

**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020
FOR
Cromwell Development Management UK
Limited**

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**Cromwell Development Management UK
Limited (Registered number: 04864743)**

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for the Year Ended 30 June 2020**

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**Cromwell Development Management UK
Limited**

**COMPANY INFORMATION
for the Year Ended 30 June 2020**

DIRECTORS:

D Lawrence
Cromwell Director Limited
M J Bird

SECRETARY:

Cromwell Corporate Secretarial Limited

REGISTERED OFFICE:

1st Floor
Unit 16
Manor Court Business Park
Scarborough
YO11 3TU

REGISTERED NUMBER:

04864743 (England and Wales)

BANKERS:

Bank of Scotland
2nd Floor
New Uberior House
11 Earl Grey Street
Edinburgh
EH3 9BN

**Cromwell Development Management UK
Limited (Registered number: 04864743)**

**REPORT OF THE DIRECTORS
for the Year Ended 30 June 2020**

The directors present their report of the directors and the unaudited financial statements of the company for the year ended 30 June 2020.

PRINCIPAL ACTIVITIES

The principal activities of the company in the year under review were those of the management of commercial and industrial properties and development projects.

REVIEW OF BUSINESS

The company's profit for the year is £nil (2019: profit of £58,087) and is dealt with as shown on the income statement. The company is in a net asset position of £239,644 (2019: £239,644).

The directors are satisfied with the performance of the company in the year and expect future performance to be satisfactory.

DIVIDENDS

During the year the company declared and paid a dividend of £nil (2019: £nil).

DIRECTORS

The directors shown below have held office during the whole of the period from 1 July 2019 to the date of this report.

D Lawrence
Cromwell Director Limited
M J Bird

**Cromwell Development Management UK
Limited (Registered number: 04864743)**

**REPORT OF THE DIRECTORS
for the Year Ended 30 June 2020**

GOING CONCERN

We have prepared the financial statements on a going concern basis. The justification for this is disclosed in the accounting policies note under going concern.

PRINCIPAL RISKS AND UNCERTAINTIES

The company is a wholly owned subsidiary of Cromwell European Holdings Limited. The directors of Cromwell European Holdings Limited manage the group's risks at a group level, rather than at an individual business unit level. For this reason, the company's directors believe that a discussion of the company's risks would not be appropriate for an understanding of the development, performance or position of the business of Cromwell Development Management UK Limited. The principal risks and uncertainties of the Cromwell European Holdings Limited group, which include those of the company, are discussed in the Report of the Directors and Financial Statements of Cromwell European Holdings Limited which do not form part of this report.

KEY PERFORMANCE INDICATORS

The directors of Cromwell European Holdings Limited manage the group's operations on a divisional basis. For this reason, the company's directors believe that analysis using key performance indicators of the company is not necessary or appropriate for an understanding of the development, performance or position of the business of the company. The development, performance and position of Cromwell European Holdings Limited, which includes the company, is discussed in the the Report of Directors and Financial Statements of Cromwell European Holdings Limited which does not form part of this report.

FINANCIAL RISK MANAGEMENT

The company's financial risk management is set out in detail in note 12 to the financial statements.

**Cromwell Development Management UK
Limited (Registered number: 04864743)**

**REPORT OF THE DIRECTORS
for the Year Ended 30 June 2020**

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:



.....
Timothy William Sewell on behalf of
Cromwell Director Limited - Director

Date: 14 December 2020

**Cromwell Development Management UK
Limited (Registered number: 04864743)**

**INCOME STATEMENT
for the Year Ended 30 June 2020**

	Notes	30.6.20 £	30.6.19 £
CONTINUING OPERATIONS			
Revenue		-	58,087
		<hr/>	<hr/>
PROFIT BEFORE INCOME TAX		-	58,087
Income tax	4	-	-
		<hr/>	<hr/>
PROFIT FOR THE YEAR		-	58,087
		<hr/>	<hr/>

The notes form part of these financial statements

**Cromwell Development Management UK
Limited (Registered number: 04864743)**

**STATEMENT OF COMPREHENSIVE INCOME
for the Year Ended 30 June 2020**

	30.6.20 £	30.6.19 £
PROFIT FOR THE YEAR	-	58,087
OTHER COMPREHENSIVE INCOME	-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	58,087

The notes form part of these financial statements

**Cromwell Development Management UK
Limited (Registered number: 04864743)**

**STATEMENT OF FINANCIAL POSITION
30 June 2020**

	Notes	30.6.20 £	30.6.19 £
ASSETS			
CURRENT ASSETS			
Trade and other receivables	5	359,687	359,687
TOTAL ASSETS		<u>359,687</u>	<u>359,687</u>
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	6	1	1
(Accumulated losses)/ Retained earnings	7	239,643	239,643
TOTAL EQUITY		<u>239,644</u>	<u>239,644</u>
LIABILITIES			
CURRENT LIABILITIES			
Payables	8	120,043	120,043
TOTAL LIABILITIES		<u>120,043</u>	<u>120,043</u>
TOTAL EQUITY AND LIABILITIES		<u>359,687</u>	<u>359,687</u>

The company is entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies for the year ended 30 June 2020.

The members have not required the company to obtain an audit of its financial statements for the year ended 30 June 2020 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 Sections 394 and 395 and which otherwise comply 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 18 were approved by the Board of Directors and authorised for issue on 14 December 2020 and were signed on its behalf by:



.....
Timothy Sewell on behalf of
Cromwell Director Limited - Director

The notes form part of these financial statements

**Cromwell Development Management UK
Limited (Registered number: 04864743)**

**STATEMENT OF CHANGES IN EQUITY
for the Year Ended 30 June 2020**

	Called up share capital £	(Accumulated losses)/ Retained earnings £	Total equity £
Balance at 1 July 2018	1	181,556	181,557
Changes in equity			
Total comprehensive income	-	58,087	58,087
Balance at 30 June 2019	1	239,643	239,644
Changes in equity			
Balance at 30 June 2020	1	239,643	239,644

The notes form part of these financial statements

**Cromwell Development Management UK
Limited (Registered number: 04864743)**

**STATEMENT OF CASH FLOWS
for the Year Ended 30 June 2020**

		30.6.20 £	30.6.19 £
Cash flows from operating activities			
Cash generated from operations	1	-	-
		<u> </u>	<u> </u>
		<u> </u>	<u> </u>
Increase in cash and cash equivalents		-	-
Cash and cash equivalents at beginning of year		-	-
		<u> </u>	<u> </u>
Cash and cash equivalents at end of year		<u> </u>	<u> </u>

The notes form part of these financial statements

**Cromwell Development Management UK
Limited (Registered number: 04864743)**

**NOTES TO THE STATEMENT OF CASH FLOWS
for the Year Ended 30 June 2020**

1. RECONCILIATION OF PROFIT BEFORE INCOME TAX TO CASH GENERATED FROM OPERATIONS

	30.6.20	30.6.19
	£	£
Profit before income tax	-	58,087
Increase in trade and other receivables	-	(69,704)
Increase in trade and other payables	-	11,617
	<u>-</u>	<u>-</u>
Cash generated from operations	<u>-</u>	<u>-</u>

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS
for the Year Ended 30 June 2020**

1. STATUTORY INFORMATION

Cromwell Development Management UK Limited is a private company, limited by shares, registered in England and Wales. The company is incorporated and domiciled in England and Wales. The address of its registered office is: 1st Floor, Unit 16, Manor Court Business Park, Scarborough, YO11 3TU.

2. ACCOUNTING POLICIES

Basis of preparation

The principal accounting policies adopted 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.

These financial statements have been prepared in accordance with European Union ("EU") Endorsed International Financial Reporting Standards ("IFRSs"), IFRS IC interpretations and those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's 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 within the accounting policies.

New and amended standards adopted by the company

The following new standards, amendments to standards and interpretations are mandatory for the first time for the financial year beginning 1 July 2019, and have been adopted by the Company:

- Amendments to IFRS 2 'Share-based payment' on clarifying how to account for certain types of share-based payment transactions (effective 1 January 2019)
- Annual Improvements 2015-17, (effective 1 January 2019)
- Amendments to IAS 28, 'Investments in associates' on long term interests in associates and joint ventures (effective 1 January 2019)
- IFRS 16 'Leases' (effective 1 January 2019)
- IFRIC 23, 'Uncertainty over income tax treatments' (effective 1 January 2019)

The impact of these standards is not material.

There has been no restatement of comparative periods as a result of adopting the new standards.

Future accounting developments

A number of amendments and improvements to accounting standards have been issued by the International Accounting Standards Board (IASB) with an effective date after 1 July 2020. They do not impact these financial statements.

Revenue

Revenue, which excludes value added tax, represents the invoiced value of asset management services for the year. Recurring quarterly fees are recognised on an accruals basis and variable performance fees are recognised upon completion of the performance period. All revenue arises from one class of business and within the United Kingdom.

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 30 June 2020**

2. ACCOUNTING POLICIES - continued

Financial instruments

The company recognises financial instruments when it becomes party to the contractual provisions of the instrument. Financial assets are derecognised when the contractual right to receive the cash flows expires or it has transferred the financial asset and the economic benefit of the cash flows. Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Financial instruments are used to support the company's operations. Interest is charged to the income statement as incurred or earned. Issue costs for instruments subsequently recorded at amortised cost are netted against the fair value of the related debt instruments on initial recognition and are charged to the income statement over the term of the relevant facility.

Financial instruments are recorded initially at fair value. Subsequent measurement depends on the designation of the instrument, as follows:

a) Financial assets/liabilities held for short term gain, including derivatives other than hedging instruments, are measured at fair value and movements in fair value are credited/charged to the income statement in the year.

b) Loans and receivables/payables and non-derivative financial assets/liabilities with fixed or determinable payments that are not quoted in an active market are measured at amortised cost. These are included in current assets/liabilities except for instruments that mature after more than 12 months which are included in non current assets/liabilities.

Critical judgements in applying accounting policies and key sources of estimation uncertainty

Some of the amounts included in the financial statements involve the use of judgement and/or estimation. These judgements and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience, but actual results may differ from the amounts included in the financial statements. Information about such judgements and estimation is contained in the accounting policies and/or the notes to the financial statements, and the key areas summarised below.

Areas of judgement and sources of estimation uncertainty that have the most significant effect on the amounts recognised in the financial statements are:

Review of impairment charges on receivables

The company performs impairment testing in accordance with the receivables accounting policy. The calculation of recoverable amounts requires the use of estimates and assumptions consistent with the most recent budgets and plans that have been formally approved by management.

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 30 June 2020**

2. ACCOUNTING POLICIES - continued

Other policies

Taxation

Current Tax

The expense or credit for current tax is based on the results for the year adjusted for items that are either not subject to taxation or for expenditure which cannot be deducted in computing the tax expense or credit. The tax expense or credit is calculated using taxation rates that have been enacted or substantively enacted at the reporting date.

Deferred tax

Deferred tax is recognised using the balance sheet liability method on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit. Deferred tax is recognised in respect of all taxable temporary differences, with certain limited exceptions:

- deferred tax is not provided on the initial recognition of an asset or liability in a transaction that does not affect accounting profit or taxable profit and is not a business combination; and

- deferred tax assets are only recognised if it is probable that there will be sufficient profits from which the future reversal of the temporary differences can be deducted. In deciding whether future reversal is probable, the directors review the company's forecasts and make an estimate of the aggregate deferred tax asset that should be recognised. This aggregate deferred tax asset is then allocated into the different categories of deferred tax.

Deferred tax is calculated at the tax rates that are expected to apply in the periods in which temporary differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited to the income statement, except where it applies to items credited or charged to equity, in which case the deferred tax is also dealt with in equity.

Dividend distribution

Dividend distribution to the company's shareholders is recognised in the financial statements in the year in which the dividends are paid (in the case of interim dividends) or approved by the company's shareholders (in the case of final dividends).

Going concern

The financial statements have been prepared on the going concern basis. In forming their view as to going concern, the directors have prepared long term cash flow forecasts for the group based on its trading. The directors have also considered alternative scenarios based on key sensitivities. The projections indicate, taking into account the relatively predictable nature of the group costs, that the group will be able to operate within its existing cash resources, taking into account the key sensitivities.

Taking all the above into consideration, the directors believe that the company will be able to meet its liabilities as they fall due for at least a period of 12 months from the date of signing these financial statements and that it is appropriate to prepare the company's financial statements on a going concern basis.

NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 30 June 2020

2. ACCOUNTING POLICIES - continued

Foreign currency translation

Functional and presentation currency

Transactions in foreign currencies are initially recorded in the functional currency by applying the spot exchange rate ruling at the date of the transaction.

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in British Pounds Sterling, which is the company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within administrative expenses. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables.

Subsequent recoveries of amounts previously written off are credited against administrative expenses in the income statement.

Payables

Payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Cash and cash equivalents

In the preparation of the company's statement of cash flows, cash and cash equivalents represent short term liquid investments which are readily realisable. Cash which is subject to restrictions, being held to match certain liabilities, is included in cash and cash equivalents in the statement of financial position.

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3. EMPLOYEES AND DIRECTORS

The company had no employees during the current or prior year. During the current and prior year the company paid £nil in relation to the remuneration of employees of fellow group companies.

Directors emoluments

The directors have not been remunerated for services to the company in the current or prior year.

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 30 June 2020**

4. INCOME TAX

Analysis of tax expense

No liability to UK corporation tax arose for the year ended 30 June 2020 nor for the year ended 30 June 2019.

Factors affecting the tax expense

The tax assessed for the year is the same as (2019 - lower than) the standard rate of corporation tax in the UK. The difference is explained below:

	30.6.20 £	30.6.19 £
Profit/(loss) before income tax	-	58,087
Profit/(loss) multiplied by the standard rate of corporation tax in the UK of 19% (2019 - 19%)	-	11,037
effects of: Group relief surrendered (by)/to fellow group companies for nil consideration	-	(11,037)
Tax expense	-	-

5. TRADE AND OTHER RECEIVABLES

	30.6.20 £	30.6.19 £
Current:		
Trade receivables	-	8,701
Amounts owed by group undertakings	359,686	350,985
Unpaid share capital	1	1
	359,687	359,687

All amounts owed by group undertakings are interest free, carry no security and are repayable on demand.

£nil (2019: £nil) of trade receivables were written off in the year, due to not being recoverable.

As at 30 June 2020, £nil of trade receivables (2019: £8,701) were past due but not impaired. The ageing analysis of these trade receivables is as follows:

	30.6.20 £	30.6.19 £
Between 3 and 6 months	-	8,701
	-	8,701

6. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	30.6.20 £	30.6.19 £
1	Ordinary	£1	1	1

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 30 June 2020**

7. RESERVES

	Retained earnings/ (accumulated losses) £
At 1 July 2018	181,556
Profit for the year	58,087
	<hr/>
At 30 June 2019	239,643
	<hr/>
As at 1 July 2019	239,643
Profit for the year	-
	<hr/>
At 30 June 2020	239,643
	<hr/>

8. PAYABLES

	30.6.20 £	30.6.19 £
Current:		
Amounts owed to group undertakings	120,043	120,043
	<hr/>	<hr/>

All amounts owed to group undertakings are interest free, carry no security and are repayable on demand.

9. FINANCIAL INSTRUMENTS

The company's principal financial instruments include trade and other receivables and payables.

	30.6.20		30.6.19	
	Book value £	Fair value £	Book value £	Fair value £
Assets				
Trade and other receivables	359,687	359,687	359,687	359,687
Liabilities				
Payables	120,043	120,043	120,043	120,043

In accordance with IAS 39, the company classifies the assets and liabilities in the analysis above as 'loans and receivables' and 'other financial liabilities' measured at amortised cost, respectively. At the current and prior year ends, the company did not have any 'held to maturity' or 'available for sale' financial assets or 'held for trading' financial assets and liabilities as defined by IAS 39.

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 30 June 2020**

10. ULTIMATE PARENT COMPANY

The company's immediate parent company is Cromwell Holdings Europe Limited. The ultimate parent entity and controlling party is Cromwell Corporation Limited, an Australian entity.

Cromwell European Holdings Limited, a UK entity, is the parent of the smallest group for which consolidated financial statements are drawn up of which the company is a member. Copies of Cromwell European Holdings Limited's consolidated financial statements can be obtained from 1st Floor, Unit 16 Manor Court Business Park, Scarborough YO11 3TU.

Cromwell Corporation Limited is the parent of the largest group for which consolidated financial statements are drawn up of which the company is a member. Copies of Cromwell Corporation Limited's consolidated financial statements can be obtained from Level 19, 200 Mary Street, Brisbane QLD 4000, Australia.

11. RELATED PARTY DISCLOSURES

Key management compensation

Key management are the directors and the company secretary. The remuneration paid or payable to key management for employee services is shown in the financial statements of Cromwell European Management Services Limited, a fellow group company. They received no remuneration in respect of their services to the company in the current or prior year.

Amounts owed (to)/by group undertakings

The funding of Cromwell European Holdings Limited and its subsidiaries ('the group') is controlled centrally. Resources are allocated to different entities within the group according to their needs, which constantly vary due to differing trading patterns, seasonality and other factors.

Amounts owed (to)/by group undertakings at the reporting date are as follows:

	30.6.20	30.6.19
Group undertakings	£	£
Cromwell Europe Limited	359,686	350,985
Cromwell European Management Services Limited	(116,030)	(116,030)
Cromwell Investment Services Limited	(4,013)	(4,013)
	<hr/>	<hr/>
	239,643	230,942
	<hr/>	<hr/>

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 30 June 2020**

12. FINANCIAL RISK MANAGEMENT

The company's activities expose it to a variety of financial risks: credit risk and liquidity risk. The company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance.

Risk management is carried out by a central treasury function on a group-wide basis under policies approved by the board of directors. The central treasury function identifies, evaluates and hedges financial risks for the group as a whole. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments and investment of excess liquidity.

Credit risk

The company is subject to credit risk arising from outstanding receivables and committed cash and cash equivalents and deposits with banks and financial institutions. The company's policy is to manage credit exposure to trading counterparties within defined trading limits. All of the company's significant counterparties are assigned internal credit limits.

If any of the company's customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, the company assesses the credit quality of the customer taking into account its financial position, past experience and other factors.

Liquidity risk

The company is subject to the risk that it will not have sufficient borrowing facilities to fund its existing business and its future plan for growth. The company manages its liquidity requirements with the use of both short and long-term cash flow forecasts. These forecasts are supplemented by a financial headroom position which is used to demonstrate funding adequacy for at least a 12 month period for Cromwell European Holdings Limited group as a whole.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities. Due to the dynamic nature of the underlying businesses, the central treasury function aims to maintain flexibility in funding by keeping committed credit lines available.

Capital risk management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to its parent, issue new shares or sell assets to reduce debt.