

REGISTRAR OF COMPANIES

RESIDUAL LANDS LIMITED

Report and Financial Statements

31 March 2013

MONDAY



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REPORT AND FINANCIAL STATEMENTS 2013

CONTENTS	Page
Officers and professional advisers	1
Directors' report	2
Directors' responsibilities statement	3
Independent auditor's report	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

R A E Herbert, CBE
R E Phillips, FRICS

SECRETARY

C M A Lane

REGISTERED OFFICE

23a Gold Tops
Newport
South Wales
NP20 4UL

BANKERS

National Westminster Bank Plc

AUDITOR

Deloitte LLP
Cardiff

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 March 2013

This directors' report has been prepared in accordance with the provisions applicable to small companies entitled to the small companies' exemption

PRINCIPAL ACTIVITY

The company's principal activity is that of land development

GOING CONCERN

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operating existence for the foreseeable future. On this basis they continue to adopt the going concern basis in preparing the financial statements. Further information in relation to going concern is provided in note 1 to the financial statements

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The results for the financial year are shown in the profit and loss account on page 5 and the position of the company at the year-end is shown in the balance sheet on page 6

The directors are satisfied with the results for the financial year and are optimistic regarding the future prospects of the company

DIVIDENDS

The directors cannot recommend the payment of a dividend (2012 - £nil)

DIRECTORS

The directors of the company, who served throughout the financial year and subsequently, are as shown on page 1

AUDITOR

In the case of each of the persons who are directors of the company at the date when this report is approved

- so far as each of the directors is aware, there is no relevant audit information of which the company's auditor is unaware, and
- each of the directors has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is 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 LLP have indicated their willingness to continue in office as the company's auditor and a resolution for their reappointment will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors
and signed on behalf of the Board



C Lane
Secretary

Date 2 December 2013

DIRECTORS' RESPONSIBILITIES STATEMENT

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, 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 RESIDUAL LANDS LIMITED

We have audited the financial statements of Residual Lands Limited for the year ended 31 March 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 11. 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 auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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 31 March 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.

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 in preparing the directors' report.



David Hedditch (Senior statutory auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

Cardiff, United Kingdom

Date 12 December 2013

PROFIT AND LOSS ACCOUNT
Year ended 31 March 2013

	Note	2013 £	2012 £
TURNOVER	1	5,003	144,090
GROSS PROFIT		5,003	144,090
Administrative expenses		(34,956)	(49,385)
OPERATING (LOSS)/PROFIT		(29,953)	94,705
Interest receivable and similar income		104	28,339
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	(29,849)	123,044
Tax on (loss)/profit on ordinary activities	4	-	-
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	9	(29,849)	123,044

All activities derive from continuing operations

There have been no recognised gains and losses for the current or the prior financial year other than as stated in the profit and loss account and, accordingly, no separate statement of total recognised gains and losses is presented

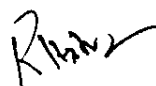
RESIDUAL LANDS LIMITED

BALANCE SHEET 31 March 2013

	Note	2013 £	2012 £
FIXED ASSETS			
Tangible assets	5	<u>2</u>	<u>2</u>
CURRENT ASSETS			
Debtors	6	5,879	188,533
Cash at bank and in hand		<u>150,321</u>	<u>39,400</u>
		156,200	227,933
CREDITORS: amounts falling due within one year	7	<u>(578,847)</u>	<u>(620,731)</u>
NET CURRENT LIABILITIES		<u>(422,647)</u>	<u>(392,798)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES, BEING NET LIABILITIES		<u>(422,645)</u>	<u>(392,796)</u>
SHARE CAPITAL AND RESERVES			
Called up share capital	8	96	96
Profit and loss account	9	<u>(422,741)</u>	<u>(392,892)</u>
SHAREHOLDERS' DEFICIT	9	<u>(422,645)</u>	<u>(392,796)</u>

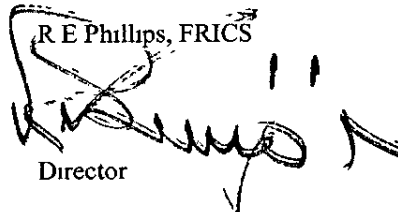
The financial statements of Residual Lands Limited, registered number 00744899, were approved and signed by the Board of Directors and authorised for issue on **2 December 2013**

R A E Herbert, CBE



Director

R E Phillips, FRICS



Director

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2013

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted, which have been applied consistently throughout the current and the prior financial year, are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Going concern

In preparing the financial statements the directors have considered the current financial position of the company and the likely future cash flows. At the date of issuing the financial statements, the directors have concluded that it is appropriate to prepare the financial statements on a going concern basis. In forming this conclusion, the directors have considered that, whilst the company has made a loss in the year and has net liabilities at the balance sheet date, it has the formal support of its ultimate parent company, Newbridge Construction Limited. The directors have assessed the ability of the parent company to provide that support and concluded that it is appropriate to rely on this support in assessing the appropriateness of adopting the going concern basis.

Cash flow statement

Under Financial Reporting Standard 1, the company is not required to prepare a cash flow statement as it qualifies as a small company.

Turnover

Turnover consists of land sales, and associated revenue. Revenue is recognised on the date of contract completion, is stated net of value added tax and arises solely in the United Kingdom.

Tangible fixed assets

Tangible fixed assets are stated at cost. No depreciation is charged on the land or property rights.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The directors were the only employees of the company during the current and the prior financial year. They received no remuneration from the company during either period.

The directors are remunerated by the parent company, Newbridge Construction Limited, for their services to the group as a whole. It is not practicable to apportion directors' remuneration between group companies. Details of the directors' remuneration are included in the financial statements of Newbridge Construction Limited.

NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 March 2013

3. (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2013	2012
	£	£
(Loss)/profit on ordinary activities before taxation is after charging		
Auditor's remuneration – audit services	2,550	1,850
	<u>2,550</u>	<u>1,850</u>

4. TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES

	2013	2012
	£	£
Current taxation		
United Kingdom corporation tax		
Current tax on income for the year at 24% (2012 – 26%)	-	-
	<u>-</u>	<u>-</u>

The difference between the current taxation shown above and the amount calculated by applying the standard rate of UK corporation tax to the (loss)/profit before tax is as follows

	£	£
(Loss)/profit on ordinary activities before tax	(29,849)	123,044
	<u>(29,849)</u>	<u>123,044</u>
Tax on (loss)/profit on ordinary activities before tax at 24% (2012 – 26%)	(7,164)	31,991
	<u>(7,164)</u>	<u>31,991</u>
Factors affecting charge for the year		
Utilisation of tax losses	-	(24,623)
Group relief	-	(7,368)
Increase in tax losses	7,164	-
	<u>7,164</u>	<u>-</u>
Current tax charge for the year	-	-
	<u>-</u>	<u>-</u>

A deferred tax asset has not been recognised in respect of timing differences relating to trading losses carried forward, as there is insufficient evidence that the asset will be recovered. The amount of the asset not recognised is approximately £22,557 (2012 - £16,374). The asset would be recovered if the company were to make trading profits from the same trade in future periods.

The forthcoming change in the corporation tax rate from 24% to 21% in future years will not materially affect the future tax charge.

5. TANGIBLE FIXED ASSETS

The balance relates to land and property rights

NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 March 2013

6. DEBTORS

	2013 £	2012 £
Prepayments and accrued income	211	182,865
Tax	5,668	5,668
	<u>5,879</u>	<u>188,533</u>

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £	2012 £
Trade creditors	5,794	-
Amounts owed to parent company	564,253	564,253
Amounts owed to related party	4,456	3,000
Accruals and deferred income	4,344	53,478
	<u>578,847</u>	<u>620,731</u>

8. CALLED UP SHARE CAPITAL

	2013 £	2012 £
Authorised, allotted and fully paid 96 ordinary shares of £1 each	<u>96</u>	<u>96</u>

**9. COMBINED STATEMENT OF MOVEMENTS ON RESERVES AND RECONCILIATION OF
MOVEMENT IN SHAREHOLDERS' DEFICIT**

	Share capital £	Profit and loss account £	Total 2013 £	Total 2012 £
At 1 April	96	(392,892)	(392,796)	(515,840)
(Loss)/profit for the financial year	<u>-</u>	<u>(29,849)</u>	<u>(29,849)</u>	<u>123,044</u>
At 31 March	<u>96</u>	<u>(422,741)</u>	<u>(422,645)</u>	<u>(392,796)</u>

NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 March 2013

10. RELATED PARTY TRANSACTIONS

Name of related party	Relationship
Trustees of Llanarth Estate	R A E Herbert, CBE – director with significant interest in Llanarth Estate
Trustees of Llanover Estate	R A E Herbert, CBE – director holding trusteeship in Llanover Estate

During the year, Residual Lands Limited made purchases from the Trustees of Llanarth Estate of £nil (2012 - £3,000) At the year-end, there was £nil (2012 - £3,000) owed to the Trustees of Llanarth Estate

During the year, Residual Lands Limited made purchases from the Trustees of Llanover Estate of £4,456 (2012 - £nil) At the year-end, there was £4,456 (2012 - £nil) owed to the Trustees of Llanover Estate

The company has taken advantage of the exemption conferred by paragraph 17 of FRS 8, 'Related party disclosures', and has not disclosed transactions with other group companies where 100% of the voting rights are held within the group

11. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The ultimate parent company is Newbridge Construction Limited, a company registered in England and Wales This is the parent of the smallest and largest group of which the company is a member Consolidated financial statements are not prepared

Copies of the financial statements of Newbridge Construction Limited are available from Companies House, Crown Way, Maundy, Cardiff CF14 3UZ

The directors consider that there is no ultimate controlling party