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Company Registration No. 06399847 (England and Wales)

VINEPOST LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018

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VINEPOST LIMITED

COMPANY INFORMATION

| | |
|--------------------------|---|
| Directors | R M Conway D E Conway G A Conway |
| Secretary | D E Conway |
| Company number | 06399847 |
| Registered office | 3rd Floor Sterling House Langston Road Loughton Essex IG10 3TS |
| Auditor | BDO LLP 55 Baker Street London United Kingdom W1U 7EU |
| Business address | PO Box 206 Loughton Essex IG10 1PL |
| Solicitors | Howard Kennedy LLP 19 Cavendish Square London W1A 2AW |

VINEPOST LIMITED

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VINEPOST LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2018

The directors present their annual report and financial statements for the year ended 31 March 2018.

Principal activities

The principal activity of the company continued to be that of investment in securities.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

R M Conway
D E Conway
G A Conway

Statement of directors' responsibilities

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). 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;
- 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.

Statement of disclosure to auditor

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditor for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

This report has been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

By order of the board



D E Conway
Secretary

11 December 2018

VINEPOST LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VINEPOST LIMITED

Opinion

We have audited the financial statements of Vinepost Limited (the 'company') for the year ended 31 March 2018 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, 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 March 2018 and of its loss 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.

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.

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 this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our 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.

VINEPOST LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF VINEPOST LIMITED

Matters on which we are required to report by exception

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 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report and from the requirement to prepare a strategic report.

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

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.



Thomas Edward Goodworth (Senior Statutory Auditor)
For and on behalf of BDO LLP
Statutory Auditor

11 December 2018
55 Baker Street
London
United Kingdom
W1U 7EU

VINEPOST LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2018

| | | 2018 | 2017 |
|--|----------|------------------|------------------|
| | Notes | £ | £ |
| Administrative expenses | | (682,954) | (387,307) |
| Operating loss | 2 | (682,954) | (387,307) |
| Investment income | 3 | 558,452 | 886,999 |
| Finance costs | 4 | (546,936) | 2,367,653 |
| (Loss)/profit before taxation | | (671,438) | 2,867,345 |
| Taxation | | 79,073 | (573,469) |
| (Loss)/profit for the financial year and total comprehensive income | | (592,365) | 2,293,876 |

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

The notes on pages 7 to 11 form part of these financial statements.

VINEPOST LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2018

| | Notes | 2018 £ | £ | 2017 £ | £ |
|--|-------|-------------|------------|-------------|------------|
| Non-current assets | | | | | |
| Investments | 5 | | 1 | | 1 |
| Current assets | | | | | |
| Inventories | | 283,400 | | - | |
| Trade and other receivables | 6 | 17,961,357 | | 10,880,748 | |
| Cash and cash equivalents | | 236,407 | | 504,049 | |
| | | 18,481,164 | | 11,384,797 | |
| Current liabilities | 7 | (7,718,322) | | (576,526) | |
| Net current assets | | | 10,762,842 | | 10,808,271 |
| Total assets less current liabilities | | | 10,762,843 | | 10,808,272 |
| Non-current liabilities | 8 | (9,456,691) | | (8,909,755) | |
| Net assets | | | 1,306,152 | | 1,898,517 |
| Equity | | | | | |
| Called up share capital | 9 | | 3 | | 3 |
| Retained earnings | | 1,306,149 | | 1,898,514 | |
| Total equity | | | 1,306,152 | | 1,898,517 |

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 11 December 2018 and are signed on its behalf by:


D E Conway
Director

Company Registration No. 06399847

The notes on pages 7 to 11 form part of these financial statements.

VINEPOST LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2018

| | Share capital £ | Retained earnings £ | Total £ |
|--|-----------------------|---------------------------|------------|
| Balance at 1 April 2016 | 3 | (395,362) | (395,359) |
| Year ended 31 March 2017: | | | |
| Profit and total comprehensive income for the year | - | 2,293,876 | 2,293,876 |
| Balance at 31 March 2017 | 3 | 1,898,514 | 1,898,517 |
| Year ended 31 March 2018: | | | |
| Loss and total comprehensive income for the year | - | (592,365) | (592,365) |
| Balance at 31 March 2018 | 3 | 1,306,149 | 1,306,152 |

The notes on pages 7 to 11 form part of these financial statements.

VINEPOST LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2018

1 Accounting policies

Company information

Vinepost Limited is a private company limited by shares incorporated in England and Wales. The registered office is 3rd Floor, Sterling House, Langston Road, Loughton, Essex, IG10 3TS.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The preparation of financial statements in compliance with FRS102 Section 1A Small Entities requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the accounting policies. The following principal accounting policies have been applied:

1.2 Revenue

Revenue is recognised at the fair value of the consideration received or receivable following legal completion of developed units, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

1.3 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.4 Financial instruments

Financial assets, other than investments, are initially measured at transaction price and subsequently held at cost, less any impairment.

Financial liabilities are measured initially at transaction price and subsequently at amortised cost.

Financial liabilities and equity are classified according to the substance of the instrument's contractual obligation, rather than its legal form.

Finance costs are charged to profit and loss over the term of the debt using the effective interest rate method so that the amount charged is at a constant rate on the carrying amount.

1.5 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.6 Taxation

The tax expense for the period comprises current tax.

VINEPOST LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

1 Accounting policies

(Continued)

Current tax

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantially enacted by the reporting date.

1.7 Finance costs

Finance costs are charged to profit over the term of the debt so that the amount charged is at a constant rate on the carrying amount. Finance costs include issue costs, which are initially recognised as a reduction in the proceeds of the associated capital instrument.

1.8 Basis of Consolidation.

The financial statements contain information about Vinepost Limited as an individual company and do not contain consolidated financial information as the parent of the group. The company is exempt under section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as the group, its head qualifies as a small sized group.

1.9 Fixed asset investment

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

2 Operating loss

| | 2018 | 2017 |
|---|-------|-------|
| | £ | £ |
| Operating loss for the year is stated after charging: | | |
| Fees payable to the company's auditor for the audit of the company's financial statements | 1,000 | 1,500 |

3 Investment income

| | 2018 | 2017 |
|---------------------------|---------|---------|
| | £ | £ |
| Interest on bank deposits | 943 | 6,210 |
| Other interest income | 557,509 | 880,789 |
| | 558,452 | 886,999 |

4 Finance costs

| | 2018 | 2017 |
|---------------------------------------|---------|-------------|
| | £ | £ |
| Interest on bank overdrafts and loans | - | 135 |
| Other interest | 546,936 | (2,367,788) |
| | 546,936 | (2,367,653) |

VINEPOST LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

5 Fixed asset investments

| | 2018 £ | 2017 £ |
|-------------|-----------|-----------|
| Investments | 1 | 1 |

6 Trade and other receivables

| | 2018 £ | 2017 £ |
|--------------------------------------|-------------------|-------------------|
| Amounts falling due within one year: | | |
| Amounts due from related parties | 15,334,135 | 4,614,019 |
| Other receivables | 2,627,222 | 6,266,729 |
| | <u>17,961,357</u> | <u>10,880,748</u> |

7 Current liabilities

| | 2018 £ | 2017 £ |
|--------------------------------|------------------|----------------|
| Bank loans and overdrafts | 4,194 | 160 |
| Trade payables | - | 1,395 |
| Amounts due to related parties | 4,887,826 | - |
| Corporation tax | 494,397 | 573,469 |
| Other payables | 2,331,905 | 1,502 |
| | <u>7,718,322</u> | <u>576,526</u> |

There are no amounts included under current liabilities which are payable or repayable other than by instalments and fall due for payment or repayment after the end of the period of five years beginning with the day next following reporting date.

8 Non-current liabilities

| | 2018 £ | 2017 £ |
|----------------|------------------|------------------|
| Other payables | <u>9,456,691</u> | <u>8,909,755</u> |

The other payables are non-amortising loans repayable in March 2027, interest on this loan is accumulated at 6% per annum. The total repayable in March 2027 will be £15,759,173.

VINEPOST LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

9 Called up share capital

| | 2018 £ | 2017 £ |
|---|-----------|-----------|
| Ordinary share capital Issued and fully paid | | |
| 3 Ordinary shares of of £1 each | 3 | 3 |

10 Parent company

There is no controlling party.

11 Related party transactions

The following amounts were outstanding at the reporting end date:

| | 2018 £ | 2017 £ |
|--|-----------|-----------|
| Amounts owed to related parties | | |
| Galliard Homes | 4,887,826 | - |
| | 4,887,826 | - |

The following amounts were outstanding at the reporting end date:

| | 2018 Balance £ |
|--|----------------------|
| Amounts owed by related parties | |
| Galliard Estates | 3,473,607 |
| Stonebond Trotton Limited | 1,147,589 |
| Reevo 360 Limited | 190,500 |
| D O'Sullivan | 122,274 |
| S Conway | 32,656 |
| G Conway | 122,274 |
| R Conway | 2,413,426 |
| D Conway | 247,274 |
| Norlington Road developments Limited | 1,801,243 |
| Walnut Property Investments Limited | 1,559,900 |
| Friars Developments Limited | 4,223,392 |
| | 15,334,135 |

VINEPOST LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2018

| | 2017 Balance £ |
|--|-------------------------------|
| Amounts owed in previous period | |
| Galliard Estates | 1,168,938 |
| David Conway | 351,621 |
| S Conway | 32,065 |
| R Conway | 173,343 |
| G Conway | 17,343 |
| Lastzone Limited | 697,414 |
| Handspan Limited | 460,347 |
| Friars developments Limited | 1,712,948 |
| | <hr/> |
| | 4,614,019 |
| | <hr/> |

D O'Sullivan is a director in Galliard Holdings Limited, which has an investment in Stonebond Trotton Limited; Friars Developments Limited, Walnut Property Investments Limited, Reevo 360 Limited and Norlington Road Developments Limited are companies which S Conway is a director.

Galliard Estates Limited is a company in which R Conway, D Conway and G Conway are also directors; while S Conway is the father of R Conway, D Conway and G Conway.

The opening balances and year end amounts represent the maximum amount due at any point in the year.

No guarantees have been given or received.