

DEVA DEVELOPMENTS LIMITED

Annual report and financial statements

**For the 16 month period from
4 September 2017 to 31 December 2018**



DEVA DEVELOPMENTS LIMITED

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DEVA DEVELOPMENTS LIMITED

OFFICERS AND PROFESSIONAL ADVISORS

DIRECTORS

G P Ramsbottom
A W S James
F J Emmett

SECRETARY

G M Chadwick

REGISTERED OFFICE

The Quarry
Hill Road
Eccleston
Chester
CH4 9HQ

BANKERS

HSBC Bank plc
47 Eastgate Street
Chester
CH1 1XW

AUDITOR

Deloitte LLP
Statutory Auditor
2 Hardman Street
Manchester
M3 3HF

DEVA DEVELOPMENTS LIMITED

DIRECTORS' REPORT

The Directors present their report on the affairs of the company, together with the financial statements and auditor's report, for the 16 month period from 4 September 2017 to 31 December 2018.

This Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS

The company was incorporated on 4 September 2017. During the period the accounting year end of Deva Developments Limited changed from 30 September to 31 December in order to bring reporting periods in line with the ultimate parent undertaking. The financial statements for the period ended 31 December 2018 therefore represent a 16 month period.

The company's principal activity is that of a software development company. The company made a loss in the period as a result of the company engaging in research and development activities which did not meet the criteria for capitalisation. The Directors expect the company to continue with research and development activities in the forthcoming year.

GOING CONCERN

To consider whether it is appropriate to prepare the financial statements on a going concern basis, the Directors have reviewed the budget for the forthcoming financial year. At 31 December 2018 the company was in a net current liability position. Having considered the plans for the future and the ongoing financial support from the parent company, the Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they have adopted the going concern basis of accounting in preparing the financial statements.

DIVIDENDS

The Directors have not recommended payment of a dividend.

DIRECTORS OF THE COMPANY

The Directors of the company, who served throughout the period and to the date of approval of the financial statements, were as follows:

G P Ramsbottom	(appointed 4 September 2017)
A W S James	(appointed 4 September 2017)
F J Emmett	(appointed 4 September 2017)

AUDITOR

Each of the persons who is a Director at the date of approval of this report confirms that:

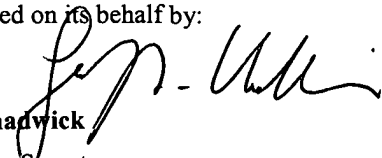
- (a) so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- (b) the Director has taken all reasonable steps that he/she ought to have taken to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This information is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP was appointed as auditor during the period and has indicated their willingness to be reappointed for another term and appropriate arrangements are being put in place for them to be deemed reappointed in the absence of an Annual General Meeting.

Approved and authorised for issue by the Board of Directors

and signed on its behalf by:


G M Chadwick
Company Secretary

3 June 2019

DEVA DEVELOPMENTS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), 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 accounting estimates that are reasonable and prudent; 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.

DEVA DEVELOPMENTS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DEVA DEVELOPMENTS LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Deva Developments Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the 16 month period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 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.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 9.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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 Financial Reporting Council's (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

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

DEVA DEVELOPMENTS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DEVA DEVELOPMENTS LIMITED (continued)

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 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 or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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.

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

Report on other legal and regulatory requirements

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 directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

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 any material misstatements in the directors' report.

DEVA DEVELOPMENTS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DEVA DEVELOPMENTS LIMITED (continued)

Matters on which we are required to report by exception

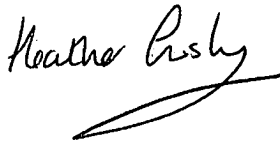
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

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.



Heather Crosby BSc ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
Manchester, United Kingdom

3 June 2019

DEVA DEVELOPMENTS LIMITED

PROFIT AND LOSS ACCOUNT

For the 16 month period from 4 September 2017 to 31 December 2018

		16 month period ended 31 December 2018 £
	Notes	
Administrative expenses		(1,160,711)
Loss before taxation	4	<u>(1,160,711)</u>
Tax on loss	5	-
Loss for the financial period		<u><u>(1,160,711)</u></u>

All results derive from continuing operations.

The company has no comprehensive income or expenses for the current period other than the loss for the period as shown above. Accordingly, a separate statement of other comprehensive income has not been presented.

DEVA DEVELOPMENTS LIMITED

BALANCE SHEET

As at 31 December 2018

	Notes	2018 £
CURRENT ASSETS		
Debtors	6	9,023
Creditors: amounts due within one year	7	(1,169,732)
NET CURRENT LIABILITIES BEING NET LIABILITIES		<u>(1,160,709)</u>
CAPITAL AND RESERVES		
Called-up share capital	8	2
Profit and loss account	8	(1,160,711)
SHAREHOLDER'S DEFICIT		<u>(1,160,709)</u>

These financial statements of Deva Developments Limited, with company registration number 10943743, were approved and authorised for issue by the Board of Directors on 3 June 2019.

Signed on behalf of the Board of Directors



F J Emmett

Director

DEVA DEVELOPMENTS LIMITED

STATEMENT OF CHANGES IN EQUITY As at 31 December 2018

	Called-up share capital £	Profit and loss account £	Total £
At incorporation	-	-	-
Loss for the financial period	-	(1,160,711)	(1,160,711)
Total comprehensive expense	-	(1,160,711)	(1,160,711)
Issue of share capital	2	-	2
At 31 December 2018			

DEVA DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 16 month period from 4 September 2017 to 31 December 2018

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the period.

a. General information and basis of accounting

Deva Developments Limited is a private company limited by shares incorporated in United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the registered office is shown on page 1.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The functional currency of Deva Developments Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

Deva Developments Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. Deva Developments Limited is consolidated in the financial statements of its parent, Wheatsheaf Group Limited, which may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ. Exemptions have been taken in these separate company financial statements in relation to presentation of a cash flow statement, remuneration of key management personnel and financial instruments.

b. Going concern

The financial statements have been prepared using the going concern basis of accounting as described in the Directors' Report on page 2.

c. Financial instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

(i) Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments which meet the conditions of being 'basic' financial instruments as defined in paragraph 11.9 of FRS102 are subsequently measured at amortised cost using the effective interest method.

DEVA DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 16 month period from 4 September 2017 to 31 December 2018

1. ACCOUNTING POLICIES (continued)

c. Financial instruments (continued)

Debt instruments that have no stated interest rate (and do not constitute financing transaction) and are classified as payable or receivable within one year are initially measured at an undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

Other debt instruments not meeting conditions of being 'basic' financial instruments are measured at fair value through profit and loss.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

(ii) Equity instruments

Equity instruments issued by the company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

d. Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss previously recognised for assets other than goodwill, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

NOTES TO THE FINANCIAL STATEMENTS

For the 16 month period from 4 September 2017 to 31 December 2018

1. ACCOUNTING POLICIES (continued)

d. Impairment of assets (continued)

Financial assets

For financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

e. Taxation

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

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

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.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, 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 liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the company is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to non-depreciable property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset. In other cases, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

DEVA DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the 16 month period from 4 September 2017 to 31 December 2018

1. ACCOUNTING POLICIES (continued)

e. Taxation (continued)

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

f. Research and development expenditure

Expenditure on development is amortised over 3-5 years where the directors are satisfied as to the technical, commercial and financial viability of individual projects. Otherwise the development expenditure, along with research expenditure, is charged to the profit and loss account as incurred.

2. CRITICAL ACCOUNTING JUDGEMENTS 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 (other than those involving estimations) that have a significant impact on the amounts recognised and to make 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.

There are no critical judgements or key sources of estimation uncertainty that the Directors have made in the process of applying the company's accounting policies.

3. EMPLOYEE INFORMATION

There were no employees of the company for the current period. No fees or other emoluments were paid to the Directors in respect of their services to the company. The Directors are paid by other Group companies.

4. LOSS BEFORE TAXATION

Loss before taxation is stated after charging:

Research and development

Fees payable to the Company's auditor for the audit of the Company's annual financial statements

16 month
period ended
31 December
2018

£

1,156,999

3,500

DEVA DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the 16 month period from 4 September 2017 to 31 December 2018

5. TAX ON LOSS

The tax charge comprises:

	16 month period ended 31 December 2018 £
Current tax on loss	
UK corporation tax	-
Total tax on loss	-

The difference between the total tax charge shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows:

	16 month period ended 31 December 2018 £
Loss before tax	(1,160,711)
Tax on loss at standard UK corporation tax rate of 19%	(220,535)
Effects of:	
- Notional net interest income	(10,518)
- Group relief surrendered for nil consideration	150,761
- Impact on deferred tax on reduction of tax rate	8,452
- Unrecognised movement in deferred tax	71,840
Total tax for the period	-

From 1 April 2020, the UK corporation tax rate will reduce to 17% (Finance Act 2016). A current tax rate of 19% has been applied to the period ended 31 December 2018.

A deferred tax asset of £71,840 has not been recognised in respect of timing differences relating to losses carried forward as there is insufficient evidence the asset will be recovered.

There is no expiry date on the unused tax losses.

6. DEBTORS

	31 December 2018
Amounts falling due within one year:	
Other taxes and social security	9,023

DEVA DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the 16 month period from 4 September 2017 to 31 December 2018

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2018 £
Amounts owed to group undertakings	1,166,232
Accruals and deferred income	3,500
	<u>1,169,732</u>

8. CALLED-UP SHARE CAPITAL

	31 December 2018 £
Allotted, called-up and paid:	
2 Ordinary shares of £1 each	<u>2</u>

On incorporation, the company issued 2 ordinary shares of £1 each at par.

The company has one class of ordinary shares which carry no right to fixed income.

The company's profit and loss reserve represents cumulative profits or losses net of dividends paid and other adjustments.

9. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's ultimate parent undertaking is Wheatsheaf Group Limited, a company registered in England and Wales. Wheatsheaf Group Limited is wholly-owned by Trustees of the Grosvenor Estate who hold the shares for the benefit of current and future generations of the Grosvenor family headed by the Duke of Westminster.

Wheatsheaf Group Limited heads the largest and smallest group of undertakings of which the company is a member and for which group financial statements have been prepared for the year ended 31 December 2018.

Copies of the consolidated financial statements of Wheatsheaf Group Limited can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.