

# **Fairview Ventures Crawley No.1 Limited**

**Annual report and financial statements**

**For the year ended 31 December 2015**

**Registered number: 05575319**



# **Fairview Ventures Crawley No.1 Limited**

## **Annual report and financial statements for the year ended 31 December 2015**

<b>Contents</b>	<b>Page</b>
<b>Directors' report</b>	<b>1</b>
<b>Statement of directors' responsibilities</b>	<b>3</b>
<b>Independent auditor's report</b>	<b>4</b>
<b>Statement of income and retained earnings</b>	<b>5</b>
<b>Balance sheet</b>	<b>6</b>
<b>Notes to the financial statements</b>	<b>7</b>

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# **Fairview Ventures Crawley No.1 Limited**

## **Directors' report**

The directors present their annual report and the audited financial statements for the year ended 31 December 2015.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. The directors have also taken the exemption from preparing a Strategic report as the Company is small.

### **Principal activity**

The Company's principal activity is that of residential property development. There has not been any significant change in the Company's activities.

### **Business review**

The Company is a wholly owned subsidiary of Fairview Ventures Limited within the Fairview Holdings Limited group (the "Group").

Detailed results are set out in the statement of income and retained earnings on page 5. No dividends were paid or proposed during the current or preceding year.

### **Directors**

The directors holding office during the year and, except where noted, to date are set out below.

M Blakey	(appointed 24 July 2015)
G A Malton	
J P H Vickers	(resigned 24 July 2015)
R K Williams	(appointed 19 August 2015)

### **Directors' indemnities**

The Company had in place during the year qualifying third party indemnity provisions for the benefit of its directors. These remain in force at the date of this report.

### **Going concern**

The principal risks and uncertainties affecting the Company are inextricably linked to those affecting the Group. After making enquiries, the directors believe that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts. Further details of the going concern basis are given in note 1b.

## Fairview Ventures Crawley No.1 Limited

### Directors' report (continued)

#### Auditor

In the case of each of the persons who are directors at the time when the directors' report is approved, the following apply:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- he has taken all the steps that he ought to have taken as a director in order to make himself 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 section 418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be deemed reappointed.

By order of the board



S G Hide  
Secretary

28 September 2016

Registered office:  
50 Lancaster Road  
Enfield. EN2 0BY

## **Fairview Ventures Crawley No.1 Limited**

### **Statement of directors' responsibilities**

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable laws 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 FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards have been followed; 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.

## **Fairview Ventures Crawley No.1 Limited**

### **Independent auditor's report to the members of Fairview Ventures Crawley No.1 Limited**

We have audited the financial statements of Fairview Ventures Crawley No.1 Limited for the year ended 31 December 2015 which comprise the statement of income and retained earnings, the balance sheet and the related notes 1 to 12. 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 FRS102 "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 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 (United Kingdom 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 2015 and of its profit 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 from preparing a Strategic report or in preparing the Directors' report.



Paul Schofield, FCA (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
Cambridge, United Kingdom  
29 September 2016

## **Fairview Ventures Crawley No.1 Limited**

### **Statement of income and retained earnings Year ended 31 December 2015**

	Note	2015 £'000	2014 £'000
Turnover	3	151	1,195
Cost of sales		<u>3</u>	<u>(495)</u>
<b>Profit on ordinary activities before taxation</b>	4	154	700
Tax on profit on ordinary activities	6	<u>142</u>	<u>(155)</u>
<b>Profit for the financial year</b>		296	545
Retained profits at 1 January		<u>1,409</u>	<u>864</u>
<b>Retained profits at 31 December</b>		<u><u>1,705</u></u>	<u><u>1,409</u></u>

All amounts relate to continuing operations and are wholly attributable to the equity shareholders of the Company.

There are no other comprehensive income or expenses in either year other than as stated above. Accordingly no statement of comprehensive income has been presented.

## Fairview Ventures Crawley No.1 Limited

### Balance sheet

31 December 2015

	Note	2015 £'000	2014 £'000
<b>Current assets</b>			
Debtors:			
Due within one year	7	819	193
Due after one year	7	999	1,485
		<u>1,818</u>	<u>1,678</u>
<b>Creditors: amounts falling due within one year</b>	8	(113)	(269)
		<u>1,705</u>	<u>1,409</u>
<b>Net assets</b>			
<b>Capital and reserves</b>			
Called up share capital	9	-	-
Profit and loss account	9	1,705	1,409
		<u>1,705</u>	<u>1,409</u>
<b>Shareholder's funds</b>			
		<u>1,705</u>	<u>1,409</u>

The financial statements of Fairview Ventures Crawley No.1 Limited were approved by the board of directors on 28 September 2016



R K Williams  
Director



# Fairview Ventures Crawley No.1 Limited

## Notes to the financial statements Year ended 31 December 2015

### 1. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and to the preceding year.

#### a. General information and basis of accounting

Fairview Ventures Crawley No.1 Limited is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 2. The nature of the company's operations and its principal activities are set out in the Directors' report on page 1.

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

There were no material adjustments to the comparative amounts for the year ended 31 December 2014 on the adoption of FRS 102 in the current year. For more information see note 12.

The functional currency of Fairview Ventures Crawley No.1 Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

Fairview Ventures Crawley No.1 Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it. Exemptions have been taken in relation to financial instruments, presentation of a cash flow statement and remuneration of key management personnel.

#### b. Going concern basis

The Company's business activities together with the factors likely to affect its future development, performance and position are set out in the Directors' report on page 1.

As stated in the Directors' report the principal risks and uncertainties affecting the Company are inextricably linked to those affecting the Group.

The Company meets its day to day working capital requirements through an intra-group facility provided by Fairview New Homes Limited which allocates group funding to subsidiaries for the purposes of individual development projects.

The Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group should be able to operate within the level of its current facility.

The directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### c. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

##### (i) Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a finance transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

# Fairview Ventures Crawley No.1 Limited

## Notes to the financial statements (continued) Year ended 31 December 2015

### 1. Accounting policies (continued)

#### c. Financial instruments (continued)

##### (i) Financial assets and liabilities (continued)

Debt instruments are subsequently measured at amortised cost using the effective interest method.

##### (ii) Equity instruments

Equity instruments issued by the Company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

#### d. Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

##### *Non-financial assets*

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

##### *Financial assets*

For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

#### e. 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 by the balance sheet date.

Deferred tax 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.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference.

# Fairview Ventures Crawley No.1 Limited

## Notes to the financial statements (continued) Year ended 31 December 2015

### 1. Accounting policies (continued)

#### e. Taxation (continued)

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### f. Turnover

Turnover is stated net of VAT and discounts and is recognised when the significant risks and rewards are considered to have been transferred to the buyer:

- (i) the fair value of the consideration received or receivable for the sale of properties developed by the Company and partially developed and undeveloped sites. Sales of units and undeveloped sites are recognised at the time of legal completion;
- (ii) the fair value of work performed under construction contracts. Where the outcome of a construction contract can be reliably estimated, turnover is recognised by reference to the stage of completion of the contract at the balance sheet date.

Where the outcome of a construction contract cannot be reliably estimated, turnover is recognised to the extent of contract costs incurred that it is probable will be recoverable. When it is probable that total development costs will exceed total development revenue, the expected loss is recognised as an expense immediately; and

- (iii) the fair value of consideration received or receivable for the sale of the freehold title in respect of units sold under leasehold terms. Turnover is recognised at the time of legal completion of the freehold sale.

### 2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### *Critical judgements and key sources of estimation uncertainty in applying the Company's accounting policies*

The following is the critical judgement that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

#### **Valuation of shared equity debtors**

Shared equity debtors are recognised at the fair value of future anticipated cash receipts discounted to present value, taking into account assumptions which include future house price movements, the expected timing of receipts and the likelihood that a purchaser defaults on repayment. The directors are required to employ judgement in estimating the amount and timing of these cash receipts.

# Fairview Ventures Crawley No.1 Limited

## Notes to the financial statements (continued) Year ended 31 December 2015

### 3. Turnover

An analysis of the Company's turnover by class of business is set out below.

	2015 £'000	2014 £'000
Sale of residential dwellings, commercial properties and land	151	583
Sale of ground rents	-	612
	<u>151</u>	<u>1,195</u>

The Company's turnover is wholly realised in the United Kingdom.

### 4. Profit on ordinary activities before taxation

Auditor's fees for the audit of the Company's accounts of £900 (2014: £900) have been borne by another Group company. There were no non-audit fees paid to the Company's auditor during the current or preceding year.

### 5. Directors' remuneration and transactions

The Company had no employees during the current or preceding year, other than directors. None of the directors received any emoluments or other benefits during the current or preceding year.

### 6. Tax credit/(charge) on profit on ordinary activities

The tax credit/(charge) comprises:

	2015 £'000	2014 £'000
<b>Current tax on profit on ordinary activities</b>		
UK corporation tax at 20.25% (2014: 21.5%)	-	(141)
Adjustment in respect of prior years	142	(14)
<b>Total tax on profit on ordinary activities</b>	<u>142</u>	<u>(155)</u>

In recent years the UK Government has steadily reduced the rate of UK corporation tax, with the latest rates substantively enacted in July 2013 now standing at 21% with effect from 1 April 2014 and 20% with effect from 1 April 2015. The closing deferred tax assets and liabilities have been calculated at 20% in accordance with the rates enacted at the balance sheet date. In the Budget on 8 July 2015, the UK Government proposed to further reduce the main rate of UK corporation tax to 19% with effect from 1 April 2017 and 18% with effect from 1 April 2020. These rate changes were substantively enacted in the Finance Bill 2015 on 26 October 2015 and existing timing differences may therefore unwind in periods subject to these reduced rates.

There is no expiry date on timing differences, unused tax losses or tax credits.

# Fairview Ventures Crawley No.1 Limited

## Notes to the financial statements (continued) Year ended 31 December 2015

### 6. Tax credit/(charge) on profit on ordinary activities (continued)

The differences between the total tax credit/(charge) shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	2015 £'000	2014 £'000
Profit on ordinary activities before taxation	154	700
Tax charge on profit on ordinary activities at 20.25% (2014: 21.5%)	(31)	(150)
Effects of:		
Notional interest on intra-group loans	(5)	9
Group relief claimed	36	-
Prior period adjustments	142	(14)
Total tax credit/(charge) for the year	142	(155)

### 7. Debtors

	2015 £'000	2014 £'000
<b>Amounts falling due within one year:</b>		
Amounts owed by group undertakings	819	193
<b>Amounts falling due after more than one year:</b>		
Shared equity debtors	999	1,485
	1,818	1,678

### 8. Creditors: amounts falling due within one year

	2015 £'000	2014 £'000
Corporation tax	-	141
Accruals	113	128
	113	269

### 9. Called-up share capital and reserves

	2015 £	2014 £
<b>Allotted, called-up and fully paid:</b>		
100 Ordinary Shares of £1 each	100	100

The Company's other reserve is as follows:

The profit and loss reserve represents cumulative profits or losses net of dividends paid and other adjustments.

## **Fairview Ventures Crawley No.1 Limited**

### **Notes to the financial statements (continued)** **Year ended 31 December 2015**

#### **10. Related party transactions**

The Company has taken advantage of the exemption granted by paragraph 33.1A of FRS 102 not to disclose related party transactions with wholly owned subsidiaries within the Group. There were no other related party transactions.

#### **11. Controlling party**

At 31 December 2015 the ultimate parent company was Fairview Holdings Limited, a company incorporated in England and Wales. The controlling party was the Fairview Holdings Limited Employee Benefit Trust.

The largest and smallest group of undertakings for which group accounts to 31 December 2015 are drawn up and of which the Company is a member is Fairview Holdings Limited. Copies of the group accounts may be obtained from 50 Lancaster Road, Enfield, Middlesex EN2 0BY.

#### **12. Explanation of transition to FRS 102**

This is the first year that the Company has presented its financial statements under Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The last financial statements under previous UK GAAP were for the year ended 31 December 2014 and the date of transition to FRS 102 was therefore 1 January 2014.

No material changes to the financial statements have arisen on the transition to FRS 102 and hence opening equity at 1 January 2014, the profit and loss account for the year ended 31 December 2014 and the balance sheet at 31 December 2014 have not been restated.