

Company Registration No. 07587765

Redmira Limited

(formerly Ashill Developments 2 Limited)

Report and Financial Statements

30 June 2012

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Redmira Limited (formerly Ashill Developments 2 Limited)

Report and financial statements 2012

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Redmira Limited (formerly Ashill Developments 2 Limited)

Report and financial statements 2012

Officers and professional advisers

Directors

Philip James Davies (Appointed 1 April 2011)
Vincent Fairclough (Appointed 1 April 2011)
Stephen Ryan Lavers (Appointed 1 April 2011)

Company Secretary

Brendan Morrissey (Appointed 1 April 2011 Resigned 16 September 2011)
Valerie Grace Clark (Appointed 16 September 2011)

Registered Office

47 Castle Street
Reading
RG1 7SR

Bankers

Bank of Scotland plc
The Mound
Edinburgh
EH1 1YZ

Solicitors

Pitmans LLP
47 Castle Street
Reading
RG1 7SR

Independent Auditor

Deloitte LLP
Chartered Accountants
2 New Street Square
London
EC4A 3BZ

Redmira Limited (formerly Ashill Developments 2 Limited)

Directors' report

The directors present their report and the audited financial statements for the period 1 April 2011 to 30 June 2012. This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Date of incorporation

The company was incorporated on 1 April 2011 under the name Ashill Developments 2 Limited. The company name was officially changed to Redmira Limited on 11 May 2012.

Principal Activity

The principal activity of the company is property development. The directors are continuing to seek opportunities and the principal activity will remain unchanged for the foreseeable future.

Business Review

The results for the period are shown on page 5 of the report. The current sites are going through the planning process and the anticipated successful outcome will result in forecast capital uplifts and generate positive cash flows on their subsequent disposal. As a property developer, the level of economic confidence has a direct impact on the demand for housing and hence the performance of the Company and the economic conditions and market place in which it operates are continually assessed. Our aim is to present a balanced review of the development and performance of our business during the year and its position at the year end. Our review is consistent with the size and non-complex nature of our business and is written in the context of the risks and uncertainties we face.

Directors

The directors of the company throughout the period were as follows:

Philip James Davies
Vincent Fairclough
Stephen Ryan Lavers

Directors' indemnities

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the period and remain in force at the date of this report.

Auditor

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

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's 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 expressed their willingness to be reappointed for another term and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

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



S. LAVERS

Director

23 October 2012

Redmira Limited (formerly Ashill Developments 2 Limited)

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 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 Redmira Limited (formerly Ashill Developments 2 Limited)

We have audited the financial statements of Redmira Limited (formerly Ashill Developments 2 Limited) for the period ended 30 June 2012 which comprise the Profit and Loss account, the Balance Sheet and the related notes 1 to 13. 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 (APB'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 misstatements, 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 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 30 June 2012 and of its loss for the period 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
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report, 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.



Mark Goodey
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

25 Oct 2012

Redmira Limited (formerly Ashill Developments 2 Limited)
Profit and Loss Account
Period from 1 April 2011 to 30 June 2012

| | Notes | Period ended 30 June 2012 £ |
|--|-------|---|
| Turnover | 1 | 96,301 |
| Cost of sales | | - |
| Gross Profit | | 96,301 |
| Administrative expenses | 2 | (49,450) |
| Operating profit | | 46,851 |
| Interest payable and similar charges | 4 | (656,973) |
| Interest receivable and similar income | | 858 |
| Loss on ordinary activities before taxation | | (609,264) |
| Tax on loss on ordinary activities | 5 | - |
| Loss for the financial period | 11 | (609,264) |

The company has no other gains or losses in the year other than those reported in the profit and loss account and accordingly no statement of total recognised gains and losses is presented

All items included in the above profit and loss account are part of continuing operations

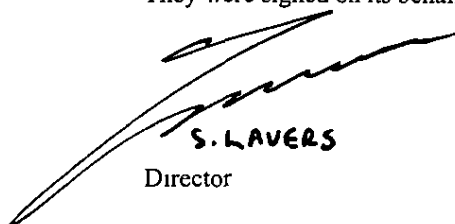
Redmira Limited (formerly Ashill Developments 2 Limited)

Balance Sheet As at 30 June 2012

| | Notes | 2012 £ |
|--|-------|-------------------------|
| Current assets | | |
| Stocks | 6 | 16,264,106 |
| Debtors | 7 | 103,655 |
| Cash at bank and in hand | | 497,689 |
| | | <u>16,865,450</u> |
| Creditors: amounts falling due within one year | 8 | <u>(776,344)</u> |
| Net current assets | | <u>16,089,106</u> |
| Total assets less current liabilities | | 16,089,106 |
| Creditors: amounts falling due after more than one year | | |
| Bank and shareholder loans | 9 | <u>(16,598,370)</u> |
| Net liabilities | | <u><u>(509,264)</u></u> |
| Capital and reserves | | |
| Called up share capital | 10 | 100,000 |
| Profit and loss account | 11 | <u>(609,264)</u> |
| Total shareholders' deficit | | <u><u>(509,264)</u></u> |

The financial statements were approved by the Board of Directors and authorised for issue on
23 Oct 2012

They were signed on its behalf by



S. LAVERS
Director

Redmira Limited (formerly Ashill Developments 2 Limited)

Notes to the Financial Statements (continued) **Period ended 30 June 2012**

1. Accounting policies

The principal accounting policies are summarised below. They have been applied consistently throughout the period.

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

Going concern

Current economic conditions have created uncertainties across many business sectors including property trading companies. In particular, the availability of bank lending to the sector has been curtailed and the terms on which loans are available remains stringent.

The company updates its financial projections regularly to reflect the anticipated market conditions. Therefore, after making enquiries and considering the uncertainties described above, the company has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly the directors continue to adopt the going concern basis in preparing the annual report and accounts.

Turnover

Turnover is derived from the company's principal activity, the sale of development property.

Turnover represents amounts receivable for goods and services provided in the normal course of business net of any discounts, value added tax and other sales-related taxes. All revenue is anticipated to be generated in the UK. Site development sales are recognised upon legal completion.

Turnover also includes rental income from development property stock leased out under operating leases which is recognised in the profit and loss account on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost includes the acquisition cost and other fees directly attributable to the development of the site. Net realisable value is based on the estimated selling price less further costs expected to be incurred to completion and disposal. Acquisitions of sites are recognised upon exchange of contracts when a binding undertaking is entered into. The balance of exchange monies payable are shown as a land creditor until legal completion and the balance of monies are then paid.

Taxation

Current tax, including UK corporation 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 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.

Redmira Limited (formerly Ashill Developments 2 Limited)

Notes to the Financial Statements (continued)

Period ended 30 June 2012

1. Accounting policies (continued)

A net deferred tax asset is regarded as recoverable and therefore only recognised 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 reversal of the underlying timing differences can be deducted

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

Finance costs

Finance costs of financial liabilities are recognised in the profit and loss account over the term of the instruments at a constant rate on the carrying amount

Bank borrowings

Interest bearing bank loans are recorded at the proceeds received net of direct issue costs

Cash flow statement

The company has taken advantage of the exemption provided under Financial Reporting Standard 1 (revised 1996) not to provide a cash flow statement, as it is classified as a small company

2. Loss on ordinary activities before tax

Operating loss is after charging/ (crediting)

| | Period ended 30 June 2012 £ |
|---|--|
| Fees payable to the Company's auditor for the audit of the Company's annual accounts | 10,000 |
| Fees payable to the Company's auditor for tax services | 5,000 |
| Operating lease income | (96,301) |

3. Information regarding directors and employees

The company has no employees and the Directors do not receive any remuneration

4. Interest payable and similar charges

| | Period ended 30 June 2012 £ |
|------------------------|--|
| Bank interest payable | 191,142 |
| Other interest payable | 465,831 |
| | 656,973 |

Redmira Limited (formerly Ashill Developments 2 Limited)

Notes to the Financial Statements (continued) Period ended 30 June 2012

5. Tax on profit on ordinary activities

| | Period ended 30 June 2012 £ |
|---|---|
| United Kingdom corporation tax | - |
| | <hr/> |
| The difference between the total current tax shown and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows | |
| | £ |
| Loss on ordinary activities before tax | (609,264) |
| | <hr/> |
| Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 25.6% | (155,972) |
| Effects of Increase in unutilised losses | 155,972 |
| | <hr/> |
| Current tax charge for the period | - |
| | <hr/> |

The 2012 budget proposed reducing the main rate of corporation to 24% effective from 1 April 2012. Further reductions to the main rate are proposed at the rate of 1% each year until a rate of 22% is in place by April 2014. A deferred tax asset has not been recognised in relation to the unutilised tax losses as there is insufficient evidence that the asset will be recovered. The amount of the asset not recognised is £146k. The asset would be recovered if suitable taxable profits arise in the future.

Deferred tax

| | |
|-------------------------------------|---------|
| | £ |
| Deferred tax unrecognised comprises | |
| Trading losses | 146,223 |
| | <hr/> |
| | 146,223 |
| | <hr/> |

6 Stocks

| | |
|----------------------|----------------------|
| | 30 June 2012 £ |
| Development property | 16,264,106 |
| | <hr/> |

Redmira Limited (formerly Ashill Developments 2 Limited)

Notes to the Financial Statements (continued) Period ended 30 June 2012

7. Debtors

| | 30 June 2012 £ |
|--------------------------------|-------------------------------|
| Other tax and social security | 16,584 |
| Sundry debtors and prepayments | 87,071 |
| | <hr/> 103,655 <hr/> |

8. Creditors: amounts falling due within one year

| | 30 June 2012 £ |
|------------------------------|-------------------------------|
| Trade creditors | 119,254 |
| Accruals and deferred income | 657,090 |
| | <hr/> 776,344 <hr/> |

9. Creditors: amounts falling due after one year

| | 30 June 2012 £ |
|-------------|-------------------------------|
| Bank loans | 7,126,250 |
| Other loans | 9,472,120 |
| | <hr/> 16,598,370 <hr/> |

The Company has a facility of £7,500,000 available to it from Bank of Scotland PLC for the purchase of development property. The amounts borrowed are secured on development properties until sold. Interest on the loan is charged at 3% plus bank margins and is due and payable at intervals based upon the Company's election of loan rollover dates. The repayment date of the facility is 31 March 2014.

Other loans carry interest at a fixed rate of 10% and are due for repayment on 31 March 2014.

Redmira Limited (formerly Ashill Developments 2 Limited)

Notes to the Financial Statements (continued) Period ended 30 June 2012

10. Called up share capital

| | 2012 £ |
|--|----------------|
| Authorised | |
| 50,000 A Ordinary Shares of £1 00 each | 50,000 |
| 50,000 B Ordinary Shares of £1 00 each | 50,000 |
| | <u>100,000</u> |

The rights of each type of shareholder are pari passu

Called up, allotted and fully paid

| | |
|---|----------------|
| 1 A Ordinary Share at par value of £1 00 each | 1 |
| 1 B Ordinary Share at par value of £1 00 each | 1 |
| 49,999 A Ordinary Shares at par value of £1 00 each | 49,999 |
| 49,999 B Ordinary Shares at par value of £1 00 each | 49,999 |
| | <u>100,000</u> |

In April 2011, 100,000 ordinary shares of £1 each were issued, allotted and fully paid for cash at par

11. Combined statement of reconciliation of shareholders' funds and reserves

| | Called up share capital £ | Profit and loss account £ | Total £ |
|----------------------|------------------------------------|------------------------------------|------------------|
| At 1 April 2011 | - | - | - |
| Share capital issued | 100,000 | - | 100,000 |
| Loss for the period | - | (609,264) | (609,264) |
| At 30 June 2012 | <u>100,000</u> | <u>(609,264)</u> | <u>(509,264)</u> |

12. Related party transactions

Ashill Developments Limited and PB0311 Limited were 50 50 shareholders in the company and provided working capital loans to Redmira Limited. At 30 June 2012 the loan balance due to PB0311 Limited was £7,103,840 and to Ashill Developments Limited £2,368,280 (see note 9). Interest accrues on each of the loans at 10% and at 30 June 2012 the interest due to PB0311 Limited was £349,366 and to Ashill Developments Limited was £116,464. A further sum of £87,071, settled since the period end, was payable by Ashill Developments Limited at 30 June 2012.

13. Controlling Parties

Redmira Limited is a joint venture between Ashill Developments Limited and PB0311 Limited who control the company as equal shareholders (See note 10)