

BYWAYS LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

BYWAYS LIMITED

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BYWAYS LIMITED

COMPANY INFORMATION

Directors	A Cohen M P Cohen S Freer C S Sanford
Company secretary	A Cohen
Registered number	02238472
Registered office	16 Great Queen Street Covent Garden London WC2B 5AH
Trading Address	Amaric House Bramingham Business Park Enterprise Way Luton Bedfordshire LU3 4BU
Auditor	Blick Rothenberg Audit LLP Chartered Accountants & Statutory Auditor 16 Great Queen Street Covent Garden London WC2B 5AH

BYWAYS LIMITED**BALANCE SHEET
AS AT 31 DECEMBER 2021**

	Note	2021 £	2020 £
Fixed assets			
Tangible assets	4	1,073,065	888,550
Investments	5	6,664	6,664
Investment property	6	933,100	1,063,300
		<u>2,012,829</u>	<u>1,958,514</u>
Current assets			
Debtors: amounts falling due within one year	7	-	84
		<u>-</u>	<u>84</u>
Creditors: amounts falling due within one year	8	(1,006,284)	(1,026,153)
		<u>(1,006,284)</u>	<u>(1,026,069)</u>
Net current liabilities		(1,006,284)	(1,026,069)
Total assets less current liabilities		1,006,545	932,445
Creditors: amounts falling due after more than one year	9	(344,581)	(439,257)
Provisions for liabilities			
Deferred tax	10	(55,026)	(48,857)
		<u>(55,026)</u>	<u>(48,857)</u>
Net assets		606,938	444,331
Capital and reserves			
Called up share capital	11	67	67
Share premium account		58,326	58,326
Revaluation reserve		623,274	458,741
Capital redemption reserve		39	39
Profit and loss account		(74,768)	(72,842)
		<u>606,938</u>	<u>444,331</u>
Total equity		606,938	444,331

BYWAYS LIMITED

BALANCE SHEET (CONTINUED)

AS AT 31 DECEMBER 2021

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 have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the profit and loss account in accordance with 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 by:

A Cohen

Director

Date: 16 December 2022

The notes on pages 4 to 15 form part of these financial statements.

BYWAYS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. General information

Byways Limited is a private company limited by shares incorporated in England and Wales. The registered office is 16 Great Queen Street, Covent Garden, London, WC2B 5AH.

The financial statements are presented in Sterling (£), which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies 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 judgement in applying the Company's accounting policies.

The following principal accounting policies have been applied:

2.2 Exemption from preparing consolidated financial statements

The Company is a parent Company that is also a subsidiary included in the consolidated financial statements of its immediate parent undertaking established under the law of an EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

2.3 Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence and meet its liabilities as they fall due for the foreseeable future, being a period of at least twelve months from the date these financial statements were approved. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

2. Accounting policies (continued)**2.4 Foreign currency translation****Functional and presentation currency**

The Company's functional and presentational currency is Sterling (£).

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the profit and loss account within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'administrative expenses'.

2.5 Turnover

Turnover represents amounts receivable for rent receivable net of VAT and trade discounts.

Management fees receivable and rental income are recognised on an accruals basis and in accordance with the contract.

Other income includes commissions and rebates receivable which are recognised when a connected company makes a commission based sale.

2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.7 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.8 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.9 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

BYWAYS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

2. Accounting policies (continued)

2.10 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Land is not depreciated. Depreciation on other assets is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Freehold buildings	-	2%	straight-line
Plant and machinery	-	15%	reducing balance
Fixtures and fittings	-	15%	reducing balance
Computer equipment	-	33%	reducing balance

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.11 Financial instruments

The Company has elected to apply Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets and financial liabilities are recognised when the Company becomes 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.

The Company's policies for its major classes of financial assets and financial liabilities are set out below.

BYWAYS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

2. Accounting policies (continued)

Financial instruments (continued)

Financial assets

Basic financial assets, including trade and other debtors, cash and bank balances, intercompany working capital balances, and intercompany financing are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest for a similar debt instrument. Financing transactions are those in which payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate.

Such assets are subsequently carried at amortised cost using the effective interest method, less any impairment.

Financial liabilities

Basic financial liabilities, including trade and other creditors, bank loans and loans from fellow group companies are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Financing transactions are those in which payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Impairment of financial assets

Financial assets 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 profit and loss account.

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

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

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

2. Accounting policies (continued)**Financial instruments (continued)****Derecognition of financial assets and financial liabilities**

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Offsetting of financial assets and financial liabilities

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.

2.12 Revaluation of tangible fixed assets

Individual freehold properties are carried at current year value at fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are undertaken with sufficient regularity to ensure the carrying amount does not differ materially from that which would be determined using fair value at the balance sheet date.

Fair values are determined from market based evidence normally undertaken by professionally qualified valuers.

Revaluation gains and losses are recognised in other comprehensive income unless losses exceed the previously recognised gains or reflect a clear consumption of economic benefits, in which case the excess losses are recognised in profit or loss.

2.13 Investment property

Investment property is carried at fair value determined annually by external valuers and derived from the current market rents and investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in profit or loss.

2.14 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted Group shares, whose market value can be reliably determined, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in the consolidated profit and loss account for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

Investments in listed company shares are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in profit or loss for the period.

BYWAYS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

2. Accounting policies (continued)

2.15 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

2.16 Cash

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

2.17 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the profit and loss account, 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.

Current tax is the amount of income tax payable in respect of taxable profit for the year or prior years.

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 arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

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.

2.18 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the balance sheet.

BYWAYS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

3. Employees

The average monthly number of employees, including directors, during the year was 0 (2020 -0).

4. Tangible fixed assets

	Freehold property £
Valuation	
At 1 January 2021	910,400
Revaluations	162,665
	<hr/>
At 31 December 2021	1,073,065
	<hr/>
At 1 January 2021	21,850
Charge for the year on owned assets	10,925
On revalued assets	(32,775)
	<hr/>
At 31 December 2021	-
	<hr/>
Net book value	
At 31 December 2021	<u>1,073,065</u>
At 31 December 2020	<u>888,550</u>

The net book value of land and buildings may be further analysed as follows:

	2021 £	2020 £
Freehold	<u>1,073,065</u>	<u>888,550</u>

Cost or valuation at 31 December 2021 is as follows:

	Land and buildings £
At cost	779,995
At valuation:	
2021 revaluation	<u>293,070</u>
	<u>1,073,065</u>

BYWAYS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

4. Tangible fixed assets (continued)

If the land and buildings had not been included at valuation they would have been included under the historical cost convention as follows:

	2021 £	2020 £
Cost	779,995	779,995
Accumulated depreciation	(78,000)	(68,640)
Net book value	701,995	711,355

5. Fixed asset investments

	Investments in subsidiary companies £	Listed investments £	Total £
Cost			
At 1 January 2021	4,465	2,199	6,664
At 31 December 2021	4,465	2,199	6,664
Net book value			
At 31 December 2021	4,465	2,199	6,664
At 31 December 2020	4,465	2,199	6,664

BYWAYS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

6. Investment property

	Freehold investment property £
Valuation	
At 1 January 2021	1,063,300
Surplus on revaluation	(130,200)
	<u>933,100</u>
At 31 December 2021	<u>933,100</u>
Comprising	
Cost	793,819
	Annual revaluation surplus/(deficit):
Annual revaluation surplus/(deficit):	
2018 revaluation	269,481
2021 revaluation	(130,200)
At 31 December 2021	<u>933,100</u>

The 2021 valuations were made by Stimpsons Consultant Surveyors Limited, on an open market value for existing use basis.

If the Investment properties had been accounted for under the historic cost accounting rules, the properties would have been measured as follows:

	2021 £	2020 £
Historic cost	793,819	793,819
Accumulated depreciation and impairments	(69,063)	(59,537)
	<u>724,756</u>	<u>734,282</u>

7. Debtors

	2021 £	2020 £
Trade debtors	-	84
	<u>-</u>	<u>84</u>

Amounts owed by group undertakings are interest free, unsecured and repayable on demand.

BYWAYS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

8. Creditors: Amounts falling due within one year

	2021 £	2020 £
Bank loans	90,703	87,652
Accruals and deferred income	31,836	137,683
Trade creditors	29,364	29,448
Amounts owed to group undertakings	854,381	771,370
	<u>1,006,284</u>	<u>1,026,153</u>

Amounts owed to group undertakings are interest free, unsecured and repayable on demand.

9. Creditors: Amounts falling due after more than one year

	2021 £	2020 £
Bank loans	<u>344,581</u>	<u>439,257</u>

The following liabilities were secured:

	2021 £	2020 £
Bank loans	<u>435,284</u>	<u>526,909</u>

Details of security provided:

The bank loans comprise of two loans bearing interest of 2.23% and 2.98% above the Bank of England base rate. They are repayable by 2023 and 2029 respectively and are secured by way of a first legal charge over the company's freehold properties.

10. Deferred taxation

	2021 £
At beginning of year	(48,857)
Charged to the profit or loss	24,738
Charged to other comprehensive income	(30,907)
At end of year	<u>(55,026)</u>

BYWAYS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

10. Deferred taxation (continued)

The provision for deferred taxation is made up as follows:

	2021 £	2020 £
Revaluations	<u>(55,026)</u>	<u>(48,857)</u>

11. Share capital

	2021 £	2020 £
Authorised, allotted, called up and fully paid		
3,640 (2020 -3,640) Ordinary A shares of £0.01 each	36.40	36.40
1,235 (2020 -1,235) Ordinary B shares of £0.01 each	12.35	12.35
1,820 (2020 -1,820) Ordinary C shares of £0.01 each	18.20	18.20
	<u>66.95</u>	<u>66.95</u>

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.

12. Contingent liabilities

The company is party to a banking arrangement whereby an unlimited multilateral guarantee is given for the bank loan facilities of Byways Limited and Byways Group Limited. Details of the loans drawn under that facility by the company are shown in notes 9 and 10. At the balance sheet date no further potential liability arose in respect of these facilities (2020: £nil)

13. Related party transactions

The company has taken advantage of the exemption available in FRS102 Section 33.1A "Related Party Disclosure" whereby it has not disclosed transactions with wholly owned companies within the group on the grounds that consolidated financial statements are being prepared by the parent company.

Included within other creditors is an amount of £nil (2020: £Nil) owed to the directors.

14. Parent company

On 1 January 2020, the trade of Byways Limited was transferred to Byways Group Limited, its parent company as part of a restructuring of the group.

The company is a subsidiary of Byways Group Limited which is the immediate and ultimate parent company. Its registered office is 16 Great Queen Street, Covent Garden, London, WC2B 5AH.

The smallest and largest group that prepares group accounts and for which the company is a member is that headed by Byways Group Limited. The consolidated accounts of this company are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

BYWAYS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

15. Auditor's information

The auditor's report on the financial statements for the year ended 31 December 2021 was unqualified.

The audit report was signed on 20 December 2022 by Russell Tenzer FCA (senior statutory auditor) on behalf of Blick Rothenberg Audit LLP.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.