

Miller Wates (Southwater) Limited

Annual report and financial statements

For the year ended 31 December 2019

Registered number 09867524



*Miller Wates (Southwater) Limited
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For the year ended 31 December 2019*

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Strategic report

The directors have pleasure in presenting their annual report and audited financial statements for the year ended 31 December 2019.

Business review

The principal activity of the company is that of residential property development. During the year the company traded as normal.

Results and dividends

The profit for the year ended 31 December 2019 is set out in the profit and loss account on page 6. The directors do not recommend the payment of a dividend (2018: £nil).

Principal risks and uncertainties

Miller Wates (Southwater) Limited ("the company") is jointly controlled by Miller Homes Holdings Limited ("MHHL") and Wates Group Limited. All operations are performed by Miller Homes Limited ("MHL"), a wholly owned subsidiary of MHHL. MHHL is, in turn, controlled by Miller Homes Group Holdings plc. The directors are of the opinion that there is no difference between the principal risks and uncertainties between the company and MHGH. The principal risks and uncertainties of MHGH have been reported in the financial statements of MHGH, which can be obtained from The Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3V2.

COVID-19

The company is closely monitoring the ongoing COVID-19 pandemic. The company's priorities in dealing with the exceptional circumstances posed by COVID-19 are to ensure the safety of our employees, subcontractors and customers.

Since reopening, our construction sites are operating in accordance with the charters agreed between the industry and the relevant government guidance on social distancing and protective measures. The company is keeping abreast of guidance as it evolves.

Key performance indicators

The directors do not believe that an analysis using key performance indicators would enhance the understanding of the users of these financial statements, given the simplicity of the financial statements.

By order of the Board

Julie Jackson

Julie M Jackson
Director
22 September 2020

2 Centro Place
Pride Park
Derby
DE24 8RF

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Directors' report

Directors

The directors of the company during the year and to the date of this report were as follows:

David Brocklebank	
Ian Murdoch	
Julie Jackson	
David Bowen	
Michael Brayshaw	
Natalie Flint	
Tracey Forbes-Taylor	
Alykhan Meghani	(appointed 8 July 2019, resigned 13 July 2020)
Andrew Modle	(resigned 8 July 2019)
Martin Leach	(resigned 13 July 2020)
Darren Jones	(resigned 31 July 2020)

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the Board

Julie Jackson

Julie Jackson
Director
22 September 2020

2 Centro Place
Pride Park
Derby
DE24 8RF

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Statement of directors' responsibilities in respect of the Strategic report, the Directors' report and the financial statements

The directors are responsible for preparing the Strategic report, the Directors' 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *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 UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Miller Wates (Southwater) Limited

Opinion

We have audited the financial statements of Miller Wates (Southwater) Limited ("the company") for the year ended 31 December 2019, which comprise the profit and loss account and other comprehensive income, statement of changes in equity, balance sheet, cashflow statement and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Strategic report and Directors' report

The directors are responsible for the Strategic report and the Directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

- Our responsibility is to read the Strategic report and the Directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:
- we have not identified material misstatements in the Strategic report and the Directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Independent auditor's report to the members of Miller Wates (Southwater) Limited

(continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3 the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Bruce Marks (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
319 St Vincent Street, Glasgow, G2 5AS
22 September 2020

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Profit and loss account and other comprehensive income

For the year ended 31 December 2019

		2019	2018
		£	£
	Note		
Turnover		18,551,423	24,859,209
Cost of sales		(13,833,362)	(18,621,661)
Gross profit		4,718,061	6,237,548
Administrative expenses		(449,876)	(449,451)
Operating profit		4,268,185	5,788,097
Interest income and similar income		10,237	-
Interest payable and similar charges	3	(347,949)	(941,453)
Profit before taxation	2	3,930,473	4,846,644
Taxation	4	(746,876)	(594,606)
Profit for the financial year		3,183,597	4,252,038

There are no items of other comprehensive income other than those disclosed above.

The results for the financial year have been derived from continuing activities.

The notes on pages 10 to 16 form part of these financial statements.

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Statement of changes in equity

For the year ended 31 December 2019

	Share capital £	Profit and loss account £	Total equity £
Balance as at 31 December 2017	1,000	(1,671,397)	(1,670,397)
Profit for the year	-	4,252,038	4,252,038
Balance at 31 December 2018	1,000	2,580,641	2,581,641
Profit for the year	-	3,183,597	3,183,597
Balance at 31 December 2019	1,000	5,764,238	5,765,238

The notes on pages 10 to 16 form part of these financial statements.

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Balance sheet

As at 31 December 2019

	Note	2019 £	2018 £
Current assets			
Stocks	5	9,933,741	15,203,079
Debtors – due within one year	6	972,696	1,435,639
Cash and cash equivalents		2,637,417	1,083,245
		<u>13,543,854</u>	<u>17,721,963</u>
Creditors: amounts falling due within one year	7	<u>(4,542,138)</u>	<u>(4,654,396)</u>
Total assets less current liabilities		<u>9,001,716</u>	<u>13,067,567</u>
Creditors: amounts falling due in more than one year	8	<u>(3,236,478)</u>	<u>(10,485,926)</u>
Net assets		<u>5,765,238</u>	<u>2,581,641</u>
Capital and reserves			
Called up share capital	9	1,000	1,000
Profit and loss account		<u>5,764,238</u>	<u>2,580,641</u>
Equity shareholders' surplus		<u>5,765,238</u>	<u>2,581,641</u>

The notes on pages 10 to 16 form part of these financial statements.

These financial statements were approved by the board of directors on 22 September 2020 and were signed on its behalf by:

Mike Brayshaw

Michael Brayshaw
Director

David Bowen

David Bowen
Director

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Cashflow statement

for the year ended 31 December 2019

	2019 £	2018 £
Cash flows from operating activities		
Profit for the year	3,183,597	4,252,038
Finance income	(10,237)	-
Finance cost	347,949	941,453
Taxation	746,876	594,606
Operating profit before changes in working capital	<u>4,268,185</u>	<u>5,788,097</u>
Working capital movements:		
Movement in trade and other receivables	101,484	(882,113)
Movement in inventories	5,269,338	8,744,519
Movement in trade and other payables	2,678,086	814,217
Cash generated from operations	<u>12,317,093</u>	<u>14,464,720</u>
Interest paid	(347,949)	(941,453)
Interest received	10,237	-
Corporation tax paid	(1,275,761)	-
Net cash inflow from operating activities	<u>10,703,620</u>	<u>13,523,267</u>
Cash flows from financing activities		
Decrease in shareholder loans	(7,249,448)	(389,574)
Decrease in other long term borrowings	(1,900,000)	(13,107,600)
Net cash outflow from financing activities	<u>(9,149,448)</u>	<u>(13,497,174)</u>
Increase in cash and cash equivalents	1,554,172	26,093
Cash and cash equivalents at beginning of the year	1,083,245	1,057,152
Cash and cash equivalents at end of the year	<u>2,637,417</u>	<u>1,083,245</u>

The notes on pages 10 to 16 form part of these financial statements.

Notes

(Forming part of the financial statements)

1. Accounting policies

Miller Homes (Southwater) Limited (the "company") is a company limited by shares and incorporated and domiciled in the UK. The registered address is 2 Centro Place, Pride Park, Derby, Derbyshire, DE24 8RF.

These company financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* ("FRS 102") as issued in August 2014. The presentation currency of these financial statements is sterling.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 11.

Measurement convention

The financial statements are prepared on the historical cost basis.

Going concern

The financial statements have been prepared on a going concern basis which the directors believe to be appropriate, notwithstanding the significant challenges posed by the current global COVID-19 crisis, for the following reasons.

At the year end, the company had net assets of £5,765,238 and net current assets of £9,001,716. It manages its day to day and medium term funding requirements through cash balances and shareholder loans. These balances are forecast to provide sufficient liquidity to finance seasonal cash flows in the ordinary course of business.

The global COVID-19 coronavirus pandemic is impacting all businesses. As a result of the pandemic, the nature of the company's business is such that in the next twelve months, there is expected to be increased unpredictability in cash flows. The directors have prepared projected cash flow information for the twelve months from the date of approval of these financial statements. Based on these cash flows the directors believe that the company has sufficient resources to enable the company to continue to meet its financial obligations as they fall due during the next 12 months.

Based on the above, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

Notes *(continued)*

1. Accounting policies *(continued)*

Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of the instrument or of a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments

All financial assets and liabilities are initially measured at transaction price. Non-current debt instruments, which meet the conditions set out in paragraph 11.9 of FRS 102, are subsequently measured at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

Stocks and development work in progress

Stocks are stated at the lower of cost and net realisable value. Net realisable value in relation to land and work in progress is assessed by taking account of estimated selling price less all estimated costs of completion.

Land purchased on deferred payment terms is recorded at fair value. Any difference between fair value and the amount which will ultimately be paid is charged as interest payable in the income statement over the deferral period.

The purchase and subsequent sale of part exchange properties is an activity undertaken in order to achieve the sale of a new property. As such, the activity is regarded as a mechanism for selling. Accordingly, impairments and gains and losses on the sale of part exchange properties are classified as a cost of sale, with the sales proceeds of part exchange properties not being included in turnover.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the sale of new houses and is based on the selling price for the unit, net of any cash incentives, and is recognised on legal completion and receipt of cash. Where cash incentives are given the full cash amount is deducted from turnover.

Interest receivable and Interest payable

Interest payable and similar charges includes interest payable on bank and shareholder loans.

Other interest receivable and similar income includes interest receivable on funds invested.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method.

Notes (continued)

1. Accounting policies (continued)

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

2. Expenses and auditor's remuneration

Included in the profit for the year are the following:

	2019 £	2018 £
<i>Auditor's remuneration:</i>		
Audit of these financial statements	3,000	3,000
<i>Amounts receivable by the company's auditors and their associates in respect of:</i>		
Other tax advisory services	-	1,575

The company has no employees (2018: nil). The directors did not receive any remuneration from the company during the year (2018: £nil).

3. Interest payable and similar charges

	2019 £	2018 £
Interest payable on bank loans and overdrafts	15,001	511,417
Interest payable on shareholder loans	332,948	430,036
	347,949	941,453

Notes (continued)

4. Taxation

Analysis of charge for the year	2019 £	2018 £
UK corporation tax		
Current year tax charge	(746,790)	(920,862)
Adjustment in respect of prior years	(86)	326,256
Tax charge for the year	(746,876)	(594,606)

Factors affecting tax charge for the year

The current tax charge on the profit on ordinary activities for the year is higher than to (2018: lower than) the standard rate of corporation tax in the UK of 19% (2018: 19%).

Tax reconciliation	2019 £	2018 £
Profit for the year before taxation	3,930,473	4,846,644
Current tax at 19% (2018: 19%)	(746,790)	(920,862)
Effect of:		
Adjustment in respect of prior years	(86)	326,256
Total tax charge	(746,876)	(594,606)

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020.

5. Stocks

	2019 £	2018 £
Land	6,118,849	11,393,552
Work in progress	3,326,455	3,499,914
Part exchange properties	488,437	309,613
	9,933,741	15,203,079

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Notes *(continued)*

6. Debtors: due within one year

	2019	2018
	£	£
Trade debtors	309,010	1,365,275
Other debtors	86,766	70,364
Taxes recoverable	576,920	-
	<u>972,696</u>	<u>1,435,639</u>

7. Creditors: amounts falling due within one year

	2019	2018
	£	£
Amounts owed to related parties (see note 10)	1,516,345	1,557,591
Bank loans (secured)	-	1,900,000
Accruals and deferred income	2,640,462	282,589
Corporation tax creditor	385,331	914,216
	<u>4,542,138</u>	<u>4,654,396</u>

The bank loans were subject to interest and were repayable in June 2019, however they were repaid in January 2019.

8. Creditors: amounts falling due in more than one year

	2019	2018
	£	£
Shareholder loans (see note 10)	3,236,478	10,485,926
	<u>3,236,478</u>	<u>10,485,926</u>

The shareholder loans are subject to interest at 4% and are repayable on completion of the last unit of the development site, which is expected to be greater than one year from the balance sheet date.

Notes (continued)

9. Called up share capital

	2019	2018
	£	£
<i>Allotted, called up, but not fully paid:</i>		
500 ordinary A shares of £1 each	500	500
500 ordinary B shares of £1 each	500	500
	1,000	1,000

The A&B shares have equal voting rights. All shares rank pari-passu as set out in the articles of the company. All other rights are set out in the articles of the company. The holders of ordinary shares are entitled to receive dividends as declared from time to time.

10. Related party disclosures

The company is jointly controlled by Miller Homes Holdings Limited ("MHHL") and Wates Group Limited. The ultimate parent company of MHHL is Miller Homes Group Limited.

	2019	2018
	£	£
Amounts owed to MHHL in respect of outstanding loans	1,618,239	5,242,963
Amounts owed to Wates Group Limited in respect of outstanding loans	1,618,239	5,242,963
Amounts owed to Miller Homes Limited in respect of development services provided	1,516,345	1,557,591
Transactions between the company and MHHL in respect of interest charges on loans	166,474	215,018
Transactions between the company and Wates Group Limited in respect of interest charges on loans	166,474	215,018
Transactions between the company and Miller Homes Limited in respect of development services provided	8,416,890	8,232,560
Transactions between the company and Miller Homes Limited in respect of management fees	444,876	444,876

Miller Homes Limited is a wholly owned subsidiary of Miller Homes Holdings Limited.

Notes *(continued)*

11. Accounting estimates and judgements

Key sources of estimation uncertainty

Carrying value of stocks

Stocks of land and development work in progress are stated at the lower of cost and net realisable value. Due to the nature of development activity and in particular, the length of the development cycle, the company has to allocate site wide development costs such as infrastructure between units being built and/or completed in the current year and those for future years. These estimates are reflected in the margin recognised on developments where unsold plots remain, and in the carrying value of land and work in progress. There is a degree of uncertainty in making such estimates.

The company has established internal controls that are designed to ensure an effective assessment is made of inventory carrying values and the costs to complete developments. The company reviews the carrying value of its inventories on a quarterly basis with these reviews performed on a site by site basis using forecast sales prices and anticipated costs to complete based on a combination of the specific trading conditions of each site in addition to future anticipated general market conditions.

12. Post balance sheet events

In response to the ongoing COVID-19 pandemic, with the safety of our employees, customers and subcontractors at the forefront of our minds and following revised government guidelines of 23 March 2020, our construction sites, sales centres and offices closed at that time. We re-started construction activities on 11 May on a phased basis. Our construction sites are operating in accordance with the charters agreed between the industry and the UK government which provide guidance on social distancing and protective measures. The company is continuing to monitor the situation closely for further developments and any potential impacts on operations.