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Elmbridge Village Limited

Report and Financial Statements

Year Ended

31 March 2013

Company Number 1483278

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Elmbridge Village Limited

Report and financial statements for the year ended 31 March 2013

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Directors

N Welby
D Miller
S Burgess

Secretary and registered office

David Miller, 28 Church Street, Epsom, Surrey, KT17 4QB

Company number

1483278

Auditors

BDO LLP, 2nd Floor, 2 City Place, Beehive Ring Road, Gatwick, West Sussex RH6 0PA

Elmbridge Village Limited

Report of the directors for the year ended 31 March 2013

The directors present their report together with the audited financial statements for the year ended 31 March 2013

Results

The profit and loss account is set out on page 5 and shows the profit for the year

Principal activities

The company owns the freehold interest in an estate of residential units at Elmbridge Village, Cranleigh which was developed by the company and is occupied by retired persons, under lease agreements. Certain services are provided to the residents and the company consents to the assignment of leases or repurchases the leases and grants new leases for the properties on the estate. The company expects to continue to own and benefit from its freehold interest.

OFT investigation

In September 2009, the OFT launched a formal investigation into transfer fees in the retirement housing sector which included some retirement village operators as well as Retirement Villages Limited. A fuller reference to this enquiry can be found in the financial statements of Retirement Villages Group Limited for the year ended 31 March 2013.

On the basis of advice previously received, the directors continue to hold the opinion that it is appropriate to value investment properties with reference to assignment fee income streams as well as to ground rents, while taking into account the negative impact on sentiment caused by the OFT's activities.

Directors

The directors of the company during the year and since the year end were

J M Gooding (resigned 26 03 2013)
N Welby (appointed 26 03 2013)
D Miller
S Burgess (appointed 26 06 2013)

Elmbridge Village Limited

Report of the directors for the year ended 31 March 2013 (continued)

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 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.

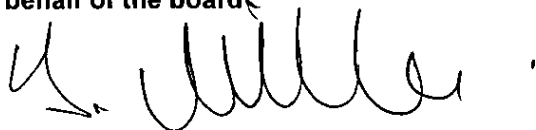
Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

In preparing this directors' report advantage has been taken of the small companies' exemption.

On behalf of the board



D Miller
Director

Date 20/12/13

Elmbridge Village Limited

Independent auditor's report

TO THE SHAREHOLDERS OF ELMBRIDGE VILLAGE LIMITED

We have audited the financial statements of Elmbridge Village Limited for the year ended 31 March 2013 which comprise the profit and loss account, the statement of total recognised gains and losses, the note of historic cost profits and losses, the balance sheet and the related notes. 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).

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 auditors

As explained more fully in the statement of directors' responsibilities, 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 31 March 2013 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

Opinion on other matters 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.

Elmbridge Village Limited

Independent auditor's report (*continued*)

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
- the directors were not entitled to prepare the financial statements and directors' report in accordance with the small companies' regime



James Roberts (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
Gatwick
United Kingdom

Date



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

Elmbridge Village Limited

Profit and loss account for the year ended 31 March 2013

	Note	2013 £	2012 £
Turnover	2	1,439,018	1,981,950
Cost of sales		(463,954)	(714,236)
Gross profit		975,064	1,267,714
Distribution costs		69,183	72,389
Administrative expenses		53,943	56,926
		851,938	1,138,399
Other operating income		205,252	86,505
Profit on ordinary activities before taxation		1,057,190	1,224,904
Taxation charge on profit on ordinary activities	4	-	(1,585,194)
Profit/(loss) on ordinary activities after taxation		1,057,190	(360,290)

All amounts relate to continuing activities

The notes on pages 8 to 15 form part of these financial statements

Elmbridge Village Limited

Statement of total recognised gains and losses and note of historical cost profits and losses for the year ended 31 March 2013

	Note	2013 £	2012 £
Statement of total recognised gains and losses			
Profit / (loss) for the financial year		1,057,190	(360,290)
Unrealised deficit on revaluation of properties	11	(2,115,000)	-
Deferred taxation on transfer of realisation		(178,487)	(142,487)
		<hr/>	<hr/>
Total recognised losses for the financial year		(1,236,297)	(502,777)
		<hr/>	<hr/>
Note of historical cost profits and losses			
Reported profit on ordinary activities before taxation		1,057,190	1,224,904
Realisation of property revaluation gains during the year		-	183,730
		<hr/>	<hr/>
Historical cost profit on ordinary activities before taxation		1,057,190	1,408,634
		<hr/>	<hr/>
Historical cost profit/(loss) for the year after taxation		1,057,190	(176,560)
		<hr/>	<hr/>

The notes on pages 8 to 15 form part of these financial statements

Elmbridge Village Limited

Balance sheet at 31 March 2013

Company number 1483278	Note	2013 £	2013 £	2012 £	2012 £
Fixed assets					
Tangible assets	5		3,990,134		6,049,856
Current assets					
Stocks	6	609,898		682,020	
Debtors	7	9,302,154		8,380,963	
Cash at bank and in hand		49,818		43,826	
		9,961,870		9,106,809	
Creditors: amounts falling due within one year	8	2,790,193		2,902,557	
Net current assets			7,171,677		6,204,252
Total assets less current liabilities			11,161,811		12,254,108
Provisions for liabilities	9		822,479		678,479
			10,339,332		11,575,629
Capital and reserves					
Called up share capital	10		10,000		10,000
Revaluation reserve	11		3,611,069		6,105,877
Profit and loss account	11		6,718,263		5,459,752
Shareholders' funds	12		10,339,332		11,575,629

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

The financial statements were approved by the board of directors and authorised for issue on 20/12/13


D Miller
Director

The notes on pages 8 to 15 form part of these financial statements

Elmbridge Village Limited

Notes forming part of the financial statements for the year ended 31 March 2013

1 Accounting policies

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain tangible assets

The following principal accounting policies have been applied

Cash flow statement

The company has taken advantage of the exemption conferred by Financial Reporting Standard 1 'Cash Flow Statements (Revised 1996)' not to prepare a cash flow statement on the grounds that it is a 'small' company under the Companies Act 2006

Turnover

Turnover represents the proceeds from the sale of leases on properties and assignment fees from the resale of properties

Sales of properties are recognised on legal completion

Depreciation

Depreciation is provided to write off the cost, less estimated residual values, of all tangible fixed assets, except for investment properties and leased properties, evenly over their expected useful lives. It is calculated at the following rates

Fixtures and fittings - 20% on a straight line basis

Investment properties

Investment properties comprise freehold interests in land and buildings held for the rental, assignment fee and other income they generate. In accordance with SSAP 19 Accounting for investment properties, investment properties are revalued annually to open market value and no depreciation is provided. The directors consider that this accounting policy results in the financial statements giving a true and fair view. The effect of this departure from the Companies Act 2006 has not been quantified because it is impracticable and, in the opinion of the directors, would be misleading.

The aggregate surplus or deficit arising on revaluation is transferred to the revaluation reserve except where a deficit is deemed to represent a permanent diminution in value, in which case it is charged to the profit and loss account.

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost includes all direct expenditure, an appropriate proportion of attributable overheads and a proportion of interest capitalised on borrowings drawn to finance development work.

Elmbridge Village Limited

Notes forming part of the financial statements for the year ended 31 March 2013 (*continued*)

1 Accounting policies (*continued*)

Deferred taxation

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that

- deferred tax is not recognised on timing differences arising on revalued properties unless the company has entered into a binding sale agreement and is not proposing to take advantage of rollover relief, and
- the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences

Deferred tax balances are not discounted

Leased assets

Leased fixed assets are held at valuations equivalent to their respective repurchase prices. These valuations are less than the market value which would be ascribed to the underlying assets if they were available for resale. The directors consider that their current unavailability for resale diminishes their value and that the repurchase price of the respective lease is therefore the most appropriate valuation to reflect in the financial statements.

Property sales

The company sells properties under two main types of lease. The first type ('old lease'), which is now only sold in respect of garages, obliges the company to repurchase the property at the price at which it was last sold or a proportion thereof, either on vacation of the property by the purchaser or on receiving three months' notice. When a property is repurchased by the company in accordance with its obligation under the lease, title to the property will revert to the company and the property will become available for resale in the company's financial statements.

Under Financial Reporting Standard 5 "Reporting the substance of transactions", the granting of an old lease is not recognised as a sale as most of the risks and rewards are borne by the company. The company has decided to treat such properties as leased fixed assets and to create a provision for their repurchase. The properties are held at a value equivalent to the provision for repurchase of the lease.

The second type of lease ('new lease') transfers all the risks and rewards of ownership to the lessee. Grants of such leases are treated as sales, with the attributable income and costs of sales being taken to the profit and loss account.

Provisions

Provision is made in full for the requirement to repurchase properties leased under 'old leases' at their original sale price, at the point the obligation arises and is released on the repurchase of the property.

2 Turnover

Turnover arises solely within the United Kingdom.

Elmbridge Village Limited

Notes forming part of the financial statements
for the year ended 31 March 2013 (*continued*)

3 Operating profit

	2013 £	2012 £
This is arrived at after charging		
Depreciation of tangible fixed assets	374	1,248

Auditor's fees were paid by RV Services Limited, another group undertaking, in the year and the preceding period. The directors received no emoluments in respect of their services to the company. The company has no employees other than the directors.

4 Taxation on profit on ordinary activities

	2013 £	2012 £
<i>UK corporation tax</i>		
Payment for group relief	-	1,585,295
<i>Total current tax</i>	-	1,585,295
<i>Deferred taxation</i>		
Origination and reversal of timing differences	-	(101)
Taxation on surplus on ordinary activities	-	1,585,194

The tax assessed for the year is different from the standard rate of corporation tax in the UK applied to profit before tax. The differences are explained below.

	2013 £	2012 £
Profit on ordinary activities before tax	1,057,190	1,224,904
Profit on ordinary activities at the standard rate of corporation tax in the UK of 24% (2012 - 26%)	253,726	318,475
Effect of		
- Capital allowances less than depreciation	(14)	169
- Payment for group relief	-	1,585,295
- Group relief	(253,712)	(318,644)
Current tax charge for the year	-	1,585,295

Elmbridge Village Limited

Notes forming part of the financial statements
for the year ended 31 March 2013 (continued)

5 Tangible fixed assets

	Leased properties £	Fixtures and fittings £	Investment properties £	Total £
Cost or valuation				
At 1 April 2012	863,482	7,485	5,186,000	6,056,967
Additions	393,000	-	-	393,000
Revaluation	-	-	(2,115,000)	(2,115,000)
Disposal	(337,348)	(7,485)	-	(344,833)
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 March 2013	919,134	-	3,071,000	3,990,134
	<hr/>	<hr/>	<hr/>	<hr/>
Depreciation				
At 1 April 2012	-	7,111	-	7,111
Provided for the year	-	374	-	374
Disposals	-	(7,485)	-	(7,485)
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 March 2013	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Net Book value				
At 31 March 2013	919,134	-	3,071,000	3,990,134
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 March 2012	863,482	374	5,186,000	6,049,856
	<hr/>	<hr/>	<hr/>	<hr/>

The group's investment properties were revalued by the directors at open market value after taking into account a recent independent professional valuation carried out in November 2012. Valuations are carried out by reference to the income generated by properties using discounted cash flow techniques, taking into account the quality of the different income streams and their attractiveness to a potential acquirer.

The directors believe the book value of the leased properties is not less than their market value.

The historical cost of investment properties is

	2013 £	2012 £
Cost	60,000	60,000
	<hr/>	<hr/>

Elmbridge Village Limited

Notes forming part of the financial statements
for the year ended 31 March 2013 (continued)

6 Stocks

	2013 £	2012 £
Work in progress	48,549	150,020
Stocks held for resale	561,349	532,000
	<u>609,898</u>	<u>682,020</u>

There is no material difference between the replacement cost of stocks and the amounts stated above

7 Debtors

	2013 £	2012 £
Amounts owed by group undertakings	9,211,390	8,200,717
Deferred taxation	486	178,973
Other debtors	90,278	1,273
	<u>9,302,154</u>	<u>8,380,963</u>

All amounts shown under debtors fall due for payment within one year

	Deferred taxation £
At 1 April 2012	178,973
Transferred on realisation	(178,487)
	<u>486</u>
At 31 March 2013	

Deferred taxation

	2013 £	2012 £
The amount of deferred tax provided for is as follows		
Accelerated capital allowances	486	485
Other timing differences	-	178,488
	<u>486</u>	<u>178,973</u>

Elmbridge Village Limited

Notes forming part of the financial statements
for the year ended 31 March 2013 (*continued*)

8 Creditors amounts falling due within one year

	2013 £	2012 £
Trade creditors	16,313	17,035
Amounts owed to group undertakings	2,745,224	2,860,729
Taxation and social security	18,813	18,813
Other creditors	9,843	5,980
	<u>2,790,193</u>	<u>2,902,557</u>

All amounts shown under creditors are unsecured

9 Provisions for liabilities

	Other provisions £
At 1 April 2012	678,479
Released on repurchase of leased properties during the year	144,000
	<u>822,479</u>
At 31 March 2013	

The repurchase provision represents the obligation of the company to repurchase properties sold under old leases at the price at which they were bought by the purchaser upon the terms described in note 1

10 Share capital

	2013 £	2012 £
<i>Allotted, called up and fully paid</i>		
10,000 ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>

Elmbridge Village Limited

Notes forming part of the financial statements
for the year ended 31 March 2013 (continued)

11 Reserves

	Revaluation reserve £	Profit and loss account £
At 1 April 2012	6,105,877	5,459,752
Profit for the year	-	1,057,190
Deficit on revaluation of property	(2,115,000)	-
Transfer on realisation	(379,808)	379,808
Deferred tax on transfer on realisation	-	(178,487)
	<hr/>	<hr/>
At 31 March 2013	3,611,069	6,718,263
	<hr/>	<hr/>

12 Reconciliation of movements in shareholders' funds

	2013 £	2012 £
Profit / (loss) for the year	1,057,190	(360,290)
Other net recognised gains and losses relating to the year		
Unrealised deficit on revaluation of properties	(2,115,000)	-
Deferred taxation on transfer on realisation	(178,487)	(142,487)
	<hr/>	<hr/>
Net deductions from shareholders' funds	(1,236,297)	(502,777)
Opening shareholders' funds	11,575,629	12,078,406
	<hr/>	<hr/>
Closing shareholders' funds	10,339,332	11,575,629
	<hr/>	<hr/>

13 Charges over assets

As part of a group borrowing arrangement, the company is part of an omnibus guarantee and set-off arrangement between the group's main bankers and Retirement Villages Group Limited. The bank has also been given a first legal charge over the company's freehold property.

14 Related party disclosures

The company has taken advantage of the exemption conferred by Financial Reporting Standard 8 'Related party disclosures' not to disclose transactions with members of the group headed by Retirement Villages Group Limited on the grounds that at 100% of the voting rights in the company are controlled within that group and the company is included in consolidated financial statements.

Elmbridge Village Limited

**Notes forming part of the financial statements
for the year ended 31 March 2013 (*continued*)**

15 Ultimate parent company and parent undertaking of larger group

The immediate parent undertaking is Retirement Villages Management Limited, a company incorporated in England and Wales

The largest group in which the results of the company are consolidated is that headed by Romac Investments Limited, incorporated in The Isle of Man. The smallest group in which they are consolidated is that headed by Retirement Villages Group Limited, incorporated in England and Wales. The consolidated accounts are available to the public and may be obtained from 28 Church Street, Epsom, Surrey, KT17 4QB.

The ultimate parent undertaking is Romac Investments Limited, a company incorporated in the Isle of Man and no party is considered to have a controlling interest.