



Murray Estates Developments Limited

Annual Report and Financial Statements

For the year ended 30 June 2022



Murray Estates Developments Limited

Company Information

Directors	Sir D E Murray D D Murray J R Davies
Registered number	SC469063
Registered office	26 Charlotte Square Edinburgh EH2 4ET United Kingdom
Independent auditor	Ernst & Young LLP Atria One, 144 Morrison Street, Edinburgh, EH3 8EX

Murray Estates Developments Limited

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Murray Estates Developments Limited

Directors' Report For the year ended 30 June 2022

The directors present their report and the financial statements for the year ended 30 June 2022.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006. The directors have taken advantage of the small companies exemption provided by Section 414B of the Companies Act 2006 not to provide a Strategic Report.

Principal activities and future developments

The principal activities of the Company is that of a holding and management company of a group of businesses engaged in the development of land and properties. The Company will continue to develop strategic land in the future.

Directors

The directors who served during the year were:

Sir D E Murray
D D Murray
J R Davies

Going concern

In determining the appropriate basis of preparation of the financial statements, the Directors are required to consider whether the company can continue in operational existence for the foreseeable future; that is for at least 12 months from the date of signing of the financial statements to 30 April 2024.

The company is funded by group financing through the instruction of Murray Capital Holdings Limited.

The company has the support of the ultimate parent, Murray Capital Holdings Limited, which gives the Directors the required assurance that the Company is a Going Concern. A letter of support from Murray Capital Holdings Limited to the Company has been signed and covers the Going Concern period to 30 April 2024. Murray Capital Holdings Limited had access to sufficient liquid funds that gives the Directors of Murray Estates Developments Limited confidence that if support is needed, Murray Capital Holdings has the wherewithal to do so.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that 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 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 auditor is aware of that information.

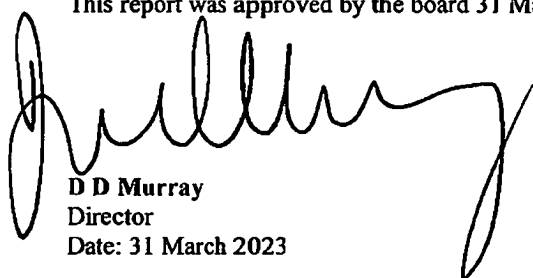
Murray Estates Developments Limited

Directors' Report (continued)
For the year ended 30 June 2022

Auditors

The auditor, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board 31 March 2023 and signed on its behalf.

A handwritten signature in black ink, appearing to read 'D D Murray', with a long, sweeping tail extending to the right.

D D Murray
Director
Date: 31 March 2023

Murray Estates Developments Limited

Directors' responsibilities statement
For the year ended 30 June 2022

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 the directors have 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 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 for the Company financial statements and then apply them consistently;
- make judgments and accounting 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; 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 Murray Estates Developments Limited

Opinion

We have audited the financial statements of Murray Estates Development Limited for the year ended 30 June 2022 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of changes in equity and the related notes 1 to 14, 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 FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 June 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period to 30 April 2024 from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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 course of 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 themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities 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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management; our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS 102 and the Companies Act 2006) and relevant direct and indirect tax compliance regulations in the jurisdictions in which the company operates. In addition, the Company has to comply with laws and regulations relating to its operations, including health and safety, employees, GDPR and anti-bribery and corruption.

Independent Auditor's Report to the Members of Murray Estates Developments Limited (Continued)

- We understood how company is complying with those frameworks by making enquiries of management and those responsible for legal and compliance procedures. We verified our enquiries through our review of board minutes.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved: journal entry testing focussed on specific risk criteria; management enquiries and focused testing over legal expenses incurred.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override and by identifying the accounting treatment of areas that are technically complex or require significant judgement.
- Where the risk of fraud was considered to be higher, we performed audit procedures, including challenging and auditing management estimates for appropriateness, considered the effectiveness of management controls to address fraud and performing audit procedures in relation to significant non-recurring transactions in the year.
- We incorporated unpredictability into our testing through the selection of journal entries for further verification.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Ernst & Young LLP

Julie Cavin (Senior statutory auditor)
for and on behalf of Ernst & Young LLP
Statutory Auditor
Edinburgh
31 March 2023

Murray Estates Developments Limited

Statement of comprehensive income
For the year ended 30 June 2022

		30 June 2022 £	30 June 2021 £
Turnover	Note	150,000	150,000
Gross Profit		<u>150,000</u>	<u>150,000</u>
Administrative expenses		(277,227)	(274,762)
Operating profit/(loss)		<u>(127,227)</u>	<u>(124,762)</u>
Interest receivable and similar income	5	229,145	377,938
Interest payable and expenses	6	(1,979,011)	(2,370,143)
Loss before tax		<u>(1,877,093)</u>	<u>(2,116,967)</u>
Tax on loss	7	-	-
Total comprehensive loss for the year		<u><u>(1,877,093)</u></u>	<u><u>(2,116,967)</u></u>

All amounts relate to continuing operations.

The notes on pages 10 to 17 form part of these financial statements.

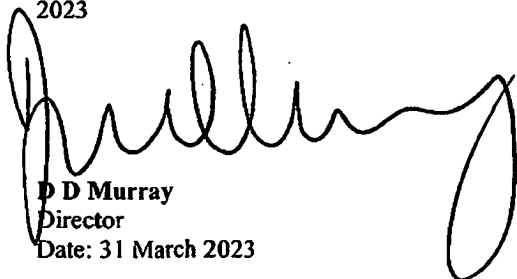
Murray Estates Developments Limited
Registered number: SC469063

Statement of financial position
As at 30 June 2022

	Note	£	2022 £	£	2021 £
Fixed assets					
Investments	8		13,900,000		13,900,000
Current assets					
Debtors: amounts falling due within one year	9	4,031,079		5,190,534	
Cash and cash equivalents	10	2,113		15,144	
			<u>4,033,192</u>	<u>5,205,678</u>	
Creditors: amounts falling due within one year	11	(33,348,849)		(32,644,242)	
Net liabilities			<u>(15,415,657)</u>		<u>(13,538,564)</u>
Capital and reserves					
Called up share capital	12		50,000		50,000
Profit and loss account			(15,465,657)		(13,588,564)
Shareholders' deficit			<u>(15,415,657)</u>		<u>(13,538,564)</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 on 31 March 2023



D D Murray
Director
Date: 31 March 2023

The notes on pages 10 to 17 form part of these financial statements.

Murray Estates Developments Limited

**Statement of changes in equity
For the year ended 30 June 2022**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 July 2021	50,000	(13,588,564)	(13,538,564)
Comprehensive loss for the year			
Loss for the year	-	(1,877,093)	(1,877,093)
Other comprehensive loss for the year	-	-	-
Total comprehensive expense for the year	-	(1,877,093)	(1,877,093)
At 30 June 2022	<u>50,000</u>	<u>(15,465,657)</u>	<u>(15,415,657)</u>

**Statement of changes in equity
For the 12 months ended 30 June 2021**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 July 2020	50,000	(11,471,597)	(11,421,597)
Comprehensive income for the year			
Loss for the 12 months		(2,116,967)	(2,116,967)
Total comprehensive expense for the year	-	(2,116,967)	(2,116,967)
At 30 June 2021	<u>50,000</u>	<u>(13,588,564)</u>	<u>(13,538,564)</u>

The notes on pages 10 to 17 form part of these financial statements.

Notes to the financial statements continued
For the year ended 30 June 2022

1. Accounting policies (continued)

1. Accounting policies

1.1 Basis of preparation of financial statements

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

The financial statements of Murray Estates Developments Limited were authorised for issue by the Board of Directors on 31 March 2023. The financial statements have been prepared in accordance with applicable accounting standards. The financial statements have been prepared in sterling which is the functional currency of the company.

Murray Estates Developments Limited is a limited liability company incorporated in Scotland. The registered office is 26 Charlotte Square, Edinburgh, Midlothian, EH2 4ET.

The Company has taken advantage of the exemption not to prepare consolidated accounts available under section 400 of the Companies Act 2006 as it is included in the consolidated accounts of its ultimate holding company, Murray Capital Holdings Limited, copies of which can be obtained from the address below in note 1.2.

The financial statements have been prepared covering 12 months period ending 30th June 2022.

1.2 Financial reporting standard 102 - reduced disclosure exemptions

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

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Murray Capital Limited as at 30 June 2022 and these financial statements may be obtained from 26 Charlotte Square, Edinburgh, Midlothian, EH2 4ET.

1.3 Going concern

In determining the appropriate basis of preparation of the financial statements, the Directors are required to consider whether the company can continue in operational existence for the foreseeable future; that is for at least 12 months from the date of signing of the financial statements to 30 April 2024.

The company is funded by group financing through the instruction of Murray Capital Holdings Limited.

The company has the support of the ultimate parent, Murray Capital Holdings Limited, which gives the Directors the required assurance that the Company is a Going Concern. A letter of support from Murray Capital Holdings Limited to the Company has been signed and covers the Going Concern period to 30 April 2024. Murray Capital Holdings Limited had access to sufficient liquid funds that gives the Directors of Murray Estates Developments Limited confidence that if support is needed, Murray Capital Holdings has the wherewithal to do so

Notes to the financial statements continued
For the year ended 30 June 2022

1. Accounting policies (continued)

1.4 Turnover

Turnover comprises revenue recognised by the Company in respect of goods and services supplied during the period, exclusive of Value Added Tax and trade discounts.

1.5 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

1.6 Short-term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement in other operating expenses.

1.7 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and in hand and short term deposits with an original maturity of three months or less.

1.8 Financial instruments

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

1.9 Interest income

Interest income is recognised in the Income statement using the effective interest method.

Notes to the financial statements continued
For the year ended 30 June 2022

1. Accounting policies (continued)

1.10 Taxation

UK corporation tax is provided at amounts expected to be paid (or recovered) using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

The taxation liabilities of certain group undertakings are reduced wholly or in part by the surrender of losses by other group undertakings. The tax benefits arising from group relief are recognised in the financial statements of the surrendering undertakings.

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 its 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.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, 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 future 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 expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Notes to the financial statements continued
For the year ended 30 June 2022

2. Judgements in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. In the view of the directors there are no critical judgements or estimates affecting the Company's financial statements.

3. Auditor's remuneration

	30 June 2022 £	30 June 2021 £
Auditors fees	<u>44,623</u>	<u>38,344</u>

In the current year, auditor's remuneration has been incurred by Murray Estates Development Limited for all Murray Estates entities.

4. Employees

The company has no employees other than the directors. No directors received any emoluments during the year in respect of services to the company (2021: £nil).

The directors were remunerated by other group companies and it is not possible to separately identify remuneration for qualifying services to this company.

5. Interest receivable

	30 June 2022 £	30 June 2021 £
Interest receivable from group companies	<u>229,145</u>	<u>377,938</u>

Murray Estates Developments Limited

Notes to the financial statements continued
For the year ended 30 June 2022

6. Interest payable

	30 June 2022 £	30 June 2021 £
On loans from group undertakings	<u>1,979,011</u>	<u>2,370,143</u>

7. Taxation

There is no tax charge or credit in the current or prior year.

No provision has been made for deferred taxation, as it is uncertain when future taxable profits will arise within the Company. There was an unrecognised deferred taxation asset at 30 June 2022 of £922,112 (2021: £877,222).

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2021 -higher than) the standard rate of corporation tax in the UK of 19% (2021 -19%). The differences are explained below:

	30 June 2022 £	30 June 2021 £
Loss on ordinary activities before tax	<u>(1,877,093)</u>	<u>(2,116,967)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 – 19%)	(356,648)	(402,224)
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	-	4,750
Deferred tax not recognised	29,490	230,461
Remeasurement of deferred tax for changes in tax rates	-	(210,533)
Adjustments to tax charge in respect of previous periods – deferred tax		
Group relief surrendered	327,158	377,546
Total tax charge for the year	<u>-</u>	<u>-</u>

Murray Estates Developments Limited

Notes to the financial statements continued
For the year ended 30 June 2022

7. Taxation (continued)**Factors that may affect future tax charges**

The 2021 budget proposal increased the corporation tax rate to 25% from 1 April 2023. The Finance Act 2021 was substantively enacted on 24 May 2021.

Deferred tax assets and liabilities at 30 June 2022 have been calculated based on the rate of 25% enacted at the balance sheet date.

8. Fixed asset investments

	Investments in subsidiary companies
	£
Cost	
At 1 July 2021 and 30 June 2022	13,900,000
Net book value	
At 1 July 2021 and 30 June 2022	<u>13,900,000</u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Country of Incorporation	Class of Shares	Holding
Murray Estates Limited	UK	Ordinary	100%

Murray Estates Developments Limited

Notes to the financial statements continued
For the year ended 30 June 2022

9. Debtors

	2022 £	2021 £
Amounts owed by group undertakings	3,999,753	5,159,867
Prepayments and accrued income	31,326	30,667
	<u>4,031,079</u>	<u>5,190,534</u>

10. Cash and cash equivalents

	2022 £	2021 £
Cash at bank and in hand	<u>2,113</u>	<u>15,144</u>

11. Creditors: Amounts falling due within one year

	2022 £	2021 £
Trade creditors	900	12,312
Amounts owed to group undertakings	33,317,949	32,601,930
Accruals	30,000	30,000
	<u>33,348,849</u>	<u>32,644,242</u>

Murray Estates Developments Limited

**Notes to the financial statements continued
For the year ended 30 June 2022**

	2022 £	2021 £
12. Share capital		
Shares classified as equity		
Allotted, called up and fully paid		
50,000- Ordinary shares of £1 each	<u>50,000</u>	<u>50,000</u>

13. Post Balance Sheet Events

There were no post balance sheet events.

14. Controlling party

The immediate parent company is Murray Capital Limited and ultimate holding company is Murray Capital Holdings Limited, both of which are registered in Scotland. The largest group which the results of the Company are consolidated is that headed by the ultimate holding company whose principal place of business is at 26 Charlotte Square, Edinburgh, EH2 4ET. Copies of the Murray Capital Holdings Limited financial statements are available from the above address.

The ultimate controlling parties are David D Murray and Keith Murray who directly own Murray Capital Holdings Limited.