AVISCO PROPERTIES PLC FINANCIAL STATEMENTS FOR 30 SEPTEMBER 2014

EDWARDS VEEDER (UK) LIMITED

Chartered Accountants & Statutory Auditor
Brunswick Square
Union Street

Oldham
OL1 1DE



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FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2014

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OFFICERS AND PROFESSIONAL ADVISERS

The board of directors Mr. P. T. Knill

Mr. P. R. Kendrick Mr. R. L. Dobbs

Company secretary Mr. R. O. Knill

Registered office Brunswick Square Union Street

Union Street Oldham OL1 1DE

Auditor Edwards Veeder (UK) Limited

Chartered Accountants & Statutory Auditor Brunswick Square Union Street Oldham

Oldnam OL1 1DE

Bankers National Westminster Bank PLC

West End Builth Wells Powys LD2 3AH

DIRECTORS' REPORT

YEAR ENDED 30 SEPTEMBER 2014

The directors present their report and the financial statements of the company for the year ended 30 September 2014.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company is the development of real estate.

The turnover for the year has increased by 115% to £1,218,010 from the previous year. The gross profit percentage has decreased from 28.36% to 22.60%. The net profit before taxation has increased from £11,850 to £107,421.

Due to the improving financial and housing markets, the directors are of the opinion that the company's trading for the year ended 30th September 2015 will result in an increase of profits.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £85,808. The directors have not recommended a dividend.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

- a) Profitability: To ensure profit margins are maintained or improved and any underperforming enterprises are identified promptly.
- b) Liquidity and cash flow risk: The objective of the company is to maintain a positive cash flow to enable the company to take advantage of any commercial opportunities.

DIRECTORS

The directors who served the company during the year were as follows:

Mr. P. T. Knill

Mr. P. R. Kendrick

Mr. R. L. Dobbs

POLICY ON THE PAYMENT OF CREDITORS

It is the policy of the company to pay creditors in accordance with their agreed terms of trade.

This policy has resulted in the company achieving a credit days ratio of 34 Days (2013 51 days).

DIRECTORS' REPORT (continued)

YEAR ENDED 30 SEPTEMBER 2014

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law 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 year.

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 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.

AUDITOR

Edwards Veeder (UK) Limited are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

Each of the persons who is a director at the date of approval of this report confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themself
 aware of any relevant audit information and to establish that the company's auditor is aware of
 that information.

Registered office: Brunswick Square Union Street Oldham OL1 1DE Signed by order of the directors

MR. R. O. KNILL Company Secretary

Approved by the directors on 11 December 2014

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AVISCO PROPERTIES PLC

YEAR ENDED 30 SEPTEMBER 2014

We have audited the financial statements of Avisco Properties PLC for the year ended 30 September 2014 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement 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 shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2014 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AVISCO PROPERTIES PLC (continued)

YEAR ENDED 30 SEPTEMBER 2014

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.

MR. ESMOND EDWARDS (Senior Statutory Auditor)
For and on behalf of EDWARDS VEEDER (UK) LIMITED Chartered Accountants & Statutory Auditor

Brunswick Square Union Street Oldham OL1 1DE

11 December 2014

PROFIT AND LOSS ACCOUNT

YEAR ENDED 30 SEPTEMBER 2014

| | Note | 2014 £ | 2013 £ |
|---|------|--------------|----------------|
| TURNOVER | 2 | 1,218,010 | 566,510 |
| Cost of sales | | 942,579 | 405,871 |
| GROSS PROFIT | | 275,431 | 160,639 |
| Distribution costs Administrative expenses | | - 168,010 | 158 148,651 |
| OPERATING PROFIT | 3 | 107,421 | 11,830 |
| Interest receivable | | _ | 20 |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | 107,421 | 11,850 |
| Tax on profit on ordinary activities | 6 | 21,613 | 3,119 |
| PROFIT FOR THE FINANCIAL YEAR | | 85,808 | 8,731 |
| Balance brought forward | | 1,767,370 | 1,758,639 |
| Balance carried forward | | 1,853,178 | 1,767,370 |

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

BALANCE SHEET

30 SEPTEMBER 2014

| | | | 201 | | 2013 |
|---------------------------|---------------------------|-------------|-----------|---------------------------------------|-----------|
| FIXED ASSETS | | Note | £ | £ | £ |
| Tangible assets | | 7 | • | 3,602 | 4,736 |
| CURRENT ASSETS | | | | · · · · · · · · · · · · · · · · · · · | |
| Stocks | | 8 | 1,171,156 | | 1,481,828 |
| Debtors | | 9 | 165,254 | | 171,030 |
| Cash at bank | | | 866,441 | • | 310,584 |
| | | Security of | 2,202,851 | | 1,963,442 |
| CREDITORS: Amount | is falling due within one | 10 | 302,813 | | 150,175 |
| year | | 10 | 302,013 | | 130,173 |
| NET CURRENT ASSE | TS | · · · · · · | | 1,900,038 | 1,813,267 |
| TOTAL ASSETS LESS | CURRENT LIABILIT | TIES | | 1,903,640 | 1,818,003 |
| PROVISIONS FOR LI | ABILITIES | e sevel | | | , . |
| Deferred taxation | | 11 | | 462 | 633 |
| | | | ٠., | 1,903,178 | 1,817,370 |
| | | | · | | |
| CAPITAL AND RESE | RVFS | | • | | |
| Called-up equity share ca | | 13 | | 50,000 | 50,000 |
| Profit and loss account | | | | 1,853,178 | 1,767,370 |
| SHAREHOLDERS' FU | JNDS | , 14 . | | 1,903,178 | 1,817,370 |

These accounts were approved by the shareholders and authorised for issue on 11 December 2014, and are signed on their behalf by:

MR. P. R. KENDRICK

Company Registration Number: 03222421

CASH FLOW STATEMENT

YEAR ENDED 30 SEPTEMBER 2014

| | Note | 2014 £ | 2013 £ |
|--|------|-----------|-----------|
| NET CASH INFLOW/(OUTFLOW) FROM | | | |
| OPERATING ACTIVITIES | 15 | 558,439 | (119,616) |
| RETURNS ON INVESTMENTS AND | | | |
| SERVICING OF FINANCE | 15 | _ | 20 |
| TAXATION | 15 | (2,582) | 2,181 |
| CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | 15 | - | (4,495) |
| INCREASE/(DECREASE) IN CASH | 15 | 555,857 | (121,910) |

The notes on pages 9 to 16 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2014

1. ACCOUNTING POLICIES

Basis of accounting

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

Turnover

The turnover shown in the profit and loss account represents houses sold during the year, exclusive of Value Added Tax.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Plant & Machinery 20% Reducing balance
Office Equipment 33% Reducing balance
Motor Vehicles 25% Reducing Balance

Stocks

Land and houses held for development have been valued at the lower of cost or net realisable value.

Work in progress

Work in progress is valued on the basis of direct costs plus attributable overheads based on normal level of activity. Provision is made for any foreseeable losses where appropriate. No element of profit is included in the valuation of work in progress.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2014

1. ACCOUNTING POLICIES (continued)

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company. An analysis of turnover is given below:

| | The had Win adam | 2014 £ | 2013 £ |
|----|--|-----------|-----------|
| | United Kingdom | 1,218,010 | 566,510 |
| 3. | OPERATING PROFIT | | |
| | Operating profit is stated after charging: | | |
| | | 2014 | 2013 |
| | | £ | £ |
| | Depreciation of owned fixed assets | 1,134 | 1,501 |
| | Loss on disposal of fixed assets | _ | 667 |
| | Auditor's remuneration | 5,400 | 5,500 |
| | | 2014 | 2013 |
| | | £ | £ |
| | Auditor's remuneration - audit of the financial statements | 5,400 | 5,500 |
| | | | |

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2014

4. PARTICULARS OF EMPLOYEES

5.

6.

The average number of staff employed by the company during the financial year amounted to:

| Number of administrative staff Number of directors | 2014 No 3 3 —— | 2013 No 3 3 |
|---|--|--|
| The aggregate payroll costs of the above were: | | |
| Wages and salaries Social security costs | 2014 £ 85,700 4,899 90,599 | 2013 £ 73,205 4,097 77,302 |
| DIRECTORS' REMUNERATION | | |
| The directors' aggregate remuneration in respect of qualifying services w | vere: | |
| Remuneration receivable | 2014 £ 41,248 | 2013 £ 34,998 |
| TAXATION ON ORDINARY ACTIVITIES | | |
| (a) Analysis of charge in the year | | |
| Current tax: | 2014 £ | 2013 £ |
| In respect of the year: | | |
| UK Corporation tax based on the results for the year at 20% (2013 - 23.50%) Total current tax Deferred tax: | 21,784 21,784 | $\frac{2,583}{2,583}$ |
| | (171) | 526 |
| Origination and reversal of timing differences Tax on profit on ordinary activities | $\frac{(171)}{21,613}$ | 536 3,119 |

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2014

6. TAXATION ON ORDINARY ACTIVITIES (continued)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 20% (2013 - 23.50%).

| | 2014 | 2013 |
|---|--------------|-------------|
| Profit on ordinary activities before taxation | £ 107,421 | £ 11,850 |
| 2.02.0 on orania, accessors talender | | ==== |
| Profit on ordinary activities by rate of tax | 21,484 | 2,785 |
| Deductible expenses | 130 | 879 |
| Loss on sale of fixed assets | - | 156 |
| Marginal relief | - | (452) |
| Depreciation in excess of capital allowances | 170 | (785) |
| Total current tax (note 6(a)) | 21,784 | 2,583 |

7. TANGIBLE FIXED ASSETS

8.

| | Plant & Machinery | Office Equipment | Motor Vehicles | Total |
|-----------------------|----------------------|---------------------|-------------------|---------------|
| | £ | £ | £ | £ |
| COST | | | | |
| At 1 October 2013 and | | | | |
| 30 September 2014 | 14,352 | 9,556 | 4,495 | <u>28,403</u> |
| DEPRECIATION | | | | |
| At 1 October 2013 | 13,127 | 9,416 | 1,124 | 23,667 |
| Charge for the year | 245 | 46 | 843 | 1,134 |
| At 30 September 2014 | 13,372 | 9,462 | 1,967 | 24,801 |
| NET BOOK VALUE | | | | |
| At 30 September 2014 | 980 | _94 | 2,528 | 3,602 |
| At 30 September 2013 | 1,225 | 140 | 3,371 | 4,736 |
| STOCKS | | | | |
| | | | 2014 | 2013 £ |
| Stock of land | | | £ 438,227 | 605,325 |
| | | | 732,929 | 876,503 |
| Work in progress | | | 732,929 | 670,303 |

1,171,156

1,481,828

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2014

9. DEBTORS

| | 2014 | 2013 |
|--------------------------------|---------|---------|
| | £ | £ |
| Trade debtors | _ | 16,479 |
| Other debtors | 161,254 | 152,551 |
| Prepayments and accrued income | 4,000 | 2,000 |
| | 165,254 | 171,030 |

10. CREDITORS: Amounts falling due within one year

| | 2014 | | 2013 |
|---|--------|---------|---------|
| | £ | £ | £ |
| Llink Group Limited SSAS | | 4,200 | 9,625 |
| Fordale Executive Pension Fund | | 4,200 | 9,625 |
| Trade creditors | | 124,782 | 29,056 |
| Other creditors including taxation and social security: | | | |
| Corporation tax | 21,785 | | 2,583 |
| PAYE and social security | 2,074 | | 864 |
| Other creditors | 8,369 | | 2,259 |
| | | 32,228 | 5,706 |
| Accruals and deferred income | | 137,403 | 96,163 |
| | | 302,813 | 150,175 |

11. DEFERRED TAXATION

The movement in the deferred taxation provision during the year was:

| | 2014 |
|--|-------|
| | £ |
| Provision brought forward | 633 |
| Profit and loss account movement arising during the year | (171) |
| Provision carried forward | 462 |
| | |

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

| | 2014 | 2013 |
|--|------|------|
| | £ | £ |
| Excess of taxation allowances over depreciation on | | |
| fixed assets | 462 | 633 |
| | | |
| | 462 | 633 |
| | | |

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2014

12. RELATED PARTY TRANSACTIONS

The company was under the joint control of the directors and Mr. R.O. Knill. They each own 25% of the company's share capital. The company paid £6,000 in respect of management fees (2013: £6,000) to Llink Group Limited a company in which Mr. P.T. Knill is materially interested as a director and shareholder and Mr. R.O. Knill is materially interested as a shareholder.

The company paid £51,475 in respect of management fees (2013 £45,000) to Kendrick Enterprise UK Limited a company in which Mr. P.R. Kendrick is materially interested as a director and shareholder.

At the balance sheet date £2,320 (2013 £2,259) was owed to Llink Group Limited. This balance has been transferred from the purchase ledger and was paid in full in October 2014.

At the balance sheet date £4,200 (2013 £9,625) was owed to Llink Group Limited Small Self Administered Pension Scheme. Mr P.T. Knill is materially interested in the scheme as a trustee and beneficiary.

At the balance sheet date £4,200 (2013 £9,625) was owed to Fordale Executive Pension Fund. Mr P.R.Kendrick & Mr. R.L. Dodds are materially interested in the scheme as trustees and beneficiaries.

2014

2013

13. SHARE CAPITAL

Allotted, called up and fully paid:

| | Ordinary shares of £1 each | No 50,000 | £ 50,000 | No 50,000 | £ 50,000 |
|-----|---|---------------|-------------|----------------------------------|---------------------------------|
| 14. | RECONCILIATION OF MOVEME | ENTS IN SHARE | HOLDERS' | FUNDS | |
| | Profit for the financial year Opening shareholders' funds | | | 2014 £ 85,808 1,817,370 | 2013 £ 8,731 1,808,639 |
| | Closing shareholders' funds | | | 1,903,178 | 1,817,370 |

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2014

15. NOTES TO THE CASH FLOW STATEMENT

RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW/ (OUTFLOW) FROM OPERATING ACTIVITIES

| | 2014 | 2013 |
|--|--------------|-------------|
| Operating profit | £ 107,421 | £ 11,830 |
| Depreciation | 1,134 | 1,501 |
| Loss on disposal of fixed assets | _ | 667 |
| Decrease in stocks | 310,672 | 95,251 |
| Decrease/(increase) in debtors | 5,776 | (155,739) |
| Increase/(decrease) in creditors | 133,436 | (73,126) |
| Net cash inflow/(outflow) from operating activities | 558,439 | (119,616) |
| RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | E | |
| | 2014 | 2013 |
| Interest received | £ | £ 20 |
| | | |
| Net cash inflow from returns on investments and servicing of | | |
| finance | _ | |
| TAXATION | | |
| | 2014 | 2013 |
| Taxation | £ (2,582) | £ 2,181 |
| 1 dadion | (2,302) | ==== |
| CAPITAL EXPENDITURE | | |
| | 2014 | 2013 |
| | £ | £ |
| Payments to acquire tangible fixed assets | _ | (4,495) |
| Net cash outflow from capital expenditure | | (4,495) |
| RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN | NET FUND | S |

| | 2014 | | 2013 |
|---|--------------|---------|----------------|
| Increase/(decrease) in cash in the period | £ 555,857 | £ | £ (121,910) |
| | | 555,857 | (121,910) |
| Change in net funds | | 555,857 | (121,910) |
| Net funds at 1 October 2013 | | 310,584 | 432,494 |
| Net funds at 30 September 2014 | | 866,441 | 310,584 |

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2014

15. NOTES TO THE CASH FLOW STATEMENT (continued)

ANALYSIS OF CHANGES IN NET FUNDS

| | At | | At |
|---------------------------------------|------------|------------|-------------|
| | 1 Oct 2013 | Cash flows | 30 Sep 2014 |
| Net cash: Cash in hand and at bank | 310,584 | 555,857 | 866,441 |
| Debt: | | | |
| Net funds | 310,584 | 555,857 | 866,441 |