

# Vico Land and Estates Limited

## Reports and Financial Statements for the year ended 31 December 2013

*Company Registration No: SC8009*

TUESDAY



\*S3H00415\*

SCT

23/09/2014

#390

COMPANIES HOUSE

**VICO LAND & ESTATES LIMITED**

**REPORTS AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2013**

---

**CONTENTS**

**PAGE**

DIRECTORS AND OTHER INFORMATION

2

DIRECTORS' REPORT

3 - 4

STATEMENT OF DIRECTORS' RESPONSIBILITIES

5

INDEPENDENT AUDITOR'S REPORT

6 - 7

STATEMENT OF ACCOUNTING POLICIES

8

PROFIT AND LOSS ACCOUNT

9

BALANCE SHEET

10

NOTES TO THE FINANCIAL STATEMENTS

11 - 14

VICO LAND & ESTATES LIMITED

DIRECTORS AND OTHER INFORMATION

---

DIRECTORS

Charles J. Carvill  
Thomas Carvill  
Michael Carvill

SECRETARY

Thomas Carvill (Resigned 1 June 2013)

INDEPENDENT AUDITORS

Deloitte & Touche  
Chartered Accountants and Statutory Audit Firm  
Deloitte & Touche House  
Earlsfort Terrace  
Dublin 2

SOLICITORS

MacRobert LLP  
Capella  
60 York Street  
Glasgow  
G2 8JX

REGISTERED OFFICE

2<sup>nd</sup> Floor  
150 West George St  
Glasgow  
G2 2HG

BANKERS

Northern Bank Limited (trading as Dankse Bank)  
Donegal Square North  
Belfast  
BT1 6SJ

## VICO LAND & ESTATES LIMITED

### DIRECTORS' REPORT

---

The directors submit their annual report together with the audited financial statements, for the year ended 31 December 2013.

#### ACTIVITIES

The principal activity of the company in the year under review was property development.

#### RESULTS AND DIVIDENDS

The loss after taxation for the year was £508 (2012: £549,769). The directors do not recommend payment of a dividend (2012: £Nil).

#### FUTURE DEVELOPMENTS

The company will continue to develop its properties and expects to investigate further projects and acquisitions as an expansion of its existing base of operations.

#### RISKS AND UNCERTAINTIES

The principal risks and uncertainties facing the property industry include a downturn in the property market, an increase in interest rates, a shortage of available development land and delays in securing planning permissions. These risks are monitored by the directors on an ongoing basis.

#### DIRECTORS

The present membership of the board is set out on page 2.

Thomas Carvill resigned as company secretary on 1 June 2013.

#### DIRECTORS' AND SECRETARY'S INTERESTS

None of the directors or secretary who held office at 31 December 2013 had an interest in the share capital of the company at 31 December 2013 or 1 January 2013.

The following shares were held by the directors who held office at 31 December 2013 in the ultimate parent undertaking, Vico Properties plc, at 31 December 2013 and 1 January 2013:

	Number of Ordinary Shares of Stg10p each	
	31/12/2013	01/01/2013
Charles J. Carvill	336,420	336,420
Thomas Carvill	328,410	328,410
Michael Carvill	970,157	732,915
	<u>          </u>	<u>          </u>

VICO LAND & ESTATES LIMITED

DIRECTORS' REPORT (CONTINUED)

---

**AUDITORS**

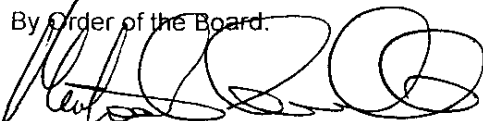
Each of the persons who is a director at the date of approval of this report confirms that:

- (1) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- (2) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte & Touche have expressed a willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

By Order of the Board:



Michael Carvill  
Director

Date: 26 August 2014

## VICO LAND & ESTATES LIMITED

### 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 period. 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are 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.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VICO LAND & ESTATES LIMITED**

We have audited the financial statements of Vico Land & Estates Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Accounting Policies and the related notes 1 to 15. 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 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 auditors**

As explained more fully in the Statement of Directors' Responsibilities, 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 31 December 2013 and of its loss 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.

*Continued on next page/*

/Continued from previous page

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VICO LAND & ESTATES LIMITED

### *Emphasis of Matter – stock valuation*

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures given in note 5 to the financial statements in relation to stock valuation. The directors carried out a review of the net realisable value of the work in progress stock of £150,000 at 31 December 2013. In carrying out their review, the directors have made assumptions taking account of information and advice from independent valuation experts and internal valuations. Given the uncertain nature of the property market at present, a significant level of uncertainty exists in relation to these assumptions and any change in these assumptions could have a material input on the carrying value of stock in the financial statements. The ultimate outcome of these uncertainties cannot be determined at present.

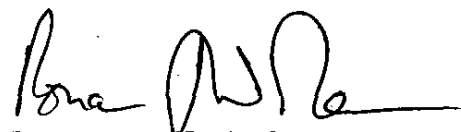
### **Opinion on other matter prescribed by the Companies Act 2006**

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.

### **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; or
- the directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report.



Ronan Nolan (Senior Statutory Auditor)  
for and on behalf of Deloitte & Touche  
Chartered Accountants and Statutory Auditor

Deloitte & Touche House  
Earlsfort Terrace  
Dublin 2

Date:

26/8/14



## VICO LAND & ESTATES LIMITED

### STATEMENT OF ACCOUNTING POLICIES

---

The significant accounting policies adopted by the company are as follows:

#### **BASIS OF PREPARATION**

The financial statements have been prepared in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

#### **ACCOUNTING CONVENTION**

The financial statements are prepared under the historical cost convention.

#### **STOCKS**

Sites held for development or sites for which no contract of sale exists are stated at the lower of cost and net realisable value.

Cost represents the expenditure incurred on site, materials, direct labour and overheads in bringing the work in progress to its present condition.

#### **TAXATION**

Current tax is provided on the company's taxable profits at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

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

Deferred tax assets are recognised only to the extent that they are regarded as recoverable.

VICO LAND & ESTATES LIMITED

PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	12 months to 31/12/2013 £	18 months to 31/12/2012 £
<b>TURNOVER</b>		-	-
Cost of sales		(483)	229
<b>GROSS (LOSS)/PROFIT</b>		<u>(483)</u>	<u>229</u>
Impairment		-	(550,000)
Administrative expenses		(25)	-
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	3	<u>(508)</u>	<u>(549,771)</u>
Taxation	4	-	-
<b>LOSS ON ORDINARY ACTIVITIES AFTER TAXATION</b>	9/10	<u><u>(508)</u></u>	<u><u>(549,771)</u></u>

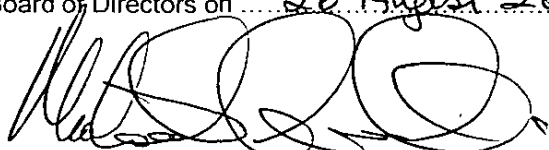
All recognised gains and losses have been reflected in this profit and loss account. All profits and losses arose from continuing activities in the current year and prior period. There were no movements in shareholder's funds other than the recognised gains and losses in the current year and prior period.

VICO LAND & ESTATES LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2013

	Notes	31/12/2013 £	31/12/2012 £
<b>CURRENT ASSETS</b>			
Stocks	5	150,000	150,000
Debtors	6	2,339,010	2,339,486
Cash at bank		-	32
<b>NET ASSETS</b>		<b>2,489,010</b>	<b>2,489,518</b>
<b>CAPITAL AND RESERVES</b>			
Called-up share capital	7	2,524,225	2,524,225
Share premium account	8	18,649	18,649
Capital reserve	8	27,049	27,049
Profit and loss account	9	(80,913)	(80,405)
<b>SHAREHOLDERS' FUNDS</b>	10	<b>2,489,010</b>	<b>2,489,518</b>

The financial statements of Vico Land & Estates Limited, registered number SC8009, were approved by the Board of Directors on 26 August 2014 and signed on its behalf by:



Michael Carvill  
Director

**1. GOING CONCERN**

The directors have given careful consideration to the appropriateness of the going concern basis in the preparation of the financial statements particularly as the Company Profit and Loss Account indicates that the Company incurred a loss of £508 for the year ended 31 December 2013 (31/12/2012: loss £549,771)

The directors have reviewed the current and projected financial position of the group. The key areas reviewed include, the timing and value of property sales, committed future expenditure and the continued availability of existing banking facilities.

Subsequent to the year end the group has continued working towards maximising the value of its assets. The directors are hopeful the group will secure planning permission on a number of other sites which would enable the group to make further sales in the coming twelve months.

The directors have taken further steps to reduce cash outflows by significantly reducing group overhead and by careful management of the professional fee expenditure required to keep existing projects moving forward.

All of the group's banking facilities fall due for renewal currently. The group has deferred interest payments on bank loans with some financial institutions due at the end of December 2013. Discussions continue with the group bankers and the directors are confident that there will be a successful outcome to these discussions and that the banking facilities will continue to be made available for a minimum period which will extend to at least twelve months from the date of approval of these financial statements.

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the group's and company's ability to continue as a going concern. Having considered the uncertainties described above the directors are confident that the group and company will have adequate resources available to continue in operational existence for the foreseeable future. The directors are, therefore, of the opinion that it is appropriate to adopt the going concern basis in preparing these financial statements. The financial statements do not include the adjustments to the carrying amount or classification of assets and liabilities that would arise if the company was unable to continue as a going concern.

**2. EMPLOYEES AND REMUNERATION**

No staff are employed by the company and accordingly no costs arise.

VICO LAND & ESTATES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2013

3.	LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	12 months to 31/12/2013 £	18 months to 31/12/2012 £
	The loss on ordinary activities before taxation has been arrived at after charging:		
	Directors' remuneration	-	-
	Auditor's remuneration	-	-
		<u>          </u>	<u>          </u>
	Auditor's remuneration is borne by another group company.		

4.	TAXATION	12 months to 31/12/2013 £	18 months to 31/12/2012 £
	Taxation charge	-	-
		<u>          </u>	<u>          </u>
	Factors affecting tax charge for the year:		
	Loss on ordinary activities before taxation	(508)	(549,771)
		<u>          </u>	<u>          </u>
	Tax at standard 23% (2012: 25%)	(117)	(137,443)
	Group loss relief	117	137,443
		<u>          </u>	<u>          </u>
		<u>          </u>	<u>          </u>

The company has tax losses of £552,945 (2012: £552,437) that are available for offset against future taxable profits. A deferred tax asset of £127,177 (2012: £138,109) has not been recognised in respect of these losses as there is uncertainty as to when sufficient future taxable profits will be available to utilise these losses.

5.	STOCKS	31/12/2013 £	31/12/2012 £
	Work-in-progress	150,000	150,000
		<u>          </u>	<u>          </u>

The directors carried out a review of the net realisable value at 31 December 2013. Given the uncertain nature of the property market at present, a significant level of uncertainty exists in relation to these assumptions and any change in these assumptions could have a material impact on the carrying value of stock in the financial statements. Stock valuations have been based on a combination of reports by independent valuation experts and internal valuations. At the end of the year stock of £150,000 was based on internal valuations by the directors.

VICO LAND & ESTATES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2013

6.	<b>DEBTORS:</b> (Amounts falling due within one year)	31/12/2013 £	31/12/2012 £
	Amounts due from group company	2,339,010	2,339,486
7.	<b>CALLED-UP SHARE CAPITAL</b>	31/12/2013 £	31/12/2012 £
	<b>Authorised:</b> 5,000,000 ordinary shares of £1 each	5,000,000	5,000,000
	<b>Allotted, called-up and fully paid:</b> 2,524,225 ordinary shares of £1 each	2,524,225	2,524,225
8.	<b>MOVEMENT ON RESERVES</b>	<b>Share Premium £</b>	<b>Capital Reserve £</b>
	At beginning and end of year/period	18,649	27,049
9.	<b>PROFIT AND LOSS ACCOUNT</b>	31/12/2013 £	31/12/2012 £
	At beginning of the year/period	(80,405)	469,366
	Loss for the year/period	(508)	(549,771)
	At end of year/period	(80,913)	(80,405)
10.	<b>RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS</b>	31/12/2013 £	31/12/2012 £
	Opening shareholders' funds	2,489,518	3,039,289
	Loss for the financial year/period	(508)	(549,771)
	Closing shareholders' funds	2,489,010	2,489,518

**11. CONTINGENT LIABILITIES**

**Guarantee**

The company has together with fellow group companies Vico Properties plc, Vico Properties (Northern) Limited, Vico Kent Limited, Vico Projects Limited, Vico Properties Scotland Limited, , Vico Securities Limited, and Vico Properties East Anglia Limited entered into an unlimited intercompany cross guarantee. The amount guaranteed at the balance sheet date was £13,196,794 (2012: £12,346,706).

**12. GROUP MEMBERSHIP**

In the opinion of the directors, the company's ultimate parent undertaking is Vico Properties plc, a company incorporated in Northern Ireland. The parent undertaking of the largest and smallest group which includes the company and for which group financial statements are prepared, is Vico Properties plc.

Copies of the group financial statements of Vico Properties plc are available from:

Companies House  
Second Floor  
The Linenhall  
32 -38 Linenhall Street  
Belfast  
BT2 8BG

**13. CASH FLOW STATEMENT**

In accordance with Financial Reporting Standard 1 "Cash Flow Statements", a cash flow statement has not been prepared for the company as the cash flows of the group are disclosed in the consolidated financial statements of the ultimate parent undertaking.

**14. RELATED PARTY TRANSACTIONS**

The directors have availed of the exemption available under Financial Reporting Standard 8 "Related Party Disclosures" which permits subsidiaries 100% of whose voting rights are controlled within the group not to disclose transactions with other wholly owned entities of the group.

**15. POST BALANCE SHEET EVENTS**

There have been no significant events since the year end.