

Registered number: 03778607

ULTIMA PROPERTIES LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

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ULTIMA PROPERTIES LIMITED

COMPANY INFORMATION

DIRECTOR	M S McNeill
COMPANY SECRETARY	J Hall
REGISTERED NUMBER	03778607
REGISTERED OFFICE	448A Basingstoke Road Reading Berkshire RG2 0RX
INDEPENDENT AUDITOR	Crowe Clark Whitehill LLP Aquis House 49 - 51 Blagrove Street Reading Berkshire RG1 1PL

ULTIMA PROPERTIES LIMITED

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ULTIMA PROPERTIES LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2015

The director presents his report and the financial statements for the year ended 31 March 2015.

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 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;
- 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 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:

M S McNeill

DISCLOSURE OF INFORMATION TO AUDITOR

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 auditor is 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 auditor is aware of that information.

ULTIMA PROPERTIES LIMITED

**DIRECTOR'S REPORT
FOR THE YEAR ENDED 31 MARCH 2015**

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

This report was approved by the board on 11/12/15 and signed on its behalf.



M S McNeill
Director

ULTIMA PROPERTIES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ULTIMA PROPERTIES LIMITED

We have audited the financial statements of Ultima Properties Limited for the year ended 31 March 2015, set out on pages 5 to 14. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTOR AND AUDITOR

As explained more fully in the Director's responsibilities statement, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Director's report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

UNQUALIFIED OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements.

ULTIMA PROPERTIES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ULTIMA PROPERTIES LIMITED

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- 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 to take advantage of the small companies' exemption from the requirement to prepare a Strategic report or in preparing the Director's report.



Alastair Lyon (Senior statutory auditor)

for and on behalf of
Crowe Clark Whitehill LLP

Statutory Auditor

Aquis House
49 - 51 Blagrove Street
Reading
Berkshire
RG1 1PL

Date: 15 December 2015.

ULTIMA PROPERTIES LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2015**

	Note	2015 £	2014 £
TURNOVER	1	484,673	388,206
Administrative expenses		(71,761)	(11,243)
OPERATING PROFIT	3	412,912	376,963
Net loss on sale of tangible fixed assets		(50,715)	-
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST		362,197	376,963
Interest receivable and similar income.		12	-
Interest payable and similar charges:			
Bank interest	5	(105,235)	(87,976)
Compensation for mis-sold interest rate swap		419,345	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		676,319	288,987
Tax on profit on ordinary activities	6	(156,274)	(66,331)
PROFIT FOR THE FINANCIAL YEAR	14	520,045	222,656

The notes on pages 7 to 14 form part of these financial statements.

ULTIMA PROPERTIES LIMITED
REGISTERED NUMBER: 03778607

BALANCE SHEET
AS AT 31 MARCH 2015

	Note	2015 £	2014 £
FIXED ASSETS			
Tangible assets	7	8,579	-
Investment property	8	12,790,089	5,191,811
		<u>12,798,668</u>	<u>5,191,811</u>
CURRENT ASSETS			
Debtors	9	296,020	2,943
Cash at bank		319,504	43,566
		<u>615,524</u>	<u>46,509</u>
CREDITORS: amounts falling due within one year	10	<u>(2,600,772)</u>	<u>(3,315,166)</u>
NET CURRENT LIABILITIES		<u>(1,985,248)</u>	<u>(3,268,657)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>10,813,420</u>	<u>1,923,154</u>
CREDITORS: amounts falling due after more than one year	11	(9,891,896)	(1,122,545)
PROVISIONS FOR LIABILITIES			
Deferred tax	12	(69,020)	(68,150)
NET ASSETS		<u>852,504</u>	<u>732,459</u>
CAPITAL AND RESERVES			
Called up share capital	13	2	2
Revaluation reserve	14	482,284	482,284
Profit and loss account	14	370,218	250,173
SHAREHOLDERS' FUNDS		<u>852,504</u>	<u>732,459</u>

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

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

11/12/15


M S McNeill
Director

The notes on pages 7 to 14 form part of these financial statements.

ULTIMA PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention as modified by the revaluation of investment properties and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.2 Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For long term finance they rely on mortgages held over the properties as disclosed in note 12. In assessing going concern they have assumed that these loans will continue to be repaid in line with the current installment plan and, on that basis, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.3 Turnover

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

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Fixtures & fittings	-	50% straight line
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1.5 Investment properties

Investment properties are included in the Balance sheet at their open market value in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008) and are not depreciated. This treatment is contrary to the Companies Act 2006 which states that fixed assets should be depreciated but is, in the opinion of the director, necessary in order to give a true and fair view of the financial position of the company.

ULTIMA PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015

1. ACCOUNTING POLICIES (continued)

1.6 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements.

A net deferred tax asset is recognised only if 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

1.7 Investment Property

In accordance with the FRSSE:

- i) Investment properties are not subject to periodic charges for depreciation; and are
- ii) Included in the balance sheet at their open market value

This treatment represents a departure from the requirements of the Companies Act 2006 which requires assets which have a finite life to be depreciated where their cost (or valuation) is greater than their estimated residual value (as assessed at the date of acquisition or valuation). The director considers that, following the reasoning in the FRSSE, depreciating the properties would not give a true and fair view, because they are held for investment and not consumption.

2. TURNOVER

Turnover represents income receivable under operating leases, exclusive of VAT and sales of fixed assets. All turnover is derived in the UK and is accounted for on a receivable basis.

3. OPERATING PROFIT

The operating profit is stated after charging:

	2015 £	2014 £
Depreciation of tangible fixed assets:		
- owned by the company	615	-
Auditor's remuneration	7,200	6,900

During the year, no director received any emoluments (2014 - £NIL).

ULTIMA PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015

4. DIRECTOR'S REMUNERATION

There was no remuneration paid to the director during the year (2014: £Nil).

5. INTEREST PAYABLE

	2015 £	2014 £
On bank loans and overdrafts	93,235	75,976
On other loans	12,000	12,000
	<u>105,235</u>	<u>87,976</u>

6. TAXATION

	2015 £	2014 £
Analysis of tax charge in the year		
Current tax		
UK corporation tax charge on profit for the year	157,666	65,681
Adjustments in respect of prior periods	(2,262)	-
Total current tax	<u>155,404</u>	<u>65,681</u>
Deferred tax (see note 12)		
Origination and reversal of timing differences	870	650
Tax on profit on ordinary activities	<u>156,274</u>	<u>66,331</u>

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 21% (2014 - 23%).

There were no factors that may affect future tax charges.

ULTIMA PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

7. TANGIBLE FIXED ASSETS

	Fixtures and fittings £
Cost or valuation	
At 1 April 2014	4,979
Additions	9,194
At 31 March 2015	<u>14,173</u>
Depreciation	
At 1 April 2014	4,979
Charge for the year	615
At 31 March 2015	<u>5,594</u>
Net book value	
At 31 March 2015	<u><u>8,579</u></u>
At 31 March 2014	<u><u>-</u></u>

8. INVESTMENT PROPERTY

	Freehold investment property £	Long term leasehold investment property £	Total £
Cost or valuation			
At 1 April 2014	4,560,000	631,811	5,191,811
Additions at cost	7,303,743	552,750	7,856,493
Disposals	-	(258,215)	(258,215)
At 31 March 2015	<u>11,863,743</u>	<u>926,346</u>	<u>12,790,089</u>
Comprising			
Cost	11,472,774	926,346	12,399,120
Annual revaluation surplus/(deficit): 2009	390,969	-	390,969
At 31 March 2015	<u>11,863,743</u>	<u>926,346</u>	<u>12,790,089</u>

The 2015 valuations were made by the director, on an open market value for existing use basis.

ULTIMA PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015

8. INVESTMENT PROPERTY (continued)

The director undertakes a valuation of the properties each year with reference to professional advice. This advice indicates that the market value of the freehold investment property is not materially different to the valuation per the financial statements.

The historical costs of the investment properties is £12,399,120. Accumulated depreciation of £91,315 had been charged prior to the policy of revaluation being adopted. The revaluation reserve balance of £482,284 is the sum of the 2009 revaluation surplus of £390,969 and the reversal of the accumulated depreciation charges of £91,315.

At the year end there was a capital commitment for £151,740 (see Note16) in respect of a leasehold property for which contracts had been exchanged, but completion was not due until September 2015. The total property value was £169,950, for which £18,210 representing a 10% deposit had been capitalised at the year end.

9. DEBTORS

	2015 £	2014 £
Prepayments and Accrued Income	96,020	-
Other debtors	200,000	2,943
	<u>296,020</u>	<u>2,943</u>

10. CREDITORS:
Amounts falling due within one year

	2015 £	2014 £
Bank loans and overdrafts	536,551	174,442
Trade creditors	9,399	-
Amounts owed to associates	1,857,040	3,054,237
Corporation tax	157,666	65,681
Other creditors	40,116	20,806
	<u>2,600,772</u>	<u>3,315,166</u>

ULTIMA PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

11. CREDITORS:

Amounts falling due after more than one year

	2015	2014
	£	£
Bank loans	9,503,348	733,997
Amounts owed to associates	319,798	319,798
Other creditors	68,750	68,750
	<u>9,891,896</u>	<u>1,122,545</u>

Included within the above are amounts falling due as follows:

	2015	2014
	£	£
Between one and two years		
Bank loans	536,551	174,442
Between two and five years		
Bank loans	8,966,797	523,326
Over five years		
Bank loans	-	36,229

Creditors include amounts not wholly repayable within 5 years as follows:

	2015	2014
	£	£
Repayable by installments	-	36,229

During the year the existing loan was remortgaged and an additional mortgage was taken out in February 2015. Repayment amounts were calculated over a period in excess of the 5 year term of the loan. This is because it is the Director's intention to remortgage the balance due at the end of the term rather than repay the outstanding amount. Both loans were secured by a fixed charge over all property and assets of the company and are repayable in installments as shown above.

12. DEFERRED TAXATION

	2015	2014
	£	£
At beginning of year	68,150	67,500
Charge for year (P&L)	870	650
	<u>69,020</u>	<u>68,150</u>
At end of year		

ULTIMA PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

12. DEFERRED TAXATION (continued)

The provision for deferred taxation is made up as follows:

	2015 £	2014 £
Accelerated capital allowances	69,370	68,850
Short term timing differences	(350)	(700)
	<u>69,020</u>	<u>68,150</u>

13. SHARE CAPITAL

	2015 £	2014 £
Authorised, allotted, called up and fully paid		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

14. RESERVES

	Revaluation reserve £	Profit and loss account £
At 1 April 2014	482,284	250,173
Profit for the financial year		520,045
Dividends: Equity capital		(400,000)
At 31 March 2015	<u>482,284</u>	<u>370,218</u>

15. DIVIDENDS

	2015 £	2014 £
Dividends paid on equity capital	<u>400,000</u>	<u>180,000</u>

16. CAPITAL COMMITMENTS

At 31 March 2015 the company had capital commitments as follows:

	2015 £	2014 £
Contracted for but not provided in these financial statements	<u>151,740</u>	<u>-</u>

ULTIMA PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

17. RELATED PARTY TRANSACTIONS

During the year a dividend of £400,000 (2014: £180,000) was paid to M S McNeill (Director).

As at 31 March 2015 the company was owed £200,000 (2014: £200,000) by M S McNeill. This amount is included within other debtors. The maximum amount outstanding at any point in the year was £2million (2014: £Nil).

During the year Ultima Business Solutions Limited, a company under the control of M S McNeill, paid £393,904 (2014: £375,269) in rent to Ultima Properties Limited.

At the 31 March 2015 Ultima Properties Limited owed £2,179,897 (2014: £3,374,035) to Ultima Business Solutions Limited. £319,798 of this amount relates to a loan between the companies, of which £12,000 (2014: £12,000) has been paid in interest during the year. These amounts have been included within 'Amounts owed to Associates'.

18. CONTROLLING PARTY

The director considers the company's ultimate controlling party to be M S McNeill.