

# **Windward Global Limited**

Unaudited Financial Statements

Period Ended

30 September 2018

Company Number 10773770

FRIDAY



\*S81SPE6A\*

SCT

22/03/2019

#209

COMPANIES HOUSE

# Windward Global Limited

## Company Information

---

**Directors** Oliver James Millican  
Lawson Douglas Steele

**Registered number** 10773770

**Registered office** Level 13  
Broadgate Tower  
20 Primrose Street  
London  
EC2A 2EW

**Accountants** BDO LLP  
Citypoint  
65 Haymarket Terrace  
Edinburgh  
EH12 5HD

# Windward Global Limited

## Contents

---

	Page
Accountants' report	1
Balance sheet	2 - 3
Notes to the financial statements	4 - 12

# Windward Global Limited

## Chartered accountants' report to the board of directors on the preparation of the unaudited financial statements of Windward Global Limited for the period ended 30 September 2018

---

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Windward Global Limited for the period ended 30 September 2018 which comprise the balance sheet, the statement of changes in equity and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at <http://www.icaew.com/en/members/regulations-standards-and-guidance>.

This report is made solely to the board of directors of Windward Global Limited, as a body, in accordance with the terms of our engagement letter dated 7 November 2017. Our work has been undertaken solely to prepare for your approval the financial statements of Windward Global Limited and state those matters that we have agreed to state to the board of directors of Windward Global Limited, as a body, in this report in accordance with ICAEW Technical Release TECH07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Windward Global Limited and its board of directors as a body for our work or for this report.

It is your duty to ensure that Windward Global Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of Windward Global Limited. You consider that Windward Global Limited is exempt from the statutory audit requirement for the period.

We have not been instructed to carry out an audit or a review of the financial statements of Windward Global Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.



BDO LLP  
Edinburgh  
United Kingdom

21 MARCH 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

# Windward Global Limited

Registered number: 10773770

## Balance Sheet As at 30 September 2018

	Note	30 September 2018 £	31 March 2018 £
<b>Fixed assets</b>			
Intangible assets	6	17,732	17,184
Investments	7	9,002	9,028,474
		<u>26,734</u>	<u>9,045,658</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	8	6,779,165	1,790,716
Cash at bank and in hand	9	9,960,668	760,000
		<u>16,739,833</u>	<u>2,550,716</u>
Creditors: amounts falling due within one year	10	(1,609,043)	(457,847)
<b>Net current assets</b>		<u>15,130,790</u>	<u>2,092,869</u>
<b>Total assets less current liabilities</b>		<u>15,157,524</u>	<u>11,138,527</u>
Creditors: amounts falling due after more than one year	11	-	(12,000,000)
<b>Net assets/(liabilities)</b>		<u><u>15,157,524</u></u>	<u><u>(861,473)</u></u>
<b>Capital and reserves</b>			
Called up share capital	12	9,010,000	10,000
Profit and loss account	13	6,147,524	(871,473)
		<u><u>15,157,524</u></u>	<u><u>(861,473)</u></u>

**Windward Global Limited**  
Registered number: 10773770

**Balance Sheet (continued)**  
**As at 30 September 2018**

---

The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the period in question in accordance with section 476 of Companies Act 2006.

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.

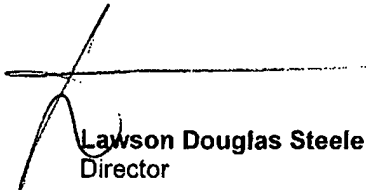
The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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 statement of comprehensive income 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 on

11 MARCH 2019



Lawson Douglas Steele  
Director

The notes on pages 4 to 12 form part of these financial statements.

# Windward Global Limited

## Notes to the Financial Statements For the Period Ended 30 September 2018

---

### 1. General information

Windward Global Limited is a company incorporated in England under the Companies Act. The address of the registered office is given on the company information page and the nature of the company's principal activities is set out in the director's report. The financial statements have been prepared on a going concern basis in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland.

### 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 judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

#### 2.2 Interest income

Interest income is recognised in the Statement of comprehensive income using the effective interest method.

#### 2.3 Finance costs

Finance costs are charged to the Statement of comprehensive income 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.

#### 2.4 Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the period in which they are incurred.

# Windward Global Limited

## Notes to the Financial Statements For the Period Ended 30 September 2018

---

### 2. Accounting policies (continued)

#### 2.5 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, 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.

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 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.

#### 2.6 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.

#### 2.7 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

#### 2.8 Impairment of fixed assets and goodwill

Assets that are subject to depreciation or amortisation are assessed at each balance sheet date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each balance sheet date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

# Windward Global Limited

## Notes to the Financial Statements For the Period Ended 30 September 2018

---

### 2. Accounting policies (continued)

#### 2.9 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted Company 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 Statement of comprehensive income for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

#### 2.10 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### 2.11 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

#### 2.12 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### 2.13 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 the Statement of comprehensive income 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.

# Windward Global Limited

## Notes to the Financial Statements For the Period Ended 30 September 2018

---

### 2. Accounting policies (continued)

#### 2.14 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

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. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Investments in non-convertible preference shares and in non-puttable ordinary and preference shares are measured:

- at fair value with changes recognised in the Statement of comprehensive income if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

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.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

#### 2.15 Dividends

Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

# Windward Global Limited

## Notes to the Financial Statements For the Period Ended 30 September 2018

### 3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 2, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

In preparing these financial statements the directors have made the following judgments:

- Assets are considered for indications of impairment. If required an impairment review will be carried out and a decision made on possible impairment. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash generating unit, the viability and expected future performance of that unit.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### 4. Employees

The average monthly number of employees, including directors, during the period was 4 (2018 - 4).

### 5. Taxation

	6 months ended 30 September 2018 £	16 May 2017 to 31 March 2018 £
<b>Corporation tax</b>		
Current tax on profits for the year	1,156,105	-
<b>Total current tax</b>	<b>1,156,105</b>	<b>-</b>
<b>Deferred tax</b>		
Origination and reversal of timing differences	91,781	(91,781)
Effect of changes in tax rates	(9,661)	9,661
<b>Total deferred tax</b>	<b>82,120</b>	<b>(82,120)</b>
<b>Taxation on profit/(loss) on ordinary activities</b>	<b>1,238,225</b>	<b>(82,120)</b>

# Windward Global Limited

## Notes to the Financial Statements For the Period Ended 30 September 2018

### 5. Taxation (continued)

#### Factors affecting tax charge for the period

The tax assessed for the period is lower than (2018 - lower than) the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below:

	6 months ended 30 September 2018 £	16 May 2017 to 31 March 2018 £
Profit/(loss) on ordinary activities before tax	<u>8,257,222</u>	<u>(953,593)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	1,568,872	(181,183)
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	51,698	97,354
Non-taxable income	(1,664,461)	-
Tax rate changes	(9,661)	9,661
Loss from JPUT property business	(294,126)	(7,952)
Capital gains	1,650,738	-
Effects of group relief/other reliefs	(64,835)	-
<b>Total tax charge for the period</b>	<u><b>1,238,225</b></u>	<u><b>(82,120)</b></u>

#### Factors that may affect future tax charges

There were no factors that may affect future tax charges.

# Windward Global Limited

## Notes to the Financial Statements For the Period Ended 30 September 2018

### 6. Intangible assets

	Trademarks and brands £
<b>Cost</b>	
At 1 April 2018	17,764
Additions	1,495
At 30 September 2018	<u>19,259</u>
<b>Amortisation</b>	
At 1 April 2018	580
Charge for the year	947
At 30 September 2018	<u>1,527</u>
<b>Net book value</b>	
At 30 September 2018	<u><u>17,732</u></u>

### 7. Fixed asset investments

	Investments in subsidiary companies £	Other fixed asset investments £	Total £
<b>Cost or valuation</b>			
At 1 April 2018	2	9,028,472	9,028,474
Additions	9,001	-	9,001
Amounts written off	(1)	(9,028,472)	(9,028,473)
At 30 September 2018	<u>9,002</u>	<u>-</u>	<u>9,002</u>

# Windward Global Limited

## Notes to the Financial Statements For the Period Ended 30 September 2018

### 8. Debtors

	30 September 2018 £	31 March 2018 £
Amounts owed by group undertakings	6,751,340	1,700,312
Other debtors	27,825	8,284
Deferred taxation	-	82,120
	<u>6,779,165</u>	<u>1,790,716</u>

### 9. Cash and cash equivalents

	30 September 2018 £	31 March 2018 £
Cash at bank and in hand	<u>9,960,668</u>	<u>760,000</u>

### 10. Creditors: Amounts falling due within one year

	30 September 2018 £	31 March 2018 £
Other loans	-	251,541
Trade creditors	90,650	1,605
Corporation tax	1,156,105	-
Other creditors	362,288	203,701
Accruals and deferred income	-	1,000
	<u>1,609,043</u>	<u>457,847</u>

### 11. Creditors: Amounts falling due after more than one year

	30 September 2018 £	31 March 2018 £
Share capital treated as debt	<u>-</u>	<u>12,000,000</u>

# Windward Global Limited

## Notes to the Financial Statements For the Period Ended 30 September 2018

### 12. Share capital

	30 September 2018 £	31 March 2018 £
<b>Shares classified as equity</b>		
<b>Allotted, called up and fully paid</b>		
10,000 (2018 - 10,000) Ordinary shares of £1.00 each	10,000	10,000
9,000,000 (2018 - ) Preference (equity) shares of £1.00 each	9,000,000	-
	<u>9,010,000</u>	<u>10,000</u>
		31 March 2018 £
<b>Shares classified as debt</b>		
<b>Allotted, called up and fully paid</b>		
0 (2018 - 12,000,000) Preference (debt) shares of £1.00 each	-	12,000,000
	<u>-</u>	<u>12,000,000</u>

During the period 3,000,000 preference shares were redeemed. The remaining 9,000,000 preference shares were re-classified from debt to non dividend paying equity preference shares as a result of the rights to the preference shares being altered.

### 13. Reserves

#### Profit and loss account

The profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

### 14. Controlling party

The company is controlled by Oliver James Millican.