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Company Registration No. 07337921 (England and Wales)

# ACACIA HOMES LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2016

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#### **COMPANY INFORMATION**

Directors N M Trott

M J Shanly

Secretary N M Trott

Company number 07337921

Registered office Sorbon

Aylesbury End BEACONSFIELD Buckinghamshire

HP9 1LW

Auditor Harwood Hutton Limited

22 Wycombe End BEACONSFIELD Buckinghamshire

HP9 1NB

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#### STRATEGIC REPORT

#### FOR THE YEAR ENDED 30 NOVEMBER 2016

The directors present the strategic report for the year ended 30 November 2016.

#### Fair review of the business

Turnover for the financial year was £25.9m which was an increase of £16.8m on the previous period. The Directors were encouraged by this increase in turnover although the market for properties with values in excess of £1m remains difficult. The gross margin percentage has shown significant increase over the previous period reflecting a combination of several sites which were purchased with particularly attractive margins and of not having the previous periods retrospective increase on the margin Shanly Homes Limited charge for design and build services.

As a result of these factors, the company made a profit on ordinary activities before taxation of £6.1m compared to a corresponding loss of £1.0m for the period ended 30 November 2015.

Competition for land continues to remain intense and the company has not made any further acquisitions. The Directors will remain cautious and selective in respect of future land purchases.

#### Principal risks and uncertainties

All businesses are exposed to risk but the principal risks and uncertainties affecting the company result from the following:

- Land supply the availability of land at appropriate margins is a risk
- · Planning the current planning system results in uncertainty through delays and refusals
- Economic climate the demand for housing can be influenced by interest rate rises, employment levels, availability of mortgage finance and the general state of the economy in the country
- Subcontract labour following the recessionary years, a significant number of subcontractor trades left the industry and the upturn in housebuilding activity has not been matched by an increase in the pool of labour to deliver the house. Competition for subcontract labour is high with the resulting upwards pressure on costs

These risks are managed through continued research into potential land acquisitions in order to build a strong land bank, regular dialogue with planning authorities and where possible purchasing sites with planning permission already in place and focusing investment on quality developments in areas more resilient to the current economic climate.

#### Key performance indicators

The company uses several KPIs to measure performance and these include:

- Gross margin on cost all land purchases are targeted to achieve a minimum threshold before the decision to purchase is taken
- Liquidity measures to ensure the company operates within its banking facilities and has sufficient liquidity to fund the company's activities

#### STRATEGIC REPORT (CONTINUED)

#### FOR THE YEAR ENDED 30 NOVEMBER 2016

#### Financial risk management

The company's operations expose it to some financial risks which include credit risk, liquidity risk and interest rate risk which are monitored by the company's finance department although these are not deemed to represent significant risks to the business. Cash in respect of property sales is received on completion limiting the risk of bad debt. The company monitors its financing mix such that the company has sufficient available funds for operations. There were no interest bearing liabilities at the balance sheet date. The Directors review funding to ensure that interest rates charged are competitive with alternative sources.

On behalf of the board

N M Trott

Director 12 06 17

#### **DIRECTORS' REPORT**

#### FOR THE YEAR ENDED 30 NOVEMBER 2016

The directors present their annual report and financial statements for the year ended 30 November 2016.

#### Principal activities

The principal activity of the company continued to be that of property development.

#### Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

N M Trott

M J Shanly

T M Booth S J Shanly (Resigned 5 April 2016)

(Resigned 5 April 2016)

#### Results and dividends

The results for the year are set out on page 7.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

#### **Auditor**

The auditor, Harwood Hutton Limited, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

#### Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- · select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business;
- state whether applicable United Kingdom Accounting Standards, including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements.

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.

#### Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2016

On behalf of the board

N M Trott
Director

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACACIA HOMES LIMITED

We have audited the financial statements of Acacia Homes Limited for the year ended 30 November 2016 set out on pages 7 to 18. 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### Respective responsibilities of directors and 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 and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 November 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- · have been prepared in accordance with the requirements of the Companies Act 2006.

#### Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit, 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, and the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

# INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF ACACIA HOMES LIMITED

#### 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.

Margaret El Khalidi (Senior Statutory Auditor) for and on behalf of Harwood Hutton Limited

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**Chartered Accountants Statutory Auditor** 

12 June 2017

22 Wycombe End BEACONSFIELD Buckinghamshire HP9 1NB

# STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 NOVEMBER 2016

	Notes	Year ended 30 November 2016 £	Period ended 30 November 2015 £
Turnover Cost of sales	2	25,857,385 (19,309,436)	9,053,000 (8,832,045)
Gross profit		6,547,949	220,955
Administrative expenses Other operating income		(88,629) 2,650	(101,077) 2,725
Operating profit	3	6,461,970	122,603
Interest receivable and similar income Interest payable and similar charges	5 6	3,036 (337,679)	134 (1,096,974)
Profit/(loss) before taxation	•	6,127,327	(974,237)
Taxation	7	(1,225,465)	197,000
Profit/(loss) for the financial year		4,901,862	(777,237)

The accompanying policies and notes form part of these financial statements.

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

# BALANCE SHEET AS AT 30 NOVEMBER 2016

		20	16	20	15
	Notes	£	. <b>£</b>	£	£
Current assets					
Stocks	9	8,227,475		21,028,986	
Debtors	10	6,237		637,387	
0.19	44	8,233,712		21,666,373	
Creditors: amounts falling due within one year	11	(1,725,308)		(20,562,046)	
Net current assets			6,508,404		1,104,327
Provisions for liabilities	12		(671,278)		(169,063)
Net assets			5,837,126		935,264
Capital and reserves					
Called up share capital	14		500		500
Profit and loss reserves			5,836,626		934,764
Total equity			5,837,126		935,264
			<del></del>		1

The financial statements were approved by the board of directors and authorised for issue on 12 06 12 and are signed on its behalf by:

N M Trott

Director

Company Registration No. 07337921

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 NOVEMBER 2016

	capital	Share Profit and capital loss reserves	
	Notes £	£	£
Balance at 1 January 2015	500	1,712,001	1,712,501
Period ended 30 November 2015: Loss and total comprehensive income for the period	-	(777,237)	(777,237)
Balance at 30 November 2015	500	934,764	935,264
Year ended 30 November 2016: Profit and total comprehensive income for the year	-	4,901,862	4,901,862
Balance at 30 November 2016	500	5,836,626	5,837,126

# STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 NOVEMBER 2016

		201	6	20	15
	Notes	£	. <b>£</b>	£	£
Cash flows from operating activities					
Cash generated from operations	18		637,679		1,455,473
Interest paid Income taxes paid			(337,679) (303,036)		(1,096,974) (358,633)
·					
Net cash outflow from operating activition	es		(3,036)		(134)
Investing activities					
Interest received		3,036		134	
Net cash generated from investing					•
activities			3,036		134
Net cash used in financing activities			-		-
					<del></del>
Net increase in cash and cash equivaler	its		-		-
Cash and cash equivalents at beginning of	year		-		-
Cash and cash equivalents at end of yea	ar		<del></del>		
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# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2016

#### 1 Accounting policies

#### Company information

Acacia Homes Limited is a private company limited by shares incorporated in England and Wales. The registered office is Sorbon, Aylesbury End, BEACONSFIELD, Buckinghamshire, HP9 1LW.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

#### 1.2 Turnover

Turnover represents amounts derived from the sale of property to third parties and is recognised in full on completion.

Profit is taken on the sale of residential units upon final completion of the sales contract. At this time the costs charged against the sales comprise the attributable proportion of expenditure on land acquisition, construction and other development costs.

Revenue from the sale of property is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on date of completion), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

#### 1.3 Stocks

Work in progress is stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the work in progress to its present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

#### 1.4 Financial instruments

The company has elected to apply the provisions of Section 11 "Basic financial Instruments" to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

#### Basic financial assets

Basic financial assets, which include debtors and cash and bank balances are measured at transaction price less any provision for impairment. Loans receivable are measured initially at fair value, net of transaction costs and are subsequently carried at amortised costs using the effective interest method, less any provision for impairment.

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2016

#### Accounting policies

(Continued)

#### Basic financial liabilities

Short term creditors are measured at transaction price. Other financial liabilities, including bank loans and other loans, are measured initially at fair value, net of transaction costs and are subsequently carried at amortised costs using the effective interest method.

#### 1.5 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

#### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

#### Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

#### 1.6 Provisions

Provisions are recognised when the company has a legal or constructive present obligation as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision in measured at present value the unwinding of the discount is recognised as a finance cost in profit or loss in the period it arises.

#### 2 Turnover and other revenue

An analysis of the company's turnover is as follows:		
	2016	2015
	£	£
Turnover		
Property sales	25,857,385	9,053,000
	<del></del> _	

2	Turnover and other revenue		(Continued)
	Turnover analysed by geographical market	2016 £	2015 £
	UK	25,857,385	9,053,000
3	Operating profit  Operating profit for the year is stated after charging/(crediting):	2016 £	2015 £
	Fees payable to the company's auditor for the audit of the company's financial statements  Cost of stocks recognised as an expense	5,500 19,309,436 ————	5,500 8,832,045
4	Directors' remuneration	2016 £	2015 £
	Remuneration for qualifying services	7,188	19,565
	There were no persons (other than directors) employed by the company during	the year.	
5	Interest receivable and similar income	2016 £	2015 £
	Interest income Other interest income	3,036	134
6	Interest payable and similar charges	2016 £	2015 £
	Interest on financial liabilities measured at amortised cost: Other interest on financial liabilities	337,679	1,096,974
7	Taxation	2016 £	2015 £
	Current tax UK corporation tax on profits for the current period	1,059,453	(30,988)

7	Taxation		(Continued)
	Deferred tax Origination and reversal of timing differences	166,012	(166,012)
		=====	
	Total tax charge/(credit)	1,225,465	(197,000)
	The actual charge/(credit) for the year can be reconciled to the expected charg on the profit or loss and the standard rate of tax as follows:	e/(credit) for th	ne year based
		2016 £	2015 £
	Profit/(loss) before taxation	6,127,327	(974,237)
	Expected tax charge/(credit) based on the standard rate of corporation tax in	1 225 465	
	the UK of 20.00% (2015: 0%) Unutilised tax losses carried forward	1,225,465	- (166,012)
	Adjustments in respect of prior years		(30,988)
	Taxation for the year	1,225,465	(197,000)
	The company has estimated losses of £nil (2015 - £830,061) available for clarading profits.	carry, forward a	against future
8	Financial instruments		
		2016 £	2015 £
	Carrying amount of financial assets	~	~
	Debt instruments measured at amortised cost	5,167	500
	Carrying amount of financial liabilities		
	Measured at amortised cost	1,370,965	18,240,107
9	Stocks		
		2016 £	2015 £
	Work in progress	8,227,475	21,028,986

	Debtors	2016	2015
	Amounts falling due within one year:	£	£
	Unpaid share capital	500	500
	Corporation tax recoverable	-	402,074
	Other debtors	5,737	234,813
		6,237 ————	637,387
11	Creditors: amounts falling due within one year		•
		2016 £	2015 £
	Payments received on account	2,000	-
	Trade creditors	21,000	566,800
	Corporation tax	354,343	-
	Other taxation and social security	-	666
	Other creditors	1,312,925	17,673,307
	Accruals and deferred income	35,040	2,321,273
		1,725,308	20,562,046
12	Provisions for liabilities		
		2016 £	2015 £
	Remedial reserve provision	671,278	335,075
	Movements on provisions:		
			£
	At 1 December 2015		335,075
	Additional provisions in the year		488,121
	Reversal of provision		(151,918)

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2016

#### 13 Deferred taxation

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Balances:	Liabilities 2016 £	Liabilities 2015 £
	Tax losses	-	(166,012)
	Movements in the year:		2016 £
	Liability/(Asset) at 1 December 2015 Charge to profit or loss		(166,012) 166,012
	Liability at 30 November 2016		-
14	Share capital		
		2016 £	2015 £
	Ordinary share capital Issued and not fully paid	_	_
	500 Ordinary Shares of £1 each	500 <del></del>	500

#### 15 Financial commitments, guarantees and contingent liabilities

The company is subject to the normal post-sales contingencies attaching to a property developer.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2016

#### 16 Related party transactions

#### Remuneration of key management personnel

The remuneration of key management personnel, who are also directors, is as follows.

	2016 £	2015 £
Aggregate compensation	7,188 ———	19,565

#### Transactions with related parties

During the year, interest totalling £61,009 (2015 - £1,096,974) was accrued and paid at a rate of 6% on a loan from Sorbon Investments Limited, a company controlled by M J Shanly. At the balance-sheet date, the company was owed £4,667 by (2015 - £17,673,307 owed to) Sorbon Investments Limited.

During the year, interest totalling £276,670 (2015 - £nil) was accrued and paid at a rate of 6% on a loan from Shanly Finance Limited, a company controlled by M J Shanly. The loan from Shanly Finance Limited was drawn down and repaid in full during the year.

During the year, the company was advanced £1,312,925 (2015 - £nil) by way of an interest free loan from Sorbon Homes Limited, a company controlled by M J Shanly. At the balance-sheet date, the company owed £1,312,925 (2015 - £nil) to Sorbon Homes Limited.

During the year, the company was invoiced £5,472,420 (2015 - £7,247,013) for construction services and incurred £75,000 (2015 - £75,000) of management charges from Shanly Homes Limited, a company controlled by M J Shanly. In addition £nil (2015 - £2,253,549) was accrued in respect of additional construction services provided by Shanly Homes Limited.

#### 17 Controlling party

The ultimate controlling party is M J Shanly, by virtue of his majority shareholding.

18	Cash generated from operations		
		2016 £	2015 £
	Profit/(loss) for the year after tax	4,901,862	(777,237)
	Adjustments for:		
	Taxation charged/(credited)	1,225,465	(197,000)
	Finance costs	337,679	1,096,974
	Investment income	(3,036)	(134)
	Increase/(decrease) in provisions	336,203	(133,732)
	Movements in working capital:		
	Decrease/(increase) in stocks	12,801,511	(4,682,853)
	Decrease/(increase) in debtors	229,076	(234,813)
	(Decrease)/increase in creditors	(19,191,081)	6,384,268
	Cash generated from operations	637,679	1,455,473