

MDL Developments Limited

Annual Report and Financial Statements

for the year ended 31 March 2019

Registered Number: 01556329



Company information

Directors

The Hon E R Iliffe (Chairman)

R A Broadribb

M J Glanville (appointed 14 December 2018)

R D G Grant (resigned 30 November 2018)

J R Hiley (appointed 18 February 2019)

K G Roger (appointed 7 November 2018)

D T Smith (resigned 11 October 2018)

D G Williams

Secretaries

C E Fleming

R D G Grant (resigned on 16 April 2018)

Registered office

Outlook House

School Lane

Hamble Point

Hamble

Southampton

SO31 4NB

Strategic report

For the year ended 31 March 2019

The directors present their strategic report on the Company for the year ended 31 March 2019.

Principal activity and business review

The Company's principal activity during the year was that of property and marina development.

Principal risks and uncertainties

The management of the Company's business and the execution of the Company's strategy are subject to a number of risks and uncertainties. The Company believes that the key business risks relates to competition from other organisations, which it manages by monitoring competitor activity.

Results and dividends

The results are set out in the profit and loss account on page 5. During the year the Company achieved a profit on ordinary activities before taxation of £184k (2018: £731k) and a profit for the year of £148k (2018: £454k). No interim or final dividends have been proposed or paid during the year (2018: Nil).

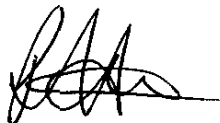
Key performance indicators

Given the size and nature of the operations, the directors do not believe that there are any KPIs which would assist with the running of the business.

Future developments

The Company expects to continue to generate revenue from the principal activities for the foreseeable future.

On behalf of the board



J R Hiley
Director

26 July 2019

Directors' report

For the year ended 31 March 2019

The directors present their report and financial statements of the Company for the year ended 31 March 2019.

Incorporation by reference

Certain Laws & Regulations require that specific information should be included in the Directors' report; the following is incorporated into this Directors' report by reference.

- Principal activity and business review (page 2)
- Principal risks and uncertainties (page 2)
- Results and dividends (page 2)
- Future developments (page 2)

Financial risk management

The Company actively manages its financial risks through intercompany funding arrangements with its parent company, MDL Marinas Group Limited, which believes its key financial risk relates to interest rate movements. The interest rate management policy is disclosed in the parent company's financial statements.

Credit and liquidity risk

Credit and liquidity risk is controlled by monitoring rental agreements to ensure timely collection from tenants.

Environment

The Company recognises the importance of its environmental responsibilities across its principal activity and there are various initiatives in place designed to minimise the Company's impact on the environment.

Directors

The directors of the Company who served during the year and up to the date of signing the financial statements are disclosed on page 1.

Employees

The Company has no employees.

Political Contributions

The Company has made no political contributions during the current year or prior year.

Directors' and officers' indemnity insurance

The Company has indemnified one or more directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions in the Companies Act 2006. Such qualifying third party indemnity provision was in force during the year and at the date of approval of the financial statements.

Directors' report (continued)

For the year ended 31 March 2019

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulation.

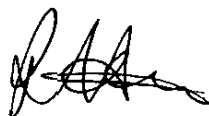
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting 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 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 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.

On behalf of the board



J R Hiley
Director

26 July 2019

Profit and loss account

For the year ended 31 March 2019

		<i>Year ended 31 March 2019</i>	<i>Year ended 31 March 2018</i>
	<i>Note</i>	<i>£000</i>	<i>£000</i>
Turnover		73	926
Operating costs		(522)	(707)
Operating (loss)/profit	5	(449)	219
Interest receivable and similar income	8	633	576
Interest payable and similar charges	9	-	(64)
Profit on ordinary activities before taxation		184	731
Tax on profit on ordinary activities	10	(36)	(277)
Profit for the financial year		148	454

Statement of comprehensive income

For the year ended 31 March 2019

		<i>Year ended 31 March 2019</i>	<i>Year ended 31 March 2018</i>
	<i>Note</i>	<i>£000</i>	<i>£000</i>
Profit for the financial year		148	454
Other comprehensive income		-	-
Total comprehensive income for the year		148	454

Balance sheet

As at 31 March 2019

	Note	31 March 2019 £000	31 March 2018 £000
Fixed assets			
Tangible assets	11	206	116
Current assets			
Stocks	13	932	-
Debtors	14	22,728	23,718
Cash at bank and in hand	15	493	513
		<u>24,153</u>	<u>24,231</u>
Creditors – amounts falling due within one year	16	(3,799)	(3,935)
Net current assets		<u>20,354</u>	<u>20,296</u>
Total assets less current liabilities		20,560	20,412
Creditors – amounts falling due after more than one year	17	(13,071)	(13,071)
Net assets		<u>7,489</u>	<u>7,341</u>
Capital and reserves			
Called up share capital	19	15	15
Share premium account	20	958	958
Capital redemption reserve	20	1,000	1,000
Retained earnings	20	5,516	5,368
Total equity		<u>7,489</u>	<u>7,341</u>

The notes on pages 8 to 17 are an integral part of these financial statements.

The Company is entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies for the year ended 31 March 2019.

The members have not required the Company to obtain an audit of its financial statements for the year ended 31 March 2019 in accordance with Section 476 of the Companies Act 2006.

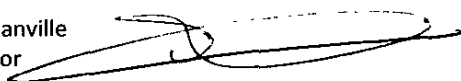
The directors acknowledge their responsibilities for:

(a) ensuring that the Company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006; and

(b) preparing financial statements which give a true and fair view of the state of affairs of the Company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the Company.

The financial statements on pages 5 to 17 were authorised for issue by the board of directors and were signed on their behalf by:

M J Glanville
Director



26 July 2019

Statement of changes in equity

For the year ended 31 March 2019

	Called-up share capital £000	Share premium account £000	Capital Redemption reserve £000	Retained earnings £000	Total equity £000
Balance as at 1 April 2017	15	958	1,000	4,914	6,887
Profit for the financial year	-	-	-	454	454
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive expense for the year	-	-	-	454	454
Balance as at 31 March 2018	15	958	1,000	5,368	7,341
Balance at 1 April 2018	15	958	1,000	5,368	7,341
Profit for the financial year	-	-	-	148	148
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	148	148
Balance as at 31 March 2019	15	958	1,000	5,516	7,489

Notes to the financial statements

For the year ended 31 March 2019

1 General Information

MDL Developments Limited received income from its principal activities during the year.

The Company is a private company limited by shares and is incorporated and domiciled in the UK and registered in England. The address of its registered office is Outlook House, School Lane, Hamble Point, Hamble, Southampton, SO31 4NB.

2 Statement of compliance

The individual financial statements of MDL Developments Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group and Company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

(b) Exemptions

Under FRS 102 (section 1), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that its parent company (MDL Marinas Group Limited) includes the new Company's cash flows in its own published consolidated financial statements.

The entity is a qualifying entity and has also taken advantage of the financial instrument disclosures exemption under FRS 102 (section 1.12).

The Company has taken advantage of the exemption in FRS 102 (section 33) "Related party disclosure" not to disclose transactions with other members of the Group.

Notes to the financial statements (continued)

For the year ended 31 March 2019

3 Summary of significant accounting policies (continued)**(c) Group financial statements**

The Company is exempt, under s400 of the Companies Act 2006, from the obligation to prepare consolidated financial statements as the Company is a wholly owned subsidiary undertaking of a parent company incorporated in the EU, which prepares consolidated financial statements. As such, these financial statements present information about the Company as an individual undertaking and not about its group.

(d) Turnover recognition

Turnover is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods and services supplied net of value added taxes. The principal revenue stream of the Company is attributable to rental agreements.

(e) Tangible assets

Tangible assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs.

Depreciation is provided on all tangible assets, other than freehold land, at rates calculated to write off the cost or valuation, less estimated residual value, based on prices prevailing at the date of acquisition, of each asset over its expected useful life, as follows:

Plant and machinery	5 – 10 years
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The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

(f) Investments

Investments are held at cost less accumulated impairment losses.

(g) Stocks

Raw materials, consumables and goods for resale are valued at the lower of cost and net realisable value.

(h) Capitalisation of interest costs

Interest charges incurred on loans specifically attributable to assets in the course of development are capitalised gross of tax up to the date of practical completion. All other interest costs are charged to the profit and loss account.

Notes to the financial statements (continued)

For the year ended 31 March 2019

3 Summary of significant accounting policies (continued)**(i) Taxation**

Taxation expense for the year comprises current and deferred tax recognised in the reporting year. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively. Current or deferred taxation assets and liabilities are not discounted.

(i) Current Tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. Management periodically evaluates provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred Tax

Deferred tax arises from timing differences that are differences between taxable profit and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

4 Critical accounting judgements and estimation uncertainty

The preparation of the financial statements in conformity with generally accepted accounting principles requires the Directors to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results in future could differ from those estimates.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. There were no critical accounting adjustments or estimates which impacted the Financial Statements.

Notes to the financial statements (continued)

For the year ended 31 March 2019

5 Operating profit	<i>Year ended 31 March 2019 £000</i>	<i>Year ended 31 March 2018 £000</i>
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Operating profit for the year was arrived at after charging:

Depreciation of owned fixed assets	<u>4</u>	<u>2</u>
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6 Directors' emoluments

No emoluments were paid to the directors through MDL Developments Limited (2018: Nil). Emoluments of the directors of the Company are shown in the financial statements of the group company, MDL Marinas Group Limited. It is not possible to determine an allocation for services rendered to this Company.

7 Staff

No staff were employed by the Company during the year (2018: Nil) and no remuneration paid (2018: Nil).

8 Interest receivable and similar income	<i>Year ended 31 March 2019 £000</i>	<i>Year ended 31 March 2018 £000</i>
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Loans to group undertakings	633	574
Bank interest receivable	-	2
	<u>633</u>	<u>576</u>

9 Interest payable and similar charges	<i>Year ended 31 March 2019 £000</i>	<i>Year ended 31 March 2018 £000</i>
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Interest on UK taxation	<u>-</u>	<u>64</u>
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Notes to the financial statements (continued)

For the year ended 31 March 2019

10 Tax on profit on ordinary activities**a) Tax charge for the year**

	<i>Year ended</i> <i>31 March 2019</i> <i>£000</i>	<i>Year ended</i> <i>31 March 2018</i> <i>£000</i>
Current tax		
UK corporation tax on profit for the year	35	126
Adjustments in respect of prior years	10	138
	<u>45</u>	<u>264</u>
Deferred tax		
Origination and reversal of timing differences	-	14
Adjustments in respect of prior years	(9)	-
Effect of changes in tax rates	-	(1)
	<u>(9)</u>	<u>13</u>
Total tax charge for the year	<u>36</u>	<u>277</u>

b) Reconciliation of current tax charge

The tax assessed for the year is higher (2018: higher) than the standard effective rate of corporation tax in the UK for the year ended 31 March 2019 of 19% (2018: 19%).

	<i>Year ended</i> <i>31 March 2019</i> <i>£000</i>	<i>Year ended</i> <i>31 March 2018</i> <i>£000</i>
Profit on ordinary activities before taxation	184	731
UK corporation tax rate of 19% (2018: 19%)	35	139
Effects of:		
Expenses not deductible	-	1
Adjustments in respect of prior years	1	138
Tax rate changes	-	(1)
Total tax charge for the year (note 10a)	<u>36</u>	<u>277</u>

c) Factors that may affect future tax charges

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2016 (on 6 September 2016). These include reductions to the main rate to reduce the rate to 17% from 1 April 2020. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

Notes to the financial statements (continued)

For the year ended 31 March 2019

11 Tangible assets

	<i>Plant and machinery £000</i>	<i>Total £000</i>
Cost or valuation:		
At 1 April 2018	163	163
Additions	94	94
At 31 March 2019	257	257
Accumulated Depreciation:		
At 1 April 2018	47	47
Provided in the year	4	4
At 31 March 2019	51	51
Net book value at 31 March 2019	206	206
Net book value at 31 March 2018	116	116

12 Investments**Interest in subsidiary undertakings**

The value of shares at 31 March 2019 and 31 March 2018 is Nil.

<i>Name of Company</i>	<i>Country of registration and operation</i>	<i>Class of shares held</i>	<i>Proportion of voting rights & shares held</i>	<i>Nature of business</i>	<i>Registered Office</i>
Hythe Marina Village Limited	England and Wales	Ordinary	100%	Dormant	Outlook House School Lane Hamble Point Hamble Southampton SO31 4NB
Ocean Village Resorts Limited	England and Wales	Ordinary	100%	Marina Operation s	Outlook House School Lane Hamble Point Hamble Southampton SO31 4NB
Port Penlee Limited	England and Wales	Ordinary	100%	Dormant	Outlook House School Lane Hamble Point Hamble Southampton SO31 4NB

Notes to the financial statements (continued)

For the year ended 31 March 2019

12 Investments (continued)**Interest in joint ventures**

<i>Name of Company</i>	<i>Country of registration and operation</i>	<i>Class of shares held</i>	<i>Proportion of voting rights & shares held</i>	<i>Nature of business</i>	<i>Registered Office</i>
Torquay Waterside Developments Limited	England and Wales	Ordinary	50%	Dormant	Outlook House School Lane Hamble Point Hamble Southampton SO31 4NB

The Company's share of the net assets and liabilities of the joint ventures totals £1 (2018: £1).

Unlisted investments

<i>Name of Company</i>	<i>Country of registration and operation</i>	<i>Class of shares held</i>	<i>Proportion of voting rights & shares held</i>	<i>Nature of business</i>	<i>Registered Office</i>
MDL Estates Limited	England and Wales	Ordinary	2%	Dormant	Outlook House School Lane Hamble Point Southampton SO31 4NB

The remaining 98% holding in MDL Estates Limited is held by Livemine Limited, another subsidiary of MDL Marinas Group Limited.

13 Stocks	<i>31 March 2019 £000</i>	<i>31 March 2018 £000</i>
Long term developments	<u>932</u>	<u>-</u>

Notes to the financial statements (continued)

For the year ended 31 March 2019

14 Debtors	<i>31 March 2019</i>	<i>31 March 2018</i>
	<i>£000</i>	<i>£000</i>
Trade debtors	63	167
Amounts owed by group undertakings	22,141	23,051
Deferred tax asset (note 18)	476	467
Other taxation and social security	45	6
Prepayments and accrued income	3	27
	<u>22,728</u>	<u>23,718</u>

Amounts owed by group undertakings represent loans to various companies in the corporate structure. These loans are unsecured, accruing interest at 2.28% (2018: 2.06%) and repayable upon demand.

15 Cash at bank and in hand

Cash at bank and in hand includes £419k (2018: £378k) of restricted cash in the form of service charge monies and reserve funds paid and held in a separately administered accounts.

16 Creditors: amounts falling due within one year	<i>31 March 2019</i>	<i>31 March 2018</i>
	<i>£000</i>	<i>£000</i>
Trade creditors	185	7
Amounts owed to group undertakings	3,010	3,136
Group relief payable	45	126
Other creditors	432	432
Accruals and deferred income	127	234
	<u>3,799</u>	<u>3,935</u>

Amounts owed to group undertakings represent loans to various companies in the corporate structure. These loans are unsecured, accruing interest at 2.28% (2018: 2.06%) and repayable upon demand.

17 Creditors: amounts falling due after more than one year	<i>31 March 2019</i>	<i>31 March 2018</i>
	<i>£000</i>	<i>£000</i>
Amounts owed to group undertakings	<u>13,071</u>	<u>13,071</u>

Amounts owed to group undertakings represent loans to various companies in the corporate structure. These loans are unsecured, accruing interest at 2.28% (2018: 2.06%) and repayable upon demand.

Notes to the financial statements (continued)

For the year ended 31 March 2019

18 Deferred tax provision

The asset for deferred taxation is recognised as follows:

	<i>Recognised</i>	
	<i>31 March</i>	<i>31 March</i>
	<i>2019</i>	<i>2018</i>
	<i>£000</i>	<i>£000</i>
Tax losses carried forward	476	467
	<u>476</u>	<u>467</u>

There is no unrecognised deferred tax.

The movements in the deferred tax asset during the current year are as follows:

	<i>£000</i>
At 1 April 2018	467
Credit for current year	9
At 31 March 2019	<u>476</u>

19 Share capital

	<i>31 March 2019</i>	<i>31 March 2018</i>
	<i>£000</i>	<i>£000</i>
<i>Allotted and partly paid</i>		
15,000 (2018: 15,000) Ordinary shares of £1 each	15	15
9,000 (2018: 9,000) Ordinary "A" shares of £1 each, issued partly	-	-
	<u>15</u>	<u>15</u>

20 Other reserves

On 31 March 2019, the share premium reserve had a balance of £958k (2018: £958k). The reserve arose in the year to 31 December 2003.

At 31 March 2019, the capital redemption reserve had a balance of £1,000k (2018: £1,000k). The reserve arose in the year to 31 December 2005.

21 Contingent liability

The assets of the Company, together with those of other subsidiary undertakings are pledged as security under fixed and floating charges given in respect of bank loans and financing of the parent company, MDL Marinas Group Limited, up to a value of £55,833k at 31 March 2019 (2018: £65,000k).

Notes to the financial statements (continued)

For the year ended 31 March 2019

22 Related party transactions

The Company has taken advantage of the exemption in FRS 102 (section 33) "Related party disclosure" not to disclose transactions with other members of the Group. There were no other related party transactions during the year (2018: Nil) with non-group members.

23 Ultimate parent company and controlling party

The parent undertaking of the smallest group of undertakings for which group financial statements are drawn up and of which the Company is a member is MDL Marinas Group Limited registered in England and Wales.

The parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the Company is a member is Yattendon Group Plc registered in England and Wales. This Company is also regarded as the ultimate parent company and controlling party.

The financial statements of MDL Marinas Group Limited and Yattendon Group Plc can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.