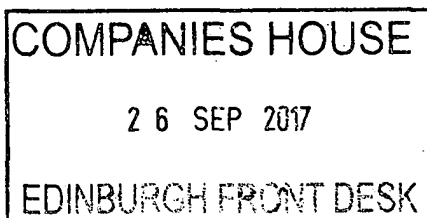


Miller Cardenden Limited (formerly Miller King Cardenden Limited)

Registered number: 05986711

Directors' report and unaudited financial statements

For the year ended 31 December 2016



MILLER CARDENDEN LIMITED

COMPANY INFORMATION

Directors Andrew Sutherland
Euan J E Haggerty (resigned 30 June 2017)
Alexander A Birnie
Ian Butchart
Allan D King
David T Milloy

Registered number 05986711

Registered office Condor House
St Paul's Churchyard
London
EC4M 8AL

MILLER CARDENDEN LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2016**

The directors present their report and the financial statements for the year ended 31 December 2016.

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 applicable law and Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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's 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;
- 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 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.

Principal activity

The principal activity of the Company is property development at Cardenden, Fife.

Results and dividends

The loss for the year, after taxation, amounted to £5,251 (2015 - loss £13,504).

No dividend was paid during the year (2015 - nil).

Directors

The directors who served during the year and up to the date of this report:

Andrew Sutherland
Euan J E Haggerty (resigned 30 June 2017)
Alexander A Birnie
Ian Butchart
Allan D King
David T Milloy

MILLER CARDENDEN LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2016**

Small companies note

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

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



David T Milloy
Director

Date: 19 September 2017

MILLER CARDENDEN LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2016**

| | Note | 2016 £ | 2015 £ |
|--------------------------|------|-----------------------|------------------------|
| Cost of sales | | (5,106) | (13,504) |
| Gross loss | | <u>(5,106)</u> | <u>(13,504)</u> |
| Administrative expenses | | (145) | - |
| Loss before tax | | <u>(5,251)</u> | <u>(13,504)</u> |
| Tax on loss | 3 | - | - |
| Loss for the year | | <u><u>(5,251)</u></u> | <u><u>(13,504)</u></u> |

There was no other comprehensive income for 2016 (2015: £NIL).

The notes on pages 5 to 9 form part of these financial statements.

MILLER CARDENDEN LIMITED
REGISTERED NUMBER: 05986711

**BALANCE SHEET
AS AT 31 DECEMBER 2016**

| | Note | 2016 £ | 2015 £ |
|--|------|-----------------|-----------------|
| Current assets | | | |
| Development work in progress | | 775,575 | 774,010 |
| Debtors: amounts falling due within one year | 4 | 20 | 10,931 |
| Cash at bank and in hand | | 5,178 | 1,883 |
| | | <u>780,773</u> | <u>786,824</u> |
| Creditors: amounts falling due within one year | 5 | (806,508) | (807,308) |
| Net current liabilities | | <u>(25,735)</u> | <u>(20,484)</u> |
| Net liabilities | | <u>(25,735)</u> | <u>(20,484)</u> |
| Capital and reserves | | | |
| Called up share capital | 6 | 20 | 20 |
| Profit and loss account | 7 | (25,755) | (20,504) |
| | | <u>(25,735)</u> | <u>(20,484)</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 T Milloy
Director


Allan D King
Director

Date: 19 September 2017

Date: 19 September 2017

The notes on pages 5 to 9 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

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 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:

1.2 Going concern

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate for the following reasons. The Company finances its day to day working capital requirements through a combination of funds advanced to the Company by its shareholders and income earned from property development activity.

The directors have prepared cashflow forecasts which indicate that the Company will continue to have sufficient resources available to it to continue in operational existence by meeting its liabilities as they fall due for payment for a period of at least twelve months from the date of approval of these financial statements.

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.

1.3 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.

1.4 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.

1.5 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.

1.6 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 debtors and creditors, loans from banks and other

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. Accounting policies (continued)

1.6 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 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, 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.

1.7 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

MILLER CARDENDEN LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. Accounting policies (continued)

1.8 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. Employees

The average monthly number of employees during the year was 0 (2015 - 0).

3. Taxation

| | 2016 £ | 2015 £ |
|-------------------------------------|-----------|-----------|
| Current tax on profits for the year | - | - |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

3. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2015 - higher than) the standard rate of corporation tax in the UK of 20% (2015 - 20.25%). The differences are explained below:

| | 2016 £ | 2015 £ |
|---|-----------|-----------|
| Loss on ordinary activities before tax | (5,251) | (13,504) |
| Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015 - 20.25%) | (1,050) | (2,735) |
| Effects of: | | |
| Unrelieved tax losses carried forward | 1,050 | 2,735 |
| Total tax charge for the year | - | - |

Factors that may affect future tax charges

Reductions in the UK corporation tax rate to 19% (effective from 1 April 2017) and to 18% (effective from 1 April 2020) were substantively enacted on 26 October 2015. This will reduce the Company's future current tax charge accordingly.

4. Debtors

| | 2016 £ | 2015 £ |
|---------------|-----------|-----------|
| VAT repayable | - | 10,911 |
| Other debtors | 20 | 20 |
| | 20 | 10,931 |

5. Creditors: Amounts falling due within one year

| | 2016 £ | 2015 £ |
|----------------------------|-----------|-----------|
| Shareholder loans (note 8) | 800,000 | 800,000 |
| Accruals | 6,508 | 7,308 |
| | 806,508 | 807,308 |

MILLER CARDENDEN LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

6. Share capital

| | 2016 £ | 2015 £ |
|---|-------------|-------------|
| Shares classified as equity | | |
| Allotted, called up and fully paid | | |
| 10 Ordinary X shares of £1 each | 10 | 10 |
| 10 Ordinary Y shares of £1 each | 10 | 10 |
| | <hr/> | <hr/> |
| | 20 | 20 |
| | <hr/> <hr/> | <hr/> <hr/> |

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

7. Reserves

Profit & loss account

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

8. Related party transactions and controlling party

In the opinion of the directors there is no ultimate controlling party. As at 31 December 2016, the Company was a joint venture between Miller Developments (Warriston Road) Limited, a company incorporated and domiciled in the United Kingdom and DK Properties (Fife) Limited, a company incorporated and domiciled in the United Kingdom.

As at 31 December 2016, Miller Developments (Warriston Road) Limited's ultimate parent company was MDL Holdings Limited. MDL Holdings Limited is incorporated and domiciled in the United Kingdom.

DK Properties (Fife) Limited is ultimately controlled by its principal shareholder, Mr Allan D King.

| | 2016 £ | 2015 £ |
|--|-------------|-------------|
| Shareholder loans | | |
| Miller Developments (Warriston Road) Limited | 400,000 | 400,000 |
| DK Properties (Fife) Limited | 400,000 | 400,000 |
| | <hr/> | <hr/> |
| | 800,000 | 800,000 |
| | <hr/> <hr/> | <hr/> <hr/> |

The amounts are unsecured, interest free and have no fixed terms of repayment.