

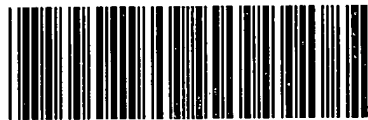
Registered number: 03017647

ASPREY HOMES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

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ASPREY HOMES LIMITED

COMPANY INFORMATION

DIRECTORS	Nick Elliott Elliott Bance
COMPANY SECRETARY	Nick Elliott
REGISTERED NUMBER	03017647
REGISTERED OFFICE	The Granary Home Farm Squerreyes Estate Westerham Kent TN16 1SL

ASPREY HOMES LIMITED

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ASPREY HOMES LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2015

INTRODUCTION

The activity of the company is limited to that of residential property development delivering a number of high quality dwellings across a mixture of tenures throughout the Southeast of England, concentrating the core business base within the South London Boroughs and M25 Corridor.

BUSINESS REVIEW

Having completed the review of the business for this year the directors are reporting the figures below. Year on year levels of build and sales activity our down within the business, this is a strategic decision made by the business whilst we restructure our build department to meet the current and future needs of the business.

The year has shown some small localised sales price inflation, however this has been outstripped by build cost inflation in the main due to a declining skilled subcontractor labour base.

Land buying is key to the survival of any property development company and the company this year has secured a number of imminent sites for the forthcoming year's production as well as three large strategic sites which should deliver a confirmed land supply for a further four years.

The business model demonstrates growth in future years from circa four sites a year to seven in number with a consistent turnover of approximately £22M. In order to realise this growth potential we will need a minimum funding line of circa £7.5M this has been agreed with our current funders.

FINANCIAL KEY PERFORMANCE INDICATORS

Turnover - £7,785K (2014: £16,353K)
Operating profit - £373K (2014: £1,813K)

PRINCIPAL RISKS AND UNCERTAINTIES

The company is reliant on stability and growth in the property market and as such any change in activities is likely to affect results, Asprey Homes Ltd mitigates in part this uncertainty by continuing to deliver very desirable dwellings, in excellent locations across a varied portfolio.

The industry as a whole is currently going through a skills shortage, which has seen subcontracted out build costs rise in some sectors by as much as 25% over the previous year's rates, whilst in part this cost is mitigated through the land acquisition process it does not give confidence in production timings and this is in the director's opinion only going to get worse before it gets better, as such the directors are forging greater long term relationships with its subcontractor base as well looking to take on its own directly employed labour force.

This report was approved by the board and signed on its behalf.



Nick Elliott
Director

Date: 18 December 2015

ASPREY HOMES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2015

The directors present their report and the audited financial statements for the year ended 31 March 2015.

DIRECTORS

The directors who served during the year were:

Nick Elliott
Elliott Bance

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Strategic Report, 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, haysmacintyre, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



Nick Elliott
Director

Date: 18 December 2015

ASPREY HOMES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ASPREY HOMES LIMITED

We have audited the financial statements of Asprey Homes Limited for the year ended 31 March 2015, set out on pages 4 to 14. 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 Auditors' 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 Directors' Responsibilities Statement, 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 2015 and of its profit 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.

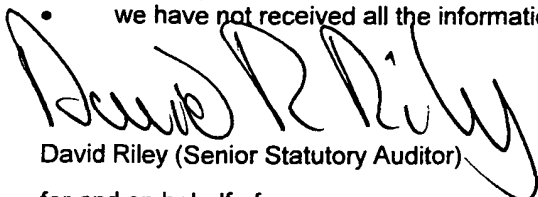
OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.



David Riley (Senior Statutory Auditor)

for and on behalf of
haysmacintyre

Statutory Auditors

26 Red Lion Square
London
WC1R 4AG

18 December 2015

ASPREY HOMES LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2015**

	Note	2015 £	As restated 2014 £
TURNOVER	1,2	7,784,800	16,352,865
Cost of sales		(6,450,575)	(14,393,194)
GROSS PROFIT		1,334,225	1,959,671
Administrative expenses		(960,872)	(1,435,621)
Other operating income	3	-	1,288,974
OPERATING PROFIT	4	373,353	1,813,024
Income from shares in group undertakings		-	1,509,305
Interest receivable and similar income		779	364
Interest payable and similar charges	8	(126,565)	(216,347)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		247,567	3,106,346
Tax on profit on ordinary activities	9	14,504	(368,284)
PROFIT FOR THE FINANCIAL YEAR	17	262,071	2,738,062

All amounts relate to continuing operations.

The notes on pages 7 to 14 form part of these financial statements.

ASPREY HOMES LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 MARCH 2015**

	Note	2015 £	As restated 2014 £
PROFIT FOR THE FINANCIAL YEAR		<u>262,071</u>	<u>2,738,062</u>
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR		262,071	<u>2,738,062</u>
Prior year adjustment	18	<u>(298,544)</u>	
TOTAL GAINS AND LOSSES RECOGNISED SINCE LAST FINANCIAL STATEMENTS		<u>(36,473)</u>	

**NOTE OF HISTORICAL COST PROFITS AND LOSSES
FOR THE YEAR ENDED 31 MARCH 2015**

	2015 £	2014 £
REPORTED PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	247,567	3,106,346
Realisation of valuation gains of previous periods	<u>-</u>	<u>1,600,000</u>
HISTORICAL COST PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	<u>247,567</u>	<u>4,706,346</u>
HISTORICAL PROFIT FOR THE YEAR AFTER TAXATION	<u>262,071</u>	<u>4,338,062</u>

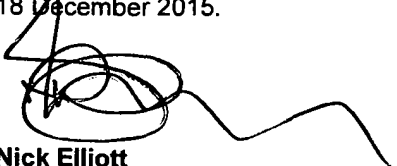
The notes on pages 7 to 14 form part of these financial statements.

ASPREY HOMES LIMITED
REGISTERED NUMBER: 03017647

BALANCE SHEET
AS AT 31 MARCH 2015

	Note	£	2015 £	£	As restated 2014 £	£
FIXED ASSETS						
Tangible assets	10		11,033			17,934
Investments	11		2,653,144			2,653,144
			<u>2,664,177</u>			<u>2,671,078</u>
CURRENT ASSETS						
Stocks	12	3,728,242		4,513,063		
Debtors	13	9,899,038		8,810,599		
Cash at bank		-		607,619		
			<u>13,627,280</u>			<u>13,931,281</u>
CREDITORS: amounts falling due within one year	14	(6,391,680)		(6,625,129)		
NET CURRENT ASSETS			<u>7,235,600</u>			<u>7,306,152</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>9,899,777</u>			<u>9,977,230</u>
CREDITORS: amounts falling due after more than one year	15		-			(99,202)
NET ASSETS			<u>9,899,777</u>			<u>9,878,028</u>
CAPITAL AND RESERVES						
Called up share capital	16		810,000			810,000
Share premium account	17		190,100			190,100
Profit and loss account	17		8,899,677			8,877,928
SHAREHOLDERS' FUNDS	19		<u>9,899,777</u>			<u>9,878,028</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 18 December 2015.



Nick Elliott
Director

The notes on pages 7 to 14 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

1.2 Going concern

The directors have made due consideration of the going concern status of the company.

The directors have assessed current market conditions and forecasts for at least twelve months from the date of signing these accounts.

Based on this review and the continued support of the company's bankers, the directors have concluded that the company is most certainly a going concern and have prepared the financial statements on this basis. The financial statements do not include any adjustments that would be necessary should the going concern basis not be appropriate.

1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Fixtures and fittings	-	7 years straight line
Computer equipment	-	5 years straight line

1.5 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.6 Stocks and work in progress

Stocks and work in progress are valued at the lower of cost and net realisable value.

ASPREY HOMES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

1. ACCOUNTING POLICIES (continued)

1.7 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

1.8 Turnover

Turnover arising from the sale of residential property by the company is recognised at the date of exchange of contracts providing the property is substantially built.

1.9 Operating leases

Rentals under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease term.

1.10 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

2. TURNOVER

The whole of the turnover is attributable to the sale of residential property developments and proceeds from the sale of part-exchange houses.

All turnover arose within the United Kingdom.

3. OTHER OPERATING INCOME

	2015 £	2014 £
Other operating income	-	1,288,974

Other operating income in the prior year related to the release of cost provisions in respect of the four phases of social housing undertaken by Asprey Homes.

ASPREY HOMES LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015****4. OPERATING PROFIT**

The operating profit is stated after charging:

	2015 £	2014 £
Depreciation of tangible fixed assets:		
- owned by the company	12,470	17,081
Operating lease rentals:		
- other operating leases	41,246	51,620
	<u>53,716</u>	<u>68,701</u>

5. AUDITORS' REMUNERATION

	2015 £	2014 £
Fees payable to the company's auditor for the audit of the company's annual accounts	14,100	13,800
Fees payable to the company's auditor in respect of: Taxation compliance services	2,100	2,100
	<u>16,200</u>	<u>15,900</u>

6. STAFF COSTS

Staff costs, including directors' remuneration, were as follows:

	2015 £	2014 £
Wages and salaries	990,532	1,028,309
Social security costs	126,198	145,903
Other pension costs	6,803	5,970
	<u>1,123,533</u>	<u>1,180,182</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2015 No.	2014 No.
Management and administration	24	22
	<u>24</u>	<u>22</u>

ASPREY HOMES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

7. DIRECTORS' REMUNERATION

	2015 £	2014 £
Remuneration	213,247	212,000

The highest paid director received remuneration of £107,200 (2014 - £107,000).

8. INTEREST PAYABLE

	2015 £	2014 £
On bank loans and overdrafts	126,565	216,347

9. TAXATION

	2015 £	2014 £
UK corporation tax (credit)/charge on profit for the year	(14,504)	368,284

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2014 - lower than) the standard rate of corporation tax in the UK of 21% (2014 - 23%). The differences are explained below:

	2015 £	2014 £
Profit on ordinary activities before tax	247,567	3,106,346
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21% (2014 - 23%)	51,989	714,460
Effects of:		
Expenses not deductible for tax purposes	574	179
Capital allowances for year in excess of depreciation	(310)	785
Adjustments to tax charge in respect of prior periods	(62,119)	-
Non-taxable income	-	(347,140)
Group relief	(4,581)	-
Marginal relief	(57)	-
Current tax (credit)/charge for the year (see note above)	(14,504)	368,284

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015

10. TANGIBLE FIXED ASSETS

	Fixtures and fittings £	Computer equipment £	Total £
Cost			
At 1 April 2014	103,232	84,639	187,871
Additions	-	5,569	5,569
At 31 March 2015	103,232	90,208	193,440
Depreciation			
At 1 April 2014	94,861	75,076	169,937
Charge for the year	8,143	4,327	12,470
At 31 March 2015	103,004	79,403	182,407
Net book value			
At 31 March 2015	228	10,805	11,033
At 31 March 2014	8,371	9,563	17,934

11. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £
Cost or valuation	
At 1 April 2014 and 31 March 2015	2,653,144
Net book value	
At 31 March 2015	2,653,144
At 31 March 2014	2,653,144

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding
Cavendish Developments (London) Limited	Ordinary	100%

ASPREY HOMES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

11. FIXED ASSET INVESTMENTS (continued)

The aggregate of the share capital and reserves as at 31 March 2015 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(loss) £
Cavendish Developments (London) Limited	12,354,649	1,660,335

12. STOCKS

	2015 £	As restated 2014 £
Land holdings	1,491,297	3,295,263
House building and development	2,236,945	1,217,800
	<u>3,728,242</u>	<u>4,513,063</u>

13. DEBTORS

	2015 £	2014 £
Trade debtors	3,903,141	2,878,377
Amounts owed by group undertakings	5,754,806	5,754,806
Other debtors	216,856	153,065
Prepayments and accrued income	24,235	24,351
	<u>9,899,038</u>	<u>8,810,599</u>

**14. CREDITORS:
Amounts falling due within one year**

	2015 £	As restated 2014 £
Bank loans and overdrafts	3,395,119	3,359,180
Trade creditors	133,045	811,382
Amounts owed to group undertakings	1,861,143	1,190,803
Corporation tax	-	368,284
Other taxation and social security	39,363	33,631
Other creditors	478,716	453,602
Accruals and deferred income	484,294	408,247
	<u>6,391,680</u>	<u>6,625,129</u>

ASPREY HOMES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

14. CREDITORS:
Amounts falling due within one year (continued)

The bank loan is secured by way of: unlimited multilateral guarantees given by the company together with other group companies, Cavenidsh Developments (London) Limited, Ascot Place Limited and its ultimate holding company Elliott and Elliott Property Development Co Limited; fixed and floating charges over the company's assets; and first legal charges over the company's trading stock.

15. CREDITORS:
Amounts falling due after more than one year

	2015 £	2014 £
Other creditors	-	99,202

16. SHARE CAPITAL

	2015 £	2014 £
Allotted, called up and fully paid		
810,000 Ordinary shares of £1 each	810,000	810,000

17. RESERVES

	Share premium account £	Profit and loss account £
At 1 April 2014 (as previously stated)	190,100	9,176,472
Prior year adjustment (note 18)		(298,544)
At 1 April 2014 (as restated)		8,877,928
Profit for the financial year		262,071
Dividends: Equity capital		(240,322)
At 31 March 2015	190,100	8,899,677

18. PRIOR YEAR ADJUSTMENT

The write off of abortive development costs not recognised in the 2014 financial statements has been accounted for as a prior year adjustment in the 2015 accounts. The amendment to the prior year comparatives has resulted in a decrease in net assets of £299K and a decrease to the prior year profit after tax of £299K.

ASPREY HOMES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

19. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2015 £	2014 £
Opening shareholders' funds	10,176,572	10,087,245
Prior year adjustments (note 18)	(298,544)	
Opening shareholders' funds (as restated)	9,878,028	
Profit for the financial year	262,071	2,738,062
Dividends (Note 20)	(240,322)	(2,947,279)
Closing shareholders' funds	9,899,777	9,878,028

20. DIVIDENDS

	2015 £	2014 £
Dividends paid on equity capital	240,322	2,947,279

21. OPERATING LEASE COMMITMENTS

At 31 March 2015 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings	
	2015 £	2014 £
Expiry date:		
Within 1 year	35,000	-
Between 2 and 5 years	-	35,000

22. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The ultimate parent undertaking and controlling party is Elliott and Elliott Property Development Co Limited, a company registered in England and Wales.