

COMPANY REGISTRATION NUMBER: 1299082

WYNBAY LIMITED
FILLETED FINANCIAL STATEMENTS
31 MARCH 2020



COHEN ARNOLD
Chartered accountants & statutory auditor
New Burlington House
1075 Finchley Road
LONDON
NW11 0PU

WYNBAY LIMITED
BALANCE SHEET
31 MARCH 2020

	Note	2020 £	2019 £
FIXED ASSETS			
Tangible assets	4	29,625,000	31,301,338
Investments	5	56,201	56,201
		<u>29,681,201</u>	<u>31,357,539</u>
CURRENT ASSETS			
Debtors	6	1,729,712	2,706,985
Cash at bank and in hand		149,630	88,273
		<u>1,879,342</u>	<u>2,795,258</u>
CREDITORS: amounts falling due within one year	7	<u>1,716,240</u>	<u>2,352,946</u>
NET CURRENT ASSETS		<u>163,102</u>	<u>442,312</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>29,844,303</u>	<u>31,799,851</u>
CREDITORS: amounts falling due after more than one year	8	9,344,012	9,531,015
PROVISIONS			
Taxation including deferred tax		3,348,000	3,618,134
NET ASSETS		<u>17,152,291</u>	<u>18,650,702</u>
CAPITAL AND RESERVES			
Called up share capital		100	100
Profit and loss account	9	17,152,191	18,650,602
SHAREHOLDERS FUNDS		<u>17,152,291</u>	<u>18,650,702</u>

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with Section 1A of FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

In accordance with section 444 of the Companies Act 2006, the profit and loss account has not been delivered.


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 balance sheet
continues on the following page.

The notes on pages 3 to 8 form part of these financial statements.

WYNBAY LIMITED
BALANCE SHEET *(continued)*
31 MARCH 2020

These financial statements were approved by the board of directors and authorised for issue on 2 December 2020, and are signed on behalf of the board by:


Mrs R Gross
Director

Company registration number: 1299082

The notes on pages 3 to 8 form part of these financial statements.

WYNBAY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2020

1. GENERAL INFORMATION

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is New Burlington House, 1075 Finchley Road, London, NW11 0PU.

2. STATEMENT OF COMPLIANCE

These financial statements have been prepared in compliance with Section 1A of FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

Financial instruments

Acquisitions and disposals of properties

Acquisitions and disposals are considered to have taken place at the date of legal completion and are included in the financial statements accordingly.

Going concern

The outbreak of the Covid-19 pandemic in the first six months of 2020 has resulted in a downturn in the UK economy as a whole. This has not affected the company's revenue and operations. Uncertainty surrounding Brexit and the associated potential financial costs may have a negative impact. These risks are beyond the control of the company and represent uncertainty to the revenue and cash flow of the company for the foreseeable future.

Notwithstanding the uncertainty, the financial statements have been prepared in accordance with the accounting principles appropriate to a going concern, as the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due, based on the net current asset position of the company and available sources of finance.

In reaching their conclusion, the directors have considered the following:

- The company's loan facilities are falling due but the directors are confident that they will be renewed.
- The company continues to meet its banking covenants.
- The company's major loan creditor has confirmed that a demand for payment will not be issued if it is detrimental to the company's ability to continue as a going concern.

Turnover

Turnover represents rents receivable and charges recoverable from the tenants of the company's properties, credit for which is taken when the charge is made to the tenants.

WYNBAY LIMITED
NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2020

3. ACCOUNTING POLICIES *(continued)*

Taxation

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

An increase in the carrying amount of an asset as a result of a revaluation, is recognised in other comprehensive income and accumulated in equity, except to the extent it reverses a revaluation decrease of the same asset previously recognised in profit or loss. A decrease in the carrying amount of an asset as a result of revaluation, is recognised in other comprehensive income to the extent of any previously recognised revaluation increase accumulated in equity in respect of that asset. Where a revaluation decrease exceeds the accumulated revaluation gains accumulated in equity in respect of that asset, the excess shall be recognised in profit or loss.

Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Plant & machinery	- 25% pa reducing balance basis
Fixtures & Fittings	- 25% pa reducing balance basis

Leases having an unexpired term of less than twenty years are amortised evenly over the remaining period of the lease.

Low value items of furniture and fittings are written off in the year in which they are acquired.

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Listed investments are measured at fair value with changes in fair value being recognised in profit or loss.

WYNBAY LIMITED
NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2020

3. ACCOUNTING POLICIES *(continued)*

Investment property

Investment property is initially recorded at cost, which includes purchase price and any directly attributable expenditure.

Investment property is revalued to its fair value at each reporting date and any changes in fair value are recognised in profit or loss.

No depreciation is provided in respect of investment property applying the fair value model.

Investment property fair value is determined by the directors based on their understanding of property market conditions and the specific property.

Investments in associates

Investments in associates accounted for in accordance with the cost model are recorded at cost less any accumulated impairment losses.

Investments in associates accounted for in accordance with the fair value model are initially recorded at the transaction price. At each reporting date, the investments are measured at fair value, with changes in fair value recognised in other comprehensive income/profit or loss. Where it is impracticable to measure fair value reliably without undue cost or effort, the cost model will be adopted.

Dividends and other distributions received from the investment are recognised as income without regard to whether the distributions are from accumulated profits of the associate arising before or after the date of acquisition.

Investments in joint ventures

Investments in jointly controlled entities accounted for in accordance with the cost model are recorded at cost less any accumulated impairment losses.

Investments in jointly controlled entities accounted for in accordance with the fair value model are initially recorded at the transaction price. At each reporting date, the investments are measured at fair value, with changes in fair value recognised in other comprehensive income/profit or loss. Where it is impracticable to measure fair value reliably without undue cost or effort, the cost model will be adopted.

Dividends and other distributions received from the investment are recognised as income without regard to whether the distributions are from accumulated profits of the joint venture arising before or after the date of acquisition.

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

WYNBAY LIMITED
NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2020

3. ACCOUNTING POLICIES *(continued)*

Impairment of fixed assets *(continued)*

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

4. TANGIBLE ASSETS

	Land and buildings £	Plant and machinery £	Fixtures and fittings £	Total £
Fair value				
At 1 April 2019	31,301,338	4,978	14,350	31,320,666
Additions	177,746	—	—	177,746
Disposals	(375,000)	—	—	(375,000)
Revaluations	(1,479,084)	—	—	(1,479,084)
At 31 March 2020	29,625,000	4,978	14,350	29,644,328
Depreciation				
At 1 April 2019 and 31 March 2020	—	4,978	14,350	19,328
Carrying amount				
At 31 March 2020	29,625,000	—	—	29,625,000
At 31 March 2019	31,301,338	—	—	31,301,338

The company's investment properties were valued independently by an FRICS qualified chartered surveyor as at 31 March 2020 on the basis of market value.

The historical cost of the company's investment properties is £10,519,207 (2019: £10,419,669).

WYNBAY LIMITED
NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2020

5. INVESTMENTS

	Shares in group undertakings £
Cost	
At 1 April 2019 and 31 March 2020	<u>56,201</u>
Impairment	
At 1 April 2019 and 31 March 2020	<u>—</u>
Carrying amount	
At 31 March 2020	<u>56,201</u>
At 31 March 2019	<u>56,201</u>

6. DEBTORS

	2020 £	2019 £
Trade debtors	275,954	119,256
Amounts owed by group undertakings and undertakings in which the company has a participating interest	147,184	51,530
Other debtors	<u>1,306,574</u>	<u>2,536,199</u>
	<u>1,729,712</u>	<u>2,706,985</u>

7. CREDITORS: amounts falling due within one year

	2020 £	2019 £
Bank loans and overdrafts	173,228	161,228
Trade creditors	44,125	24,281
Amounts owed to group undertakings and undertakings in which the company has a participating interest	999,648	1,523,694
Social security and other taxes	14,539	36,609
Loan creditors	—	491,200
Other creditors	484,700	115,934
	<u>1,716,240</u>	<u>2,352,946</u>

8. CREDITORS: amounts falling due after more than one year

	2020 £	2019 £
Bank loans and overdrafts	<u>9,344,012</u>	<u>9,531,015</u>

The bank loans are secured by fixed first legal charges over certain of the company's investment properties which are included in the financial statements at a value of £25.9 million.

WYNBAY LIMITED
NOTES TO THE FINANCIAL STATEMENTS *(continued)*
YEAR ENDED 31 MARCH 2020

9. CAPITAL AND RESERVES

The balance on the profit and loss account at 31 March 2020 includes £1,466,398 of distributable reserves and £15,685,793 of unrealised profits which are not available for distribution.

10. SUMMARY AUDIT OPINION

The auditor's report for the year dated 2 December 2020 was unqualified, however, the auditor drew attention to the following by way of emphasis.

In forming our opinion of the financial statements, which is not modified, we would draw attention to the material uncertainty of the effect of Covid-19 as reported in the Notes to the Accounts: Going concern.

The senior statutory auditor was Dov Harris FCA, for and on behalf of Cohen Arnold.

11. RELATED PARTY TRANSACTIONS

Included in other debtors is an amount of £1,045,910 (2019: £1,045,910) due from Saxton Estates Limited which is interest free and repayable upon demand. Wynbay Limited owns 50% of the share capital of Saxton Estates Limited.

Included in charitable donations is an amount of £788,906 (2019: £25,000) in respect of charitable donations to M & R Gross Charities Limited, the parent company of this company. The directors of this company are also trustees of M & R Gross Charities Limited.

12. PARENT COMPANY AND CONTROLLING PARTY

The ultimate parent company is M & R Gross Charities Limited, a company incorporated in England and Wales.