ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

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ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

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COMPANY INFORMATION

DIRECTORS

N R S TIMMIS

J A S TIMMIS

SECRETARY

J M KING

REGISTERED NUMBER

06580158

AUDITORS

BDO LLP

BRIDGEWATER HOUSE

COUNTERSLIP

BRISTOL BS1 6BX

REGISTERED OFFICE

THE ABBEY

PRESTON ROAD

YEOVIL SOMERSET BA20 2EN

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2017

The Directors submit their Annual Report and audited financial statements for the year ended 31 December 2017.

PRINCIPAL ACTIVITIES

The company is based in the United Kingdom and its principal activity is that of commercial property development and project management. During the year operations were wound up. The company is considered dormant as from 31 December 2017 and will remain so for the foreseeable future.

REVIEW OF THE BUSINESS

The company historically provided development and project management services some of which are to Abbey Manor Group Limited, as well as holding value in several developments owned by the Group and associated companies. During the year, the operations were wound up and some administrative costs were incurred as a result. The company is considered dormant as from 31st December 2017 and will remain so for the foreseeable future.

RESULTS AND DIVIDEND

Detailed results for the year are as shown in the financial statements on pages 7 to 15. A dividend of £368k (2016: £Nil) was paid during the year.

DIRECTORS

The directors of the Company who served during the year were: N R S Timmis J A S Timmis

NRS Timmis and JAS Timmis are Directors of the holding company Abbey Manor Group Limited.

AUDITORS

The auditors, BDO LLP have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the annual general meeting in accordance with section 485 of the Companies Act 2006.

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditors are unaware;
 and
- the directors have taken all steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

The company has taken advantage of the small company exemptions.

BY ORDER OF THE BOARD

N R S Timmis DIRECTOR

DATED: 26 SEPT 2018

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 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.

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 ABBEY MANOR CAPITAL PARTNERS LIMITED YEAR ENDED 31 DECEMBER 2017

Opinion

We have audited the financial statements of Abbey Manor Capital Partners Limited ("the Company") for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material
 uncertainties that may cast significant doubt about the Company's ability to continue to
 adopt the going concern basis of accounting for a period of at least twelve months from
 the date when the financial statements are authorised for issue.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ABBEY MANOR CAPITAL PARTNERS LIMITED YEAR ENDED 31 DECEMBER 2017

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Director's report.

We have nothing to report in respect of the following matters in relation to which 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

Responsibilities of Directors

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, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at:

https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ABBEY MANOR CAPITAL PARTNERS LIMITED YEAR ENDED 31 DECEMBER 2017

Use of our report

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.

BDO W

Sarah Joannidi (Senior Statutory Auditor) For and on behalf of BDO LLP, statutory auditor Bristol

Date: 28 September 2018

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2017

| | <u>Note</u> | <u>2017</u> | | <u>2016</u> | |
|---|-------------|-------------|------|-------------|-------------|
| | | £000 | £000 | £000 | £000 |
| TURNOVER | 3 | | - | | 352 |
| Changes in Stock and Work-in-Progress | | | | | (335) 17 |
| Other Operating Charges | | 19 | (19) | 21 | (21) |
| OPERATING LOSS FOR THE YEAR | 6 | | (19) | | (4) |
| Interest Receivable | | 6 | | 4 | 4 |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | | | (13) | | - |
| Tax on loss on Ordinary Activities | 7 | | - | | - |
| LOSS FOR THE FINANCIAL YEAR | | | | | - |
| Other comprehensive income for the year | | | - | | - |
| TOTAL COMPREHENSIVE LOSS FOR THE YEAR | | | (13) | , | |

The notes on pages 10 to 15 form an integral part of these financial statements.

Company Number 06580158 STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2017

| | <u>Note</u> | 2 | 017 | <u>2</u> | <u>016</u> |
|---|-------------|------|----------|-----------------|------------|
| | | £000 | £000 | £000 | £000 |
| CURRENT ASSETS | | | | | |
| Debtors Cash at Bank and In Hand | 8 9 | 1 | _ | 378 5 383 | _ |
| CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | 10 | | _ | (1) | _ |
| NET CURRENT ASSETS | | | 1 | _ | 382 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | | 1 | = | 382 |
| CAPITAL AND RESERVES | | | | | |
| Called Up Share Capital Profit and loss account | 11 | | <u> </u> | _ | 1 381 |
| SHAREHOLDER'S FUNDS | • | | 1 | = | 382 |

APPROVED AND AUTHORISED FOR ISSUE BY THE BOARD OF DIRECTORS

The company has taken advantage of the small companies exemption.

N R S TIMMIS DIRECTOR

DATED: 26 SEPT 2018

The notes on pages 10 to 15 form an integral part of these financial statements.

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

| ipital d | | Total equity £'000 |
|----------|-------|--------------------------|
| 1 | 381 | 382 |
| - | (13) | (13) |
| <u>-</u> | (13) | (13) |
| <u>-</u> | (368) | (368) |
| - | - | - |
| 1 | _ | 1 |
| | | ## and loss account |

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2016

| | Share capital £'000 | Profit and loss account £'000 | Total equity £'000 |
|--|---------------------------|--|--------------------------|
| 1 January 2016 | . 1 | 381 | 382 |
| Comprehensive income for the year | _ | - | - |
| Total comprehensive income for the year | <u>-</u> | | |
| Contributions by and distributions to owners Dividends | - | - | - |
| Total contributions by and distributions to owners | | - | |
| 31 December 2016 | 1 | 381 | 382 |
| | | | |

The notes on pages 10 to 15 form an integral part of these financial statements.

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

ACCOUNTING POLICIES

GENERAL INFORMATION

Abbey Manor Capital Partners Limited is a private company, limited by shares, incorporated in England & Wales under the Companies Act. The address of the registered office and companies registered office is given on the company information page.

a. ACCOUNTING CONVENTION

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 2).

The following principal accounting policies have been applied:

b. FINANCIAL REPORTING STANDARD 102 - REDUCED DISCLOSURE EXEMPTIONS

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Abbey Manor Group Limited as at 31 December 2017 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

c. GOING CONCERN

In considering the ability of the company to continue to trade as a going concern, the directors prepare rolling 12 month profit and cash flow forecasts that take account of all major inflows and outflows and any reasonably foreseeable impacts of the current economic situation. These projections show that the company will not, as at present, require third party borrowings. As a result the directors have a reasonable expectation that the company will continue to meet its obligations as they fall due and accordingly have continued to prepare the accounts on the going concern basis.

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

ACCOUNTING POLICIES (CONTINUED)

d. <u>TURNOVER</u>

Turnover represents the amount of sales and work invoiced, including rents collected on properties held for re-sale and management charge income, excluding Value Added Tax and work in progress. Sales of development property and properties held for re-sale are accounted for at completion. Rent and other income received in respect of properties held for re-sale is included in turnover on a straight line basis over rent review years.

e. <u>DEFERRED TAXATION</u>

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date except that:

- deferred tax is not recognised on timing differences arising on re-valued properties unless the company has entered into a binding sale agreement and is not proposing to take advantage of rollover relief; and
- the recognition of deferred tax assets is limited to the extent that the company anticipates to make sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

f. PENSIONS

The Group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. Contributions are charged to the Income Statement as they become payable in accordance with the rules of the scheme.

g. <u>DEBTORS</u>

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

h. CREDITORS

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

i. HOLIDAY PAY ACCRUAL

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the Statement of Financial Position date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the Statement of Financial Position date.

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

ACCOUNTING POLICIES (CONTINUED)

j. FINANCIAL INSTRUMENTS

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

k. RESERVES

The company's reserves are as follows:

- Called up share capital reserve represents the nominal value of the shares issued.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

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

2. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION **UNCERTAINTY**

Debtors' impairment loss

Debtors are reviewed for impairment loss on an annual basis and provision made for any balances where there is uncertainty against the recoverability of the balance. This methodology is applied on a customer by customer basis.

There were no other significant judgements or key sources or estimation uncertainty.

3. **TURNOVER**

| | The Directors are of the opinion that the company carries on one class of business, all of which is performed in the United Kingdom, and therefore no further analysis is provided. | | | | |
|----|---|----------------------|------------------|--|--|
| 4. | STAFF COSTS | <u>2017</u> £000 | 2016 £000 | | |
| | Wages and Salaries Social Security Pension Contributions – defined contribution | - - - - | - - - - | | |
| | The employees were employed by one group comp the year being recharged to the company by way of | | | | |
| | The average monthly number of employees during the year was made up as follows:- | <u>No</u> . | <u>No</u> . | | |
| | Service, Administrative and Directors | 2 | 2 | | |
| 5. | DIRECTORS' REMUNERATION | | | | |
| | No director received any emoluments for their service the year (2016: $\$$ Nil). | es provided to the c | ompany during | | |
| | The highest paid director received emoluments | of £Nil (2016: £Nil) | and pension | | |

contributions of £Nil (2016: £Nil).

Retirement benefits are accruing to none (2016: none) of the directors under a money purchase scheme.

| 6. | OPERATING LOSS | <u>2017</u> £000 | <u>2016</u> £000 |
|----|--|---------------------|---------------------|
| | The operating loss is stated after charging: | | |
| | Auditor's remuneration | 1 | 1 |
| | Fees for taxation services | 1 | |

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

| 7. | TAX ON LOSS ON ORDINARY ACTIVITIES | 2017 £000 | <u>2016</u> £000 |
|-----|---|---------------------------------------|--|
| | Corporation Tax | - | <u> </u> |
| | Factors affecting tax charge/(credit) for the period The tax assessed for the period is higher than (2016 - hi corporation tax in the UK of 19.25% (2016 – 20.00%). The below: | | |
| | | 2017 £000 | <u>2016</u> £000 |
| | Loss before tax | (13) | - |
| | Profit before tax multiplied by standard rate of corporation tax in the UK of 19.25% (2016 – 20.00%) | (2) | - |
| | Effects of: | | |
| | Group relief surrendered | 2 | - |
| | Total tax charge for the period | | · |
| | Factors that may affect future tax charges | | |
| | Changes to the UK Corporation tax rates were substar Finance Bill 2015-16 on 26 October 2015, reducing the from April 2017, with a further reduction to 17% from Ap Statement of Financial Position date have been meas rates and reflected in these financial statements | effective tax ro oril 2020. Deferr | ate from 20% to 19% ed taxes at the |
| 8. | <u>DEBTORS</u> | 2017 £000 | <u>2016</u> £000 |
| | Amounts due from Group Undertakings | 1 | 378 |
| 9. | CASH AND CASH EQUIVALENTS | 2017 £000 | <u>2016</u> £000 |
| | Cash at bank and in hand | | 5 |
| 10. | CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | 2017 £000 | <u>2016</u> £000 |
| | Accruals and Deferred Income | | 1 |

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

11. CALLED UP SHARE CAPITAL

| Authorised, Allotted , Called Up and Fully Paid | <u>2017</u> | <u>2016</u> |
|---|-------------|-------------|
| | £000 | £000 |
| Equity | | |
| 1,000 Ordinary Shares of £1 Each | 1 | |

12. <u>ULTIMATE HOLDING COMPANY</u>

The company's immediate and ultimate holding company is Abbey Manor Group Limited, which is registered in England, and is the smallest and largest group for which group accounts are prepared. This is deemed to be the ultimate controlling party. Copies of the financial statements of the ultimate holding company can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

13. RELATED PARTIES

The following companies which have had material transactions with Abbey Manor Capital Partners Limited are related parties by virtue of N R S Timmis being a Director and majority shareholder of those companies.

Trading during the year and balances at the year-end were as follows:

Sales of goods and services by the company in the ordinary course of business to:-

| | <u>2017</u> £000 | <u>2016</u> £000 |
|--|---------------------|---------------------|
| Abbey Manor Group Limited Abbey Manor Developments Limited | - | 286 66 |
| | - | 352 |
| Purchases: | <u>2017</u> £000 | <u>2016</u> £000 |
| Abbey Manor Group Limited | | 1 |
| | - | 1 |
| | 2017 £000 | <u>2016</u> £000 |
| Amounts due from: | | |
| Abbey Manor Group Limited | 1 | 378 |

The above amounts due from Abbey Manor Group at year end include interest amounting to £Nil (2016 - £4k).