

**MCA HOLDINGS LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2017**



**Company number: 01152419**

# **MCA HOLDINGS LIMITED**

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## **MCA HOLDINGS LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017**

The Directors present their Annual Report and the audited financial statements of the Company for the year ended 31 December 2017 and have taken the small companies exemption not to prepare a strategic report.

#### **Principal activities and future developments**

The principal activity of the Company during the year is that of an intermediate holding company. No change in this activity is expected.

#### **Directors**

The following Directors held office during the year and subsequently:

C R Clapham

M A Lonnon

No Director was materially interested during the year in any contract which was significant in relation to the business of the Company.

#### **Going concern**

The Company is reliant on its ultimate parent company Taylor Wimpey plc ("TW plc") to support the recoverability of its investments and intercompany receivables.

The Directors of the Company have confirmed with TW plc that it will continue to provide the necessary financial support to the Company for a period of at least 12 months from the date of approval of these financial statements.

TW plc is the ultimate parent of the Taylor Wimpey group ("the Group"). The Group is profitable and is in a strong financial position.

The Directors of the Company are of the view, at the time of approving the financial statements, that there is a reasonable expectation the Company will be able to remain in existence for a period of at least 12 months from the date of approval of these financial statements. Accordingly, the financial statements have been prepared on a going concern basis.

#### **Qualifying third party indemnity provisions**

Taylor Wimpey plc has granted indemnities in favour of the Directors and officers of its Group subsidiary companies against financial exposure that they may incur in carrying out their duties (including the Directors and officers of this company). These have been granted in accordance with section 234 of the Companies Act 2006.

#### **Directors' responsibilities statement**

The Directors are responsible for preparing the Annual Report and 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), including FRS 101 "Reduced Disclosure Framework".

## **MCA HOLDINGS LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)**

#### **Directors' responsibilities statement (continued)**

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; 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.

#### **Small company provisions**

This report has been prepared in accordance with the special provisions of section 415A of the Companies Act 2006 relating to small companies.

This Directors' report was approved by the Board of Directors on 24 September 2018 and is signed on its behalf by:



K E Hindmarsh

Company Secretary

Registered office:

Gate House, Turnpike Road, High Wycombe, Buckinghamshire, HP12 3NR, United Kingdom

Date: 24 September 2018

**MCA HOLDINGS LIMITED**

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2017**

	<b>Note</b>	<b>2017 £'000</b>	<b>2016 £'000</b>
<b>Operating profit and profit before interest and tax</b>		-	-
Investment income		-	25
Disposal of investment on liquidation		-	(25)
Impairment of investment in Group undertakings	5	-	(100)
<b>Loss before tax</b>		-	(100)
Tax	4	-	-
<b>Loss for the financial year</b>		-	(100)
<b>Other comprehensive income</b>		-	-
<b>Total comprehensive expense for the year</b>		-	(100)

All the results reported above for both the current and prior year relate solely to continuing operations.

The net profit arising on the liquidation of subsidiaries for the current year is £nil (2016: £495).

**MCA HOLDINGS LIMITED**  
**Company number: 01152419**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2017**

	<b>Note</b>	<b>2017 £'000</b>	<b>2016 £'000</b>
<b>Non-current assets</b>			
Investments in subsidiary undertakings	5	<u>36,893</u>	<u>36,893</u>
		<b>36,893</b>	<b>36,893</b>
<b>Current assets</b>			
Trade and other receivables	6	<b>398,193</b>	<b>398,193</b>
<b>Current liabilities</b>			
Trade and other payables	7	<b>(100,810)</b>	<b>(100,810)</b>
<b>Net current assets</b>		<u><b>297,383</b></u>	<u><b>297,383</b></u>
<b>Net assets</b>		<u><u><b>334,276</b></u></u>	<u><u><b>334,276</b></u></u>
<b>Capital and reserves</b>			
Share capital	8	<b>13,792</b>	<b>13,792</b>
Share premium account		<b>305,807</b>	<b>305,807</b>
Retained earnings		<u><b>14,677</b></u>	<u><b>14,677</b></u>
<b>Shareholders' funds</b>		<u><u><b>334,276</b></u></u>	<u><u><b>334,276</b></u></u>

The Directors are satisfied that for the year ended 31 December 2017 the Company was entitled to exemption under section 480 of the Companies Act 2006 relating to the audit of financial statements.

The members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The Directors acknowledge their responsibility for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements were approved and authorised for issue by the Board of Directors and signed on its behalf by:



M A Lonnon  
Director

Date: 24 September 2018

**MCA HOLDINGS LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2017**

	Share capital £'000	Share premium account £'000	Other reserves £'000	Retained earnings £'000	Total £'000
<b>Balance as at 1 January 2017</b>	<b>13,792</b>	<b>305,807</b>	<b>-</b>	<b>14,677</b>	<b>334,276</b>
Result for the year	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	-
<b>Total comprehensive expense for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Dividends paid	-	-	-	-	-
Transfer of other reserves	-	-	-	-	-
<b>Total contributions by/ (distributions to) owners</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Balance at 31 December 2017</b>	<b>13,792</b>	<b>305,807</b>	<b>-</b>	<b>14,677</b>	<b>334,276</b>
<b>Balance as at 1 January 2016</b>	<b>13,792</b>	<b>305,807</b>	<b>1,268</b>	<b>13,509</b>	<b>334,376</b>
Loss for the year	-	-	-	(100)	(100)
Other comprehensive income for the year	-	-	-	-	-
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(100)</b>	<b>(100)</b>
Dividends paid	-	-	-	-	-
Transfer of other reserves	-	-	(1,268)	1,268	-
<b>Total contributions by/ (distributions to) owners</b>	<b>-</b>	<b>-</b>	<b>(1,268)</b>	<b>1,268</b>	<b>-</b>
<b>Balance at 31 December 2016</b>	<b>13,792</b>	<b>305,807</b>	<b>-</b>	<b>14,677</b>	<b>334,276</b>

## **MCA HOLDINGS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017**

#### **1. Accounting policies**

The following accounting policies have been used consistently throughout the current and prior year.

##### **General information and basis of preparation**

MCA Holdings Limited is a private company incorporated and domiciled in the United Kingdom. The Company is limited by shares. The Company is registered in England and Wales and its registered office is noted on page 3 and its principle activities are noted on page 2.

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and Financial Reporting Standard 101 (FRS 101), "Reduced Disclosure Framework". The financial statements are prepared in sterling, which is the functional currency of the Company and rounded to the nearest thousand pounds.

The financial statements contain information about MCA Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the consolidated financial statements of its ultimate parent undertaking, Taylor Wimpey plc, a company registered in England and Wales.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in 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 in note 2.

##### **Disclosure exemptions**

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a cash-flow statement, capital management, IFRSs issued but not effective, related party transactions and financial instruments. Where required, equivalent disclosures are given in the Group financial statements of Taylor Wimpey plc. The Group financial statements of Taylor Wimpey plc are available to the public and can be obtained as set out in note 10.

##### **Adoption of new and revised standards of interpretation**

In the year the Company has applied amendments to IFRSs issued by the International Accounting Standards Board as noted below. Their adoption has not had any material impact on the disclosures or amounts reported in these financial statements

- Annual improvements to IFRS 2014-2016 cycle



## **MCA HOLDINGS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)**

#### **1. Accounting policies (continued)**

##### **Going concern**

The Company is reliant on its ultimate parent company Taylor Wimpey plc ("TW plc") to support the recoverability of its investments and intercompany receivables.

The Directors of the Company have confirmed with TW plc that it will continue to provide the necessary financial support to the Company for a period of at least 12 months from the date of approval of these financial statements.

TW plc is the ultimate parent of the Taylor Wimpey group ("the Group"). The Group is profitable and is in a strong financial position.

The Directors of the Company are of the view, at the time of approving the financial statements, that there is a reasonable expectation the Company will be able to remain in existence for a period of at least 12 months from the date of approval of these financial statements. Accordingly, the financial statements have been prepared on a going concern basis.

##### **Investment income**

Investment income primarily arises from transactions arising as a result of the liquidation of subsidiary undertakings and is reflected as it accrues.

##### **Financial instruments**

Financial assets and liabilities are recognised on the Company's Statement of Financial Position when the Company becomes a party to the contractual provisions of the instrument.

##### ***Group payables***

Amounts payable to Group undertakings are non-interest bearing and are stated at their nominal value

##### ***Group receivables***

Amounts receivables from Group undertakings are non-interest bearing and are stated at their nominal value.

##### **Taxation**

The tax charge 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 profit before tax as reported in the Statement of Comprehensive Income 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 corporation tax rates that have been enacted or substantively enacted by the Statement of Financial Position date.

Any liability or credit in respect of group relief in lieu of current tax is also calculated on the same basis unless a different rate (including a nil rate) has been agreed within the Group.

## **MCA HOLDINGS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)**

#### **1. Accounting policies (continued)**

##### **Taxation (continued)**

###### ***Deferred tax***

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are also recognised for taxable temporary differences arising on investments in subsidiaries and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is calculated, on a non-discounted basis, at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted by the Statement of Financial Position date.

The carrying amount of deferred tax assets is reviewed at each Statement of Financial Position 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 charged or credited in the Statement of Comprehensive Income, except when it relates to items charged or credited directly to other comprehensive income or equity, in which case the deferred tax is also dealt with in other comprehensive income or equity.

##### **Investments in subsidiary undertakings**

Investments in subsidiary undertakings are measured at historic cost less any provision for impairment. An impairment review is carried out at the end of each year.

# MCA HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

### 2. Key sources of estimation uncertainty and critical accounting judgements

Preparation of the financial statements requires management to make significant judgements and estimates. The Directors have considered whether there are any such sources of estimation or critical accounting judgements in forming the financial statements and do not determine there to be any for the purposes of disclosure.

### 3. Employees and Directors

The Company did not employ any persons during the year (2016: none).

Directors' remuneration and benefits paid by the Company in the year amounted to £nil (2016: £nil). All Directors' emoluments are borne by a fellow Group company and have not been recharged. Directors are not remunerated for qualifying services provided to this company.

### 4. Taxation

	2017 £'000	2016 £'000
<b>Current tax charge</b>		
UK corporation tax on profits of the year	-	-
Adjustments in respect of prior periods	-	-
<b>Deferred tax charge</b>		
Ordinary deferred tax	-	-
Adjustments in respect of prior periods	-	-
<b>Tax on profit</b>	<u>-</u>	<u>-</u>

The standard rate of current tax for the year, based on the weighted average of the United Kingdom standard rate of corporation tax is 19.25% (2016: 20%).

The current tax charge for the year can be reconciled as follows:

	2017 £'000	2016 £'000
Loss before tax	<u>-</u>	<u>100</u>
Standard rate of corporation tax of 19.25% (2016: 20%)	-	(20)
Effects of: Disallowable items	-	20
Total current tax charge	<u>-</u>	<u>-</u>

# MCA HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

### 5. Investments in subsidiary undertakings

	£'000
<b>Cost</b>	
At 1 January 2017	46,861
Disposal	-
At 31 December 2017	<u>46,861</u>
<b>Impairment</b>	
At 1 January 2017	9,968
Disposal	-
Charge for year	-
At 31 December 2017	<u>9,968</u>
<b>Net book value</b>	
At 31 December 2017	<u><u>36,893</u></u>
At 31 December 2016	<u>36,893</u>

In the opinion of the Directors the value of the Company's investments in its subsidiary undertakings is not less than the amount at which it is stated in the Statement of Financial Position.

The subsidiary undertakings of the Company are listed under note 10.

### 6. Trade and other receivables - current

	2017 £'000	2016 £'000
Amounts owed by Group undertakings	<u>398,193</u>	<u>398,193</u>
	<u><u>398,193</u></u>	<u><u>398,193</u></u>

Amounts owed by Group undertakings are unsecured, non-interest bearing and are repayable on demand. At 31 December 2017 £398,167,753 was owed by the Parent George Wimpey Limited, the remaining balance of £25,599 was owed by Other Group companies

### 7. Trade and other payables - current

	2017 £'000	2016 £'000
Amounts owed to Group undertakings	<u>100,810</u>	<u>100,810</u>
	<u><u>100,810</u></u>	<u><u>100,810</u></u>

Amounts owed to Group undertakings are unsecured, non-interest bearing and are repayable on demand. At 31 December 2017 the full amount owed to Group undertakings was owed to the Parent George Wimpey Limited.

# MCA HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

### 8. Share capital

	2017 £'000	2016 £'000
<b>Authorised:</b>		
34,333,123 (2016: 34,333,123) ordinary shares of 25p each	8,583	8,583
21,666,877 (2016: 21,666,877) ordinary 'A' shares of 25p each	<u>5,417</u>	<u>5,417</u>
	<u>14,000</u>	<u>14,000</u>
<b>Allotted, called-up and fully paid:</b>		
33,500,316 (2016: 33,500,316) ordinary shares of 25p each	8,375	8,375
21,666,877 (2016: 21,666,877) ordinary 'A' shares of 25p each	<u>5,417</u>	<u>5,417</u>
	<u>13,792</u>	<u>13,792</u>

The ordinary shares and the ordinary A shares have equal rights and preferences in respect of distribution of dividends, repayment of capital and voting rights. The ordinary A shares were allocated in 1988 in consideration for share capital in IVA Midlands, Banorgrove Limited and Canberra Property Group. A separate class of share was created in recognition of this 1988 transaction. All share capital is owned by George Wimpey Limited.

### 9. Details of investments

The following were direct subsidiary undertakings of the Company:

Canberra (Southern) Limited	MCA South West Limited
Canberra Investment Co. Limited	MCA West Midlands Limited
Compine Developments (Wootton) Limited	MCA Yorkshire Limited
Hassall Homes (Cheshire) Limited	Melbourne Investments Limited
Hassall Homes (Mercia) Limited	Spinks & Denning Limited
Hassall Homes (Southern) Limited	Whatco England Limited
Hassall Homes (Wessex) Limited	Ashfield Investments Limited (In liquidation - dissolved 12 July 2017)
L. & A. Freeman Limited	Banorgrove Limited (in liquidation)
MCA Developments Limited	Corney Reach Limited (in liquidation)
MCA East Limited	IVA (Midlands) Limited (in liquidation- dissolved 12 July 2017)
MCA Leicester Limited	MCA Thames Valley Limited (in liquidation - dissolved 5 April 2017)

## **MCA HOLDINGS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)**

#### **9. Details of investments (continued)**

MCA Land Limited	MCA West Limited (in liquidation – dissolved 5 April 2017)
MCA London Limited	Showpine Limited (in liquidation- dissolved 12 July 2017)
MCA North East Limited	St. Anne's Village Limited (in liquidation- dissolved 12 July 2017)
MCA Northumbria Limited	

The Company has 100% interest in the issued ordinary share capital of all the above subsidiaries. All the subsidiaries are dormant.

The registered office of all the direct subsidiaries is Gate House, Turnpike Road, High Wycombe, Buckinghamshire, HP12 3NR, United Kingdom with the following exceptions:

The registered office of Whatco England Limited is Unit C, Ground Floor, Cirrus, Glasgow Airport Business Park, Marchburn Drive, Abbotsinch, Paisley, PA3 2SJ, United Kingdom.

The registered office of Ashfield Investments Limited, Banorgrove Limited, Corney Reach Limited, IVA (Midlands) Limited, MCA Thames Valley Limited, MCA West Limited, Showpine Limited, and St. Anne's Village Limited is The offices of BDO Llp, Two Snowhill, Birmingham, B4 6GA, United Kingdom.

The following were direct joint venture undertakings of the Company:

Compine Developments (Mundford) Limited (in liquidation – dissolved 5 April 2017)  
Compine Developments Limited (in liquidation – dissolved 5 April 2017)

The Company had a 50% interest in the issued ordinary share capital of the above joint ventures.

The registered office of the joint ventures is The offices of BDO Llp, Two, Snowhill, Birmingham, B4 6GA, United Kingdom.

The following were indirect joint venture undertakings of the Company:

Vumpine Limited  
Bishops Park Limited

The Company has a 50% interest in the issued ordinary share capital of the above joint ventures. Both the joint ventures are dormant.

The registered office of Vumpine Limited is Gate House, Turnpike Road, High Wycombe, Buckinghamshire, HP12 3NR, United Kingdom.

The registered office of Bishops Park Limited is The Manor House, North Ash Road, New Ash Green, Longfield, Kent, DA3 8HQ, United Kingdom.

**MCA HOLDINGS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)**

**10. Controlling parties**

The immediate parent undertaking is George Wimpey Limited.

The Company's ultimate parent undertaking and controlling party is Taylor Wimpey plc, a company incorporated in the United Kingdom. Taylor Wimpey plc is the parent of the smallest and largest group for which consolidated financial statements are prepared and of which the Company is a member. Taylor Wimpey plc's registered office is Gate House, Turnpike Road, High Wycombe, Buckinghamshire, HP12 3NR, United Kingdom.

Copies of the Group financial statements, which include the Company and its subsidiaries, are available from Companies House, Crown Way, Cardiff, CF14 3UZ.