 £
Administrative expenses		(3,103)	(147,742)
Income from shares in group undertakings		2,346,895	7,700,000
Operating profit		2,343,792	7,552,258
Profit on disposal of investments		4,790,102	-
Profit on ordinary activities before interest and taxation		7,133,894	7,552,258
Interest receivable and similar income	2	-	8,869
Interest payable and similar charges	3	(3,686)	-
Profit on ordinary activities before taxation	4	7,130,208	7,561,127
Tax on profit on ordinary activities	6	-	-
Profit for the financial year/period		7,130,208	7,561,127

Turnover and results are derived from continuing operations within the United Kingdom.

Shopping Centres Limited

**STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 March 2017**

	Year ended 31 March 2017	15 month period ended 31 March 2016
	£	£
Profit for the financial year	7,130,208	7,561,127
Total comprehensive income for the year	<u>7,130,208</u>	<u>7,561,127</u>

Shopping Centres Limited

BALANCE SHEET
as at 31 March 2017

	Note	2017 £	2016 £
Fixed assets			
Investments	7	-	1,001
		-	1,001
Current assets			
Debtors	8	18,315,798	81,341,140
		18,315,798	81,341,140
Creditors due within one year	9	(270,691)	(70,427,242)
Net current assets		18,045,107	10,913,898
Net assets		18,045,107	10,914,899
Capital and reserves			
Called up share capital	10	1,001	1,001
Share premium		10,591,650	10,591,650
Profit and loss account		7,452,456	322,248
Total equity		18,045,107	10,914,899

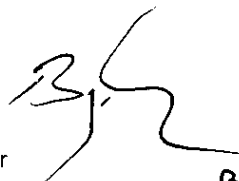
For the year ending 31 March 2017 the company was entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements of Shopping Centres Limited, company number 02230056, on pages 5 to 13, were approved by the Board of Directors and authorised for issue on 16/08/17 and signed on its behalf by:

Director


B. Lewis

Shopping Centres Limited

**STATEMENT OF CHANGES IN EQUITY
for the year ended 31 March 2017**

	Called up share capital £	Share premium £	Profit and loss account £	Total equity £
Balance at 1 January 2015	1,001	10,591,650	1,361,121	11,953,772
Profit for the financial period	-	-	7,561,127	7,561,127
Total comprehensive income for the period	-	-	7,561,127	7,561,127
Dividends payable in period	-	-	(8,600,000)	(8,600,000)
Balance at 31 March 2016	1,001	10,591,650	322,248	10,914,899
Profit for the financial year	-	-	7,130,208	7,130,208
Total comprehensive income for the year	-	-	7,130,208	7,130,208
Balance at 31 March 2017	1,001	10,591,650	7,452,456	18,045,107

Shopping Centres Limited

**NOTES TO THE ACCOUNTS
for the year ended 31 March 2017**

1. Accounting policies

The principal accounting policies adopted by the directors are summarised below. They have all been applied consistently throughout the current year and previous year.

Basis of preparation

The company is incorporated and domiciled in the United Kingdom under the Companies Act 2006. The address of the registered office is York House, 45 Seymour Street, London, W1H 7LX.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The financial statements have been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

These financial statements are separate financial statements. The company is exempt from the preparation of consolidated financial statements, because it is included in the group accounts of The British Land Company PLC.

The company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) The requirements of IAS 1 to provide a Balance Sheet at the beginning of the year in the event of a prior year adjustment;
- (b) The requirements of IAS 1 to provide a Statement of Cash flows for the year;
- (c) The requirements of IAS 1 to provide a statement of compliance with IFRS;
- (d) The requirements of IAS 1 to disclose information on the management of capital;
- (e) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to disclose new IFRS's that have been issued but are not yet effective;
- (f) The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- (g) The requirements of paragraph 17 of IAS 24 Related Party Disclosures to disclose key management personnel compensation;
- (h) The requirements of IFRS 7 to disclose financial instruments; and
- (i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs.

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, equivalent disclosures are given in the group accounts of The British Land Company PLC. The group accounts of The British Land Company PLC are available to the public and can be obtained as set out in note 14.

Going concern

The directors consider that the company has adequate resources to continue trading for the foreseeable future with no external borrowings and a working capital cycle enabling the company to meet all liabilities as they fall due.

As a consequence of this the directors feel that the company is well placed to manage its business risks successfully in the current economic climate. Accordingly, they believe the going concern basis is an appropriate one.

Significant judgements and sources of estimation uncertainty

The key source of estimation uncertainty relates to the valuation of the property portfolio and investments, where an external valuation is obtained. In accounting for net rental income, the group is required to judge the recoverability of any income accrued and provides against the credit risk on these amounts. The potential for management to make judgements or estimates relating to those items which would have a significant impact on the financial statements is considered, by the nature of the group's business, to be limited.

Investments

Fixed asset investments are stated at the lower of cost and the underlying net asset value of the investments.

Shopping Centres Limited

**NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2017**

1. Accounting policies (continued)

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted at the balance sheet date. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are not taxable (or tax deductible).

Deferred tax is provided on items that may become taxable at a later date, on the difference between the balance sheet value and tax base value, on an undiscounted basis.

2 Interest receivable and similar income

	Year ended 31 March 2017	15 month period ended 31 March 2016
	£	£
Interest receivable on amounts owed by group	-	8,869
External - other	-	-
	<u>-</u>	<u>8,869</u>

3 Interest payable and similar charges

	Year ended 31 March 2017	15 month period ended 31 March 2016
	£	£
Interest payable on amounts owed to group	<u>3,686</u>	-
	<u>3,686</u>	<u>-</u>

4. Profit on ordinary activities before taxation

Auditors' remuneration

A notional charge of £nil (31 March 2016: £1,000) is deemed payable to PricewaterhouseCoopers LLP in respect of the audit of the financial statements. Actual amounts payable to PricewaterhouseCoopers LLP are paid at group level by The British Land Company PLC.

No non-audit fees (31 March 2016: £nil) were paid to PricewaterhouseCoopers LLP.

5. Staff numbers and costs

No director received any remuneration for services to the company in the year. The remuneration of the directors was borne by another company within the group, for which no apportionment or recharges were made.

Average number of employees, excluding directors, of the company during the year was nil (2016: nil).

Shopping Centres Limited

**NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2017**

6. Tax on profit on ordinary activities

	Year ended 31 March 2017 £	15 month period ended 31 March 2016 £
Current tax		
UK corporation tax	-	-
Total current taxation charge	-	-
Deferred tax		
Origination and reversal of timing differences	-	-
Total deferred tax charge	-	-
Total taxation charge	-	-
Tax reconciliation		
Profit on ordinary activities before taxation	7,130,208	7,561,127
Tax on profit on ordinary activities at UK corporation tax rate of 20% (2016: 20%)	1,426,042	1,527,348
Effects of:		
Income not taxable for tax purposes	(1,427,400)	(1,516,543)
Transfer pricing adjustments	29,961	-
Group claimed for nil consideration	(28,603)	(10,805)
Total tax expense	-	-

Reductions to the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) were substantively enacted on 26 October 2015. A further reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. These rate reductions have been reflected in the calculation of deferred tax at the Balance Sheet date, where relevant.

Shopping Centres Limited

NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2017

7 Investments

	Shares in subsidiaries £	Total £
Underlying net asset value of investment 1 April 2016	1,001	1,001
Disposals	(1,001)	(1,001)
31 March 2017	-	-
Provisions for underlying net asset change 1 April 2016	-	-
31 March 2017	-	-
Underlying net asset value of investment 1 January 2015	1,001	1,001
31 March 2016	1,001	1,001
Provisions for underlying net asset change 1 January 2015	-	-
31 March 2016	-	-
At cost		
31 March 2017	-	-
31 March 2016	1,001	1,001

8. Debtors

	2017 £	2016 £
Current debtors (due within one year)		
Amounts owed by group companies - current accounts	18,265,943	81,291,284
Other debtors	21,196	21,196
Prepayments and accrued income	28,659	28,660
	18,315,798	81,341,140

Amounts due from group companies are repayable on demand. There is no interest charged on these balances.

9 Creditors due within one year

	2017 £	2016 £
Amounts owed to group companies - current accounts	142,932	70,291,637
Other taxation and social security	94,927	118,110
Other creditors	17,494	17,495
Accruals and deferred income	15,338	-
	270,691	70,427,242

Amounts owed to group companies are repayable on demand. Interest is charged on these balances in accordance with the group policy on intercompany loan accounts.

Shopping Centres Limited

**NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2017**

10. Called up share capital

	2017 £	2016 £
Issued share capital - allotted, called up and fully paid		
Ordinary Shares of £1 each		
Balance as at 1 April and 31 March: 1,001 shares	<u>1,001</u>	<u>1,001</u>

11. Capital commitments

The company had capital commitments contracted as at 31 March 2017 of £nil (2016: £nil).

12. Contingent liabilities

The company is jointly and severally liable with the ultimate holding company and fellow subsidiaries for all monies falling due under the group VAT registration.

13. Subsequent events

There have been no significant events since the year end.

14. Immediate parent and ultimate holding company

The immediate parent company is TBL Properties Limited.

TBL Properties Limited is the smallest group and The British Land Company PLC is the largest group for which group accounts are available and which include the company. The ultimate holding company and controlling party is The British Land Company PLC. Group accounts for this company are available on request from The British Land Company PLC, York House, 45 Seymour Street, London, W1H 7LX.