

M2 Northern Limited (formerly Miller Developments Northern Limited)

Registered number: SC178109

Directors' report and unaudited financial statements

For the year ended 31 December 2018



M2 NORTHERN LIMITED

COMPANY INFORMATION

Directors David T Milloy
Eric M Young (appointed 29 August 2018)
Allan A King (appointed 29 August 2018)
Ian Butchart (appointed 29 August 2018)

Registered number SC178109

Registered office Whitefold Farm
Auchterarder
Perthshire
PH3 1DZ

M2 NORTHERN LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their report and the unaudited financial statements for the year ended 31 December 2018.

Directors' responsibilities statement

The directors are responsible for preparing 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 judgments 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 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.

Results and dividends

The loss for the year, after taxation, amounted to £212,186 (2017 - profit £264,301).

No dividend was paid during the year (2017 - £617,432).

Directors

The directors who served during the year were:

Andrew Sutherland (resigned 29 August 2018)
David T Milloy
Eric M Young (appointed 29 August 2018)
Allan A King (appointed 29 August 2018)
Ian Butchart (appointed 29 August 2018)


M2 NORTHERN LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018**

Small companies note

This report has been prepared in accordance with the small companies regime of the Companies Act 2006.

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


David Milloy (Feb 14, 2019)

David T Milloy
Director

Date: Feb 14, 2019

M2 NORTHERN LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Note	2018 £	2017 £
Turnover		14,787	1,056,608
Cost of sales		(11,972)	(792,290)
Gross profit		<u>2,815</u>	<u>264,318</u>
Administrative expenses		(1)	(17)
Loan waiver		(215,000)	-
Operating (loss)/profit		<u>(212,186)</u>	<u>264,301</u>
Tax on (loss)/profit	4	-	-
(Loss)/profit for the financial year		<u><u>(212,186)</u></u>	<u><u>264,301</u></u>

There was no other comprehensive income for 2018 (2017:£NIL).

The notes on pages 6 to 11 form part of these financial statements.

M2 NORTHERN LIMITED
REGISTERED NUMBER: SC178109

BALANCE SHEET
AS AT 31 DECEMBER 2018


	Note	2018 £	2017 £
Current assets			
Development work in progress		196,000	196,000
Debtors: amounts falling due within one year	5	13,966	316,663
Cash at bank and in hand		-	13,946
		<u>209,966</u>	<u>526,609</u>
Creditors: amounts falling due within one year	6	(385,443)	(475,120)
Net current (liabilities)/assets		<u>(175,477)</u>	<u>51,489</u>
Creditors: amounts falling due after more than one year	7	(278,499)	(293,279)
Net liabilities		<u>(453,976)</u>	<u>(241,790)</u>
Capital and reserves			
Called up share capital	8	2	2
Profit and loss account	9	(453,978)	(241,792)
		<u>(453,976)</u>	<u>(241,790)</u>

The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.


The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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


David Milloy (Feb 14, 2019)

David T Milloy
Director

Date: Feb 14, 2019


Allan A King (Feb 14, 2019)

Allan A King
Director

Date: Feb 14, 2019

The notes on pages 6 to 11 form part of these financial statements.

M2 NORTHERN LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2017	2	111,339	111,341
Comprehensive income for the year			
Profit for the year	-	264,301	264,301
Dividends: Equity capital	-	(617,432)	(617,432)
At 1 January 2018	2	(241,792)	(241,790)
Comprehensive income for the year			
Loss for the year	-	(212,186)	(212,186)
At 31 December 2018	2	(453,978)	(453,976)

The notes on pages 6 to 11 form part of these financial statements.

M2 NORTHERN LIMITED

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

1. General information

M2 Northern Limited (formerly Miller Developments Northern Limited) is a private company limited by shares and incorporated in Scotland, SC178109. The registered office is Whitefold Farm, Auchterarder, Perthshire, Scotland, PH3 1DZ.

The principal activity of the company is that of property development. The company owns a development site at Riccarton on the outskirts of Edinburgh.

As of 24 August 2018, the Company changed its name from Miller Developments Northern Limited to M2 Northern Limited.

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 Section 1A of 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.

The following principal accounting policies have been applied:

2.2 Going concern

The financial statements have been prepared on a going concern basis. The directors are satisfied the company has sufficient resources available to it to be able to continue to fund the Company's operations and accordingly the financial statements continue to be prepared on a going concern basis.

2.3 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Turnover represents the value of the sales of property developments, rents receivable, management fees and other property income.

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

2. Accounting policies (continued)

2.4 Taxation

Tax is recognised in the statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.5 Development work in progress

Developments in progress are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost includes expenditure incurred in acquiring the stocks and other costs in bringing them to their existing location and condition.

2.6 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.

2.7 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.

2.8 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.

2.9 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

M2 NORTHERN LIMITED

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

2. Accounting policies (continued)

2.9 Financial instruments (continued)

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.

Financial assets and liabilities are offset and the net amount reported in the balance sheet 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.

2.10 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

3. Employees

The average monthly number of employees, excluding directors, during the year was nil (2017 - nil).

M2 NORTHERN LIMITED

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

4. Taxation

	2018 £	2017 £
Current tax on profits for the year	-	-
Total current tax	<u>-</u>	<u>-</u>

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2017 - lower than) the standard rate of corporation tax in the UK of 19% (2017 - 19.25%). The differences are explained below:

	2018 £	2017 £
(Loss)/profit on ordinary activities before tax	(212,186)	264,301
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 19.25%)	(40,315)	50,878
Effects of:		
Group relief surrendered /(received) for a nil consideration	(535)	(50,878)
Expenditure not allowable for tax	40,850	-
Total tax charge for the year	<u>-</u>	<u>-</u>

M2 NORTHERN LIMITED

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

5. Debtors

	2018 £	2017 £
Trade debtors	-	25
Amounts owed by related parties	-	316,638
Other debtors	13,966	-
	<u>13,966</u>	<u>316,663</u>

6. Creditors: Amounts falling due within one year

	2018 £	2017 £
Amounts owed to related parties	-	101,638
VAT	-	4
Other creditors	370,216	358,243
Accruals and deferred income	15,227	15,235
	<u>385,443</u>	<u>475,120</u>

7. Creditors: Amounts falling due after more than one year

	2018 £	2017 £
Accruals and deferred income	278,499	293,279
	<u>278,499</u>	<u>293,279</u>

8. Share capital

	2018 £	2017 £
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	2	2
	<u>2</u>	<u>2</u>

9. Reserves**Profit & loss account**

Profit and loss includes all current and prior period retained profits, losses and equity distributions.

M2 NORTHERN LIMITED

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

10. Controlling party and parent undertaking

The Company is a subsidiary undertaking of M2 Three Limited, a Company incorporated and domiciled in the United Kingdom.

At 31 December 2018 the Company's ultimate parent Company was DK Properties (Fife) Limited, a Company incorporated and domiciled in the United Kingdom.

The directors consider there to be no ultimate controlling party.