
MARTIN DAWN (CHELTENHAM) LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JULY 2018

MARTIN DAWN (CHELTENHAM) LIMITED

COMPANY INFORMATION

Director	R. Martin
Registered number	08800731
Registered office	Verulam Point Station Way St Albans Hertfordshire AL1 5HE
Independent auditors	WMT Chartered Accountants and Statutory Auditors Verulam Point Station Way St Albans Hertfordshire AL1 5HE

MARTIN DAWN (CHELTENHAM) LIMITED

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**DIRECTOR'S REPORT
FOR THE YEAR ENDED 31 JULY 2018**

The Director presents his report and the financial statements for the year ended 31 July 2018.

Director's responsibilities statement

The Director is responsible for preparing the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the Director to prepare financial statements for each financial year. Under that law the Director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the Director must not approve the financial statements unless he is 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 Director is required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting 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 Director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

Director

The Director who served during the year was:

R. Martin

Disclosure of information to auditors

The Director at the time when this Director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

The auditors, WMT, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the Director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

MARTIN DAWN (CHELTENHAM) LIMITED

**DIRECTOR'S REPORT (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2018**

This report was approved by the Board and signed on its behalf.

R. Martin
Director

Date: 25 February 2019

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MARTIN DAWN (CHELTENHAM) LIMITED

Opinion

We have audited the financial statements of Martin Dawn (Cheltenham) Limited (the 'Company') for the year ended 31 July 2018, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity and the related notes, 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 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (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 Auditors' 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.

Basis for qualified opinion

We have been unable to obtain third party confirmation of the balance included in other loans at the year ended 31 July 2017 and 31 July 2018. Whilst we believe that there has been no movement in the capital amount in the year, we are unable to obtain sufficient appropriate audit evidence to support the value of the creditor recognised at the year end. Consequently, we were unable to determine whether any adjustment to this amount is necessary and unable to conclude that the financial statements are free from material misstatement in respect of the value of other loans recognised on the balance sheet at the year end.

Except for the possible effects of the matter described in the 'Basis for qualified opinion' paragraph, in our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 July 2018 and of its result 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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MARTIN DAWN (CHELTENHAM) LIMITED (CONTINUED)

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 Director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Director has 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.

Emphasis of matter

In forming our opinion, we have considered the adequacy of the disclosures made in note 2 of the financial statements concerning the Company's ability to continue as a going concern. The Directors are confident that Martin Dawn plc, the company's major shareholder and parent company, will continue to provide the necessary funds to the Company through their financing facilities. However, there can be no certainty in these matters and this indicates the existence of a material uncertainty which may cast doubt on the Company's ability to continue as a going concern. In view of this uncertainty we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

Other information

The Director is responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' 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.

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

MARTIN DAWN (CHELTENHAM) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MARTIN DAWN (CHELTENHAM) LIMITED (CONTINUED)

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 Director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Director was 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 Director's report and from the requirement to prepare a Strategic report.

Responsibilities of directors

As explained more fully in the Director's responsibilities statement on page 1, the Director is 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 Director determines 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 Director is 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 Director either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MARTIN DAWN (CHELTENHAM) LIMITED (CONTINUED)

Auditors' 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 Auditors' 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.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion of the effectiveness of the Company's internal audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Director.
- Conclude on the appropriateness of the Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

MARTIN DAWN (CHELTENHAM) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MARTIN DAWN (CHELTENHAM) LIMITED (CONTINUED)

Graham Wintle (Senior Statutory Auditor)

for and on behalf of

WMT

Chartered Accountants and Statutory Auditors

Verulam Point

Station Way

St Albans

Hertfordshire

AL1 5HE

Date: 25 February 2019

MARTIN DAWN (CHELTENHAM) LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 JULY 2018

	Note	2018 £	2017 £
Administrative expenses		-	(600)
		<hr/>	<hr/>
Operating profit/(loss)		-	(600)
		<hr/>	<hr/>
Profit/(loss) for the financial year		-	(600)
		<hr/>	<hr/>
Other comprehensive income for the year			
		<hr/>	<hr/>
Total comprehensive income for the year		-	(600)
		<hr/>	<hr/>

The notes on pages 11 to 15 form part of these financial statements.

MARTIN DAWN (CHELTENHAM) LIMITED
REGISTERED NUMBER: 08800731

BALANCE SHEET
AS AT 31 JULY 2018

	Note	2018 £	2017 £
Fixed assets			
Investments	5	1	1
		<u>1</u>	<u>1</u>
Current assets			
Debtors: amounts falling due within one year	6	3,752,151	4,752,151
Cash at bank and in hand		99	99
		<u>3,752,250</u>	<u>4,752,250</u>
Creditors: amounts falling due within one year	7	(3,754,001)	(4,754,001)
Net current liabilities		<u>(1,751)</u>	<u>(1,751)</u>
Total assets less current liabilities		<u>(1,750)</u>	<u>(1,750)</u>
Net liabilities		<u>(1,750)</u>	<u>(1,750)</u>
Capital and reserves			
Called up share capital	9	100	100
Profit and loss account		(1,850)	(1,850)
		<u>(1,750)</u>	<u>(1,750)</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

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

R. Martin
Director

Date: 25 February 2019

The notes on pages 11 to 15 form part of these financial statements.

MARTIN DAWN (CHELTENHAM) LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 JULY 2018

	Called up share capital £	Profit and loss account £	Total equity £
At 1 August 2017	100	(1,850)	(1,750)
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	-	-
Total transactions with owners	-	-	-
At 31 July 2018	<u>100</u>	<u>(1,850)</u>	<u>(1,750)</u>

The notes on pages 11 to 15 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2018

1. General information

Martin Dawn (Cheltenham) Limited is a company limited by shares incorporated in England and Wales. The address of the registered office is given on the Company information page. The principal activity of the Company continued to be that of Land Development.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK 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 3).

The following principal accounting policies have been applied:

2.2 Going concern

The financial statements have been prepared on the going concern basis. The Directors are confident that its major shareholder and parent company, Martin Dawn plc, will continue to provide the necessary funds to the Company through their financing faculties. However, there can be no certainty in these matters. On this basis, the Directors consider it appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from a withdrawal of funding facilities.

2.3 Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the year in which they are incurred.

2.4 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.5 Debtors

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.

2.6 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2018

2. Accounting policies (continued)

2.7 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.

2.8 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, 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 debtors and creditors, 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 the 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 of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

There were no critical judgments made in the process of applying the Company's accounting policies.

There were no key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

MARTIN DAWN (CHELTENHAM) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2018

4. Employees

The average monthly number of employees, including the Director, during the year was as follows:

	2018 No.	2017 No.
Directors	<u>2</u>	<u>2</u>

5. Fixed asset investments

	Investment in subsidiary company £
Cost or valuation	
At 1 August 2017	<u>1</u>
At 31 July 2018	<u>1</u>
Net book value	
At 31 July 2018	<u>1</u>

MARTIN DAWN (CHELTENHAM) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2018**

5. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Class of shares	Holding	Principal activity
Martin Dawn (Leckhampton) Limited	Ordinary	100 %	Property Development

The aggregate of the share capital and reserves as at 31 July 2018 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves £	Profit/(loss) £
Martin Dawn (Leckhampton) Limited	7,702	(176,901)
	<u>7,702</u>	<u>(176,901)</u>

6. Debtors

	2018 £	2017 £
Amounts owed by group undertakings	3,752,051	4,752,051
Other debtors	100	100
	<u>3,752,151</u>	<u>4,752,151</u>

7. Creditors: Amounts falling due within one year

	2018 £	2017 £
Other loans	1,354,329	2,354,329
Trade creditors	850	850
Amounts owed to group undertakings	2,398,322	2,398,322
Accruals and deferred income	500	500
	<u>3,754,001</u>	<u>4,754,001</u>

MARTIN DAWN (CHELTENHAM) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2018**

8. Financial instruments

	2018 £	2017 £
Financial assets		
Financial assets measured at amortised cost	<u>4,752,051</u>	<u>4,752,051</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>3,753,501</u>	<u>4,753,501</u>

Financial assets measured at amortised cost comprise trade and other debtors.

Financial liabilities measured at amortised cost comprise trade and other creditors and accruals.

9. Share capital

	2018 £	2017 £
Allotted, called up and fully paid		
100 (2017 - 100) Ordinary shares of £1.00 each	<u>100</u>	<u>100</u>

10. Related party transactions

At the balance sheet date the following intercompany balances existed:

	2018 £	2017 £
Martin Dawn Plc (Parent company)	3,752,051	4,752,651
Martin Dawn (Leckhampton) Limited (Subsidiary company)	(2,398,322)	(2,398,322)
	<u>1,353,729</u>	<u>2,354,329</u>

11. Controlling party

The immediate and ultimate parent company in the current and comparative year is Martin Dawn plc. The smallest and largest undertaking for which the company is a member and consolidated accounts are prepared is Martin Dawn plc. Copies of these accounts are available from Companies House.

The ultimate controlling party in the current and comparative year is R Martin by virtue of his majority shareholding in Martin Dawn plc.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.