Registration number: 03818536

Sunny Day Trading

Annual Report and Financial Statements

for the Year Ended 31 December 2017

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Contents

Company Information	1
Directors' Report	2
Statement of Directors' Responsibilities	3
Independent Auditor's Report	4 to 6
Profit and Loss Account	7
Statement of Comprehensive Income	8
Balance Sheet	9
Statement of Changes in Equity	10
Notes to the Financial Statements	11 to 20

Company Information

Directors

D M Tandy

S P McBride

Company secretary

Esplanade Secretarial Services Limited

Registered office

Europa House 20 Esplanade Scarborough YO11 2AQ

Auditors

Mazars LLP Mazars House Gelderd Road Gildersome Leeds LS27 7JN

Directors' Report for the Year Ended 31 December 2017

The Directors present their report and the financial statements for the year ended 31 December 2017.

Directors of the Company

The directors who held office during the year were as follows:

D M Tandy

S P McBride

Dividends

The directors recommend a final dividend payment of £Nil (2016: £nil) be made in respect of the financial year ended 31 December 2017.

Disclosure of information to the auditors

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Reappointment of auditors

Mazars LLP continue in office in accordance with section 487(2) Companies Act 2006.

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

Approved by the Board on 25 June 2018 and signed on its behalf by:

SP McBride

Director

Statement of Directors' Responsibilities

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 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). 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 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.

Independent Auditor's Report to the members of Sunny Day Trading

Opinion

We have audited the financial statements of Sunny Day Trading for the year ended 31 December 2017 which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
 and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 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.

Use of the audit 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.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the 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.

Independent Auditor's Report to the members of Sunny Day Trading

Other information

The directors are responsible for the other information. The other information comprises the information included in the Directors' 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 this regard.

Opinion 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 year 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.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

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 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 take advantage of the small companies exemption from the requirement to prepare a Strategic report

Responsibilities of Directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, 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.

Independent Auditor's Report to the members of Sunny Day Trading

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 Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Richard Metcalfe (Senior Statutory Auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor

Mazars House Gelderd Road Gildersome Leeds LS27 7JN

25 June 2018

Sunny Day Trading

Profit and Loss Account for the Year Ended 31 December 2017

	Note	2017 £	2016 £
Revenue	3	3,234,524	7,215,904
Cost of sales		(2,095,852)	(5,369,830)
Gross profit		1,138,672	1,846,074
Administrative expenses		(45,897)	(152,419)
Other operating income		10,350	23,229
Operating profit	4	1,103,125	1,716,884
Income from shares in group undertakings		(1,615)	886,458
Other interest receivable and similar income	5	39,755	11,039
Interest payable and similar charges	6	(408,211)	(425,809)
Profit before tax		733,054	2,188,572
Taxation	9	(91,211)	(100,808)
Profit for the financial year		641,843	2,087,764

The above results were derived from continuing operations.

Statement of Comprehensive Income for the Year Ended 31 December 2017

	Note	2017 £	2016 £
Profit for the year	_	641,843	2,087,764
Total comprehensive income for the year	_	641,843	2,087,764

(Registration number: 03818536) Balance Sheet as at 31 December 2017

	Note	2017 £	2016 £
Fixed assets			
Investments	10	3	3
Current assets			
Stocks	11	11,182,873	8,433,318
Debtors	12	1,898,828	860,487
Cash at bank and in hand	13	4,162,233	7,045,356
		17,243,934	16,339,161
Creditors: Amounts falling due within one year	14	(12,401,783)	(12,138,853)
Net current assets		4,842,151	4,200,308
Net assets		4,842,154	4,200,311
Capital and reserves	•		
Called up share capital	15	2	2
Profit and loss account	16	4,842,152	4,200,309
Total equity		4,842,154	4,200,311

Approved and authorised by the Board on 25 June 2018 and signed on its behalf by:

S/P McBride

Sunny Day Trading Statement of Changes in Equity for the Year Ended 31 December 2017

	Share capital	Profit and loss account	Total £
At 1 January 2017 Profit for the year	2	4,200,309 641,843	4,200,311
Total comprehensive income		641,843	641,843
At 31 December 2017	2	4,842,152	4,842,154
	Share capital £	Profit and loss account	Total
At 1 January 2016	2	2,112,545	2,112,547
Profit for the year		2,087,764	2,087,764
Total comprehensive income		2,087,764	2,087,764
At 31 December 2016	2	4,200,309	4,200,311

The notes on pages 11 to 20 form an integral part of these financial statements. Page 10 $\,$

Notes to the Financial Statements for the Year Ended 31 December 2017

1 General information

The company is a private company limited by share capital incorporated in England and Wales.

The address of its registered office is: Europa House 20 Esplanade

Scarborough

YO11 2AQ

The principal place of business is: 9/10 Carlos Place
Mayfair
London
WIK 3AT

The principal activity of the company is property development and trading.

These financial statements were authorised for issue by the Board on 25 June 2018.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

Summary of disclosure exemptions

The company has taken the exemption under FRS102 paragraph 1.12(c), from disclosing the carrying value of financial instruments not measured at fair value on the basis that it is a qualifying entity and its ultimate parent company, Sunny Day Capital Limited, discloses the carrying value of financial instruments in its own consolidated financial statements.

The company has taken advantage of the exemption, under FRS 102 paragraph 1.12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Sunny Day Capital Limited, includes the company's cash flows in its own consolidated financial statements.

Group accounts not prepared

The company has taken advantage of the exemption within Chapter 4 of Part 15 of the Companies Act 2006 not to prepare group accounts. Accordingly, these accounts present information about the company as an individual undertaking and not about its group.

Notes to the Financial Statements for the Year Ended 31 December 2017

Going concern

These Financial Statements have been prepared on a going concern basis. The Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Judgements

The company buys, develops and sells commercial and residential properties and is subject to changing consumer demands and market trends. As a result it is necessary to consider the recoverability of the cost of stocks and the associated provisioning required. When calculating the stock provision, management considers the nature and condition of the stock, as well as applying assumptions around anticipated sales and lettings of built properties.

Revenue recognition

Sales of developed land and properties are recognised on unconditional exchange of contracts. Rental income from let properties held within Stock is accrued on a daily basis.

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Stocks

Properties held for resale and development work in progress are stated at the lower of cost or net realisable value. For development properties cost is based on the cost of the land and all other direct costs incurred to date including any demolition costs and interest paid in respect of borrowings to finance the relevant development.

Notes to the Financial Statements for the Year Ended 31 December 2017

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the Company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

. 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 loans to related parties.

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.

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.

Notes to the Financial Statements for the Year Ended 31 December 2017

3 Revenue

The analysis of the company's revenue for the year from continuing operations is as follows:

	2017	2016
	£	£
Rental income	524,524	686,504
Property sales	2,710,000	6,529,400
	3,234,524	7,215,904

The Company's rental income is derived from operating leases that are in place with tenants who occupy the portfolio of properties that are held for resale and ground rent from long term leases of residential apartments. The Company has the following future minimum lease payments receivable under non-cancellable operating leases expiring for each of the following periods:

	2017	2016
	£	£
Within 1 year	347,563	55,300
Between 1 and 5 years	859,732	118,081
After 5 years	849,955	705,398
	2,057,250	878,779
4 Operating profit		
Arrived at after charging		
	2017 £	2016 £
Cost of stock recognised as an expense	1,940,010	5,151,381

Notes to the Financial Statements for the Year Ended 31 December 2017

5 Other interest receivable and similar income

Internation can be all demants	2017 £	2016 £
Interest income on bank deposits	14,528	11,037
Other finance income	25,227	2
	39,755	11,039
6 Interest payable and similar charges	2017 £	2016 £
Interest on bank overdrafts and borrowings	-	46,354
Interest expense on other finance liabilities	408,211	429,674
Fair value movement on interest swaps	<u> </u>	(50,219)
	408,211	425,809

7 Particulars of employees

The average number of employees (excluding director) during the year was nil (2016: nil).

No emoluments were paid to the director during the year (2016: £nil).

8 Auditor's remuneration

	2017 £	2016 £
Audit of the financial statements	2,700	2,700
Other fees to auditors All other non-audit services	2,050	2.050
All other hon-addit services		2,030

Notes to the Financial Statements for the Year Ended 31 December 2017

9 Taxation

Tax charged in the income statement

	2017 £	2016 £
Current taxation		
UK corporation tax	91,211	116,283
UK corporation tax adjustment to prior periods		(15,475)
	91,211	100,808

The tax on profit before tax for the year is different from the standard rate of corporation tax in the UK of 19.25% (2016: 20%).

The differences are reconciled below:

	2017 €	2016 £
Profit before tax	733,054	2,188,572
Corporation tax at standard rate	141,088	437,714
Effect of expense not deductible in determining taxable profit	29	-
Effect of tax losses	(50,064)	(141,529)
(Decrease) in UK and foreign current tax from adjustment for prior		
periods	-	(15,475)
Tax (decrease) from effect of capital allowances and depreciation	(153)	(193)
Tax increase (decrease) from other short-term timing differences	311	-
Tax (decrease) from effect of indexation allowance on capital gains	-	(179,709)
Total tax charge	91,211	100,808

The company has approximately £28,412,000 (2016: £28,672,000) of tax losses carried forward, giving rise to a potential deferred asset of £4,830,000 (2016: £4,875,000). This asset has not been recognised due to the uncertainty of whether it will be recovered in the foreseeable future.

From 1 April 2017 the UK Corporation tax rate was reduced to 19%. A further reduction has been announced to bring the UK corporation tax rate down to 17% on 1 April 2020.

Notes to the Financial Statements for the Year Ended 31 December 2017

10 Investments in joint ventures and associates

	2017	2016
	£	£
Investments in joint ventures and associates	3	3

The aggregate amount of the Company's commitments relating to joint ventures is £Nil (2016 - £Nil). The Company's share in the capital commitments that have been incurred jointly with other venturers is £Nil (2016 - £Nil). The Company's share of the capital commitments of the joint ventures themselves is £Nil (2016 - £Nil).

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Country of incorporation	Holding	Proportion and shares I 2017	of voting rights neld 2016
Joint ventures				
Gentian Developments (Totton) Ltd	England and Wales	ordinary	50%	50%
Gentian Developments (Petersfield) Ltd	England and Wales	ordinary	50%	50%

The principal activity of Gentian Developments (Totton) Ltd is property development

The principal activity of Gentian Developments (Petersfield) Ltd is property development

11 Stocks

		2017	2016
	Note	£	£
Property held for resale	4	11,182,873	8,433,318

During the year the company sold a flat in Cowes for £455,000 and three flats in Fulham for £2,255,000 generating total sales proceeds of £2,710,000.

The cost of stock recognised as and expense during the year was £1,940,010.

Notes to the Financial Statements for the Year Ended 31 December 2017

12 Debtors

	Note	2017 £	2016 £
Trade debtors		264,306	201,119
Amounts owed by group undertakings	18	2.	2
Other debtors		1,605,863	578,816
Prepayments		24,202	80,550
Accrued income	_	4,455	<u> </u>
Total current trade and other debtors	_	1,898,828	860,487

Included with other debtors are loans due from joint venture parties to the value of £520,639 (2016: £440,213) with no fixed date for repayment.

13 Cash and cash equivalents

	2017	2016
	£	£
Cash at bank	4,162,233	7,045,356

Notes to the Financial Statements for the Year Ended 31 December 2017

14 Creditors

	Note	2017 £	2016 £
Due within one year			
Trade creditors		12,285	37,529
Amounts owed to group undertakings	18	10,540,387	10,778,642
Social security and other taxes		36,162	40,120
Other creditors		1,212,867	830,047
Accrued expenses		32,814	171,242
Corporation tax	9	91,211	116,283
Deferred income	_	476,057	164,990
	=	12,401,783	12,138,853

Included within amounts owed to group undertakings are loans to the value of £2,160,000 (2016: £2,160,000) with no fixed date for repayment. Interest is charged at 7.7%. Interest of £1,341,763 (2016: £1,091,405) was outstanding at year end.

All other amounts owed to group undertakings are unsecured and repayable on demand, interest is charged at 1.6%.

15 Share capital

Allotted, called up and fully paid shares

	2017		2016	
	No.	£	No.	£
Ordinary shares of £1 each	2	2	2	2

16 Reserves

The profit and loss account reserves represent accumulated profits after tax.

17 Commitments

Capital commitments

The total amount contracted for but not provided in the financial statements was £Nil (2016 - £Nil).

Notes to the Financial Statements for the Year Ended 31 December 2017

18 Related party transactions

Summary of transactions with subsidiaries

The Company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

Summary of transactions with joint ventures

To Gentian Developments (Petersfield) Limited a loan of £80,426 (2016: £440,213) with no fixed date for repayment, on which interest is not charged. At the balance sheet date the amount due from Gentian Developments (Petersfield) Limited was £520,639 (2016: £440,213).

To Gentian Developments (Totton) Limited a loan of £nil (2016: £49,949) with no fixed date for repayment, on which interest is not charged, against which there is a provision of £49,949 (2016: £49,949). At the balance sheet date the amount due from Gentian Developments (Totton) Limited was £49,949 (2016: £49,949).

Summary of transactions with other related parties

During the year Colleen Tandy (spouse of Didier Tandy, Director) purchased none (2016: one) of the apartments developed by the company and included with stock, for £nil (2016: £500,000). This was an arms length transaction.

19 Parent and ultimate parent undertaking

The company's immediate parent is Sunny Day Property (No. 1) Limited and Sunny Day Property (No. 2) Limited, incorporated in England and Wales.

The ultimate parent is Sunny Day Capital Limited, incorporated in England and Wales.

The most senior parent entity producing publicly available financial statements is Sunny Day Capital Limited. These financial statements are available upon request from Europa House, 20 Esplanade, Scarborough, YO11 2AQ

Relationship between entity and parents

The parent of the smallest and largest group in which these financial statements are consolidated is Sunny Day Capital Limited, incorporated in England and Wales.

The address of Sunny Day Capital Limited is:

Europa House, 20 Esplanade, Scarborough, YO11 2AQ.

Copies of the accounts of Sunny Day Capital Limited can be obtained from the address above.

The company has no ultimate controlling party.