

Company registration number 13487702 (England and Wales)

NEWABLE DANCERACE LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023

WEDNESDAY



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NEWABLE DANCERACE LIMITED

COMPANY INFORMATION

Directors

C Manson
P Barrand
M Walsh
S Holness
E Avison

Company number

13487702

Registered office

140 Aldersgate Street
London
EC1A 4HY

NEWABLE DANCERACE LIMITED

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NEWABLE DANCERACE LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2023

The directors present their annual report and financial statements for the year ended 31 March 2023.

Principal activities

The company is principally engaged in acting as a holding company.

Results and dividends

The results for the year are set out on page 3.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors

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

C Manson
P Barrand
M Walsh
S Holness
E Avison

Future developments

The company intends to continue with its principal activity as a holding company.

Audit exemption

For the year ended 31 March 2023 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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.

NEWABLE DANCERACE LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

On behalf of the board



M Walsh
Director

17 October 2023

NEWABLE DANCERACE LIMITED

INCOME STATEMENT

FOR THE YEAR ENDED 31 MARCH 2023

		Year ended 31 March 2023 £	period ended 31 March 2022 £
	Notes		
Administrative expenses		(8,539)	-
Finance costs	2	(151,928)	(99,167)
Other gains and losses	3	1,401	-
Loss before taxation		(159,066)	(99,167)
Tax on loss	4	-	-
Loss and total comprehensive loss for the financial year		(159,066)	(99,167)

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

The notes on pages 6 to 11 form part of these financial statements.

NEWABLE DANCERACE LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2023

	Notes	2023 £	£	2022 £	£
Non-current assets					
Investments	5		5,014,105		5,014,105
Current assets					
Trade and other receivables	7	569,190		98,242	
Cash and cash equivalents		376		-	
		<u>569,566</u>		<u>98,242</u>	
Current liabilities	8	<u>(1,581,904)</u>		<u>(951,514)</u>	
Net current liabilities			<u>(1,012,338)</u>		<u>(853,272)</u>
Total assets less current liabilities			4,001,767		4,160,833
Non-current liabilities	8		<u>(4,200,000)</u>		<u>(4,200,000)</u>
Net liabilities			<u><u>(198,233)</u></u>		<u><u>(39,167)</u></u>
Equity					
Called up share capital	11		60,000		60,000
Retained earnings			<u>(258,233)</u>		<u>(99,167)</u>
Total deficit			<u><u>(198,233)</u></u>		<u><u>(39,167)</u></u>


The notes on pages 6 to 11 form part of these financial statements.

For the financial year ended 31 March 2023 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

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 members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

The financial statements were approved by the board of directors and authorised for issue on 17 October 2023 and are signed on its behalf by:


M Walsh
Director

Company registration number 13487702

NEWABLE DANCERACE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

	Notes	Share capital £	Retained earnings £	Total £
Balance at 1 July 2021		-	-	-
Period ended 31 March 2022:				
Loss and total comprehensive loss for the period		-	(99,167)	(99,167)
Issue of share capital	11	60,000	-	60,000
Balance at 31 March 2022		60,000	(99,167)	(39,167)
Year ended 31 March 2023:				
Loss and total comprehensive loss for the year		-	(159,066)	(159,066)
Balance at 31 March 2023		60,000	(258,233)	(198,233)

The notes on pages 6 to 11 form part of these financial statements.

NEWABLE DANCERACE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

1 Accounting policies

1.1 Accounting convention

Newable Dancerace Limited is a private company limited by shares incorporated and domiciled in the United Kingdom. The address of the registered office is 140 Aldersgate Street, London, EC1A 4HY. The nature of the company's operations and its principal activities are set out in the Directors' report on pages 1 - 2.

The financial statements have been prepared in accordance with Financial Reporting Standard 100 Application of Financial Reporting Requirements and Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied throughout the year and preceding year.

The financial statements have been prepared on the historical cost basis. The financial statements are prepared in sterling, which is also the functional currency of the company and amounts are rounded to the nearest £. The principal accounting policies adopted are set out below.

In preparing these financial statements the company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore these financial statements do not include:

- certain comparative information as otherwise required by EU endorsed IFRS;
- certain disclosures regarding the company's capital;
- a statement of cash flows;
- the effect of future accounting standards not yet adopted;
- the disclosure of the remuneration of key management personnel; and
- disclosure of related party transactions with other wholly owned members of the group headed by Newable UK Holdings Limited.

In addition, and in accordance with FRS 101 further disclosure exemptions have been adopted because equivalent disclosures are included in the consolidated financial statements of Newable Partnership Limited. These financial statements do not include certain disclosures in respect of:

- Business combinations;
- Financial instruments (other than certain disclosures required as a result of recording financial instruments at fair value);
- Fair value measurement (other than certain disclosures required as a result of recording financial instruments at fair value); and
- Impairment of assets.

The consolidated financial statements of Newable Partnership Limited are available to the public and can be obtained as described in note 13.

1.2 Going concern

The company acknowledges it has a net deficit position. The Company is a subsidiary of Newable Partnership Limited. A letter of support has been received from Newable Partnership Limited, the Company's parent undertaking, that confirms that Newable Partnership Limited will provide sufficient financial support to the Company to enable the Company's financial statements for the year ended 31 March 2023 to be prepared on a going concern basis of preparation. A detailed assessment of the Group's consideration of going concern is provided in the notes of the Newable Partnership Limited financial statements which are publicly available. The directors are confident that Newable Partnership Limited has sufficient funds to provide such support as may be required.

1.3 Investments in associates and subsidiaries

Equity investments in subsidiary companies are stated at cost less provision. Provisions are made in all cases where there is an impairment in the value of the investment.

NEWABLE DANCERACE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

1 Accounting policies

(Continued)

1.4 Fair value measurement

IFRS 13 establishes a single source of guidance for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. The company is exempt under FRS 101 from the disclosure requirements of IFRS 13. There was no impact on the company from the adoption of IFRS 13.

1.5 Financial assets

The Company classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Amortised cost

These assets arise principally from the provision of goods and services to customers (eg trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 using the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within the consolidated statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

The Company's financial assets measured at amortised cost comprise trade and other receivables and cash and cash equivalents in the consolidated statement of financial position.

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and – for the purpose of the statement of cash flows – bank overdrafts. Bank overdrafts are shown within loans and borrowings in current liabilities on the consolidated statement of financial position.

Impairment of financial assets

Financial assets, other than those measured at fair value through profit or loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

1.6 Financial liabilities

The Company only has financial liabilities that are recognised at amortised cost, these include trade payables and other monetary liabilities, which are recognised at amortised cost using the effective interest rate method.

NEWABLE DANCERACE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

1 Accounting policies

(Continued)

Other financial liabilities

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's obligations are discharged, cancelled, or they expire.

1.7 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

NEWABLE DANCERACE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

2 Finance costs

	2023 £	2022 £
Interest on financial liabilities measured at amortised cost:		
Interest on loan notes	151,928	99,167

See note 9 for information on the loan notes.

3 Other gains and losses

	2023 £	2022 £
Other gains and losses	1,401	-

Other gains relates to a small adjustment to the final acquisition price of the investment.

4 Taxation

The charge for the year can be reconciled to the loss per the income statement as follows:

	2023 £	2022 £
Loss before taxation	(159,066)	(99,167)
Expected tax credit based on a corporation tax rate of 19.00% (2022: 19.00%)	(30,223)	(18,842)
Group relief	30,223	18,842
Taxation charge for the year	-	-

5 Investments

	Current		Non-current	
	2023 £	2022 £	2023 £	2022 £
Investments in subsidiaries	-	-	5,014,105	5,014,105

Fair value of financial assets carried at amortised cost

Except as detailed below the directors believe that the carrying amounts of financial assets carried at amortised cost in the financial statements approximate to their fair values.

NEWABLE DANCERACE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

6 Subsidiaries

Details of the company's subsidiaries at 31 March 2023 are as follows:

Name of undertaking	Registered office	Ownership interest (%)	Voting power held (%)	Nature of business
Dancerace plc	England and Wales	100	100	Software company

7 Trade and other receivables

	2023 £	2022 £
Amounts owed by fellow group undertakings	569,190	98,242

8 Liabilities

	Notes	Current 2023 £	2022 £	Non-current 2023 £	2022 £
Borrowings	9	-	-	4,200,000	3,500,000
Trade and other payables	10	1,581,904	940,482	-	700,000
Taxation and social security		-	11,032	-	-
		<u>1,581,904</u>	<u>951,514</u>	<u>4,200,000</u>	<u>4,200,000</u>

9 Borrowings

	Non-current 2023 £	2022 £
Borrowings held at amortised cost:		
Loan notes	4,200,000	3,500,000

Loan notes of £3,500,000 were provided by a fellow group undertaking in the prior year. These are 4% fixed rate unsecured loan notes which are interest-bearing from July 2021 and due for repayment in July 2026.

During the current year, £700,000 of deferred consideration was converted to additional loan notes. These are also 4% fixed rate unsecured loan notes due for repayment in July 2026.

NEWABLE DANCERACE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

10 Trade and other payables

	Current		Non-current	
	2023	2022	2023	2022
	£	£	£	£
Amounts owed to fellow group undertakings	1,330,809	744,829	-	-
Accruals and deferred income	251,095	99,167	-	-
Deferred consideration	-	-	-	700,000
Other payables	-	96,486	-	-
	<u>1,581,904</u>	<u>940,482</u>	<u>-</u>	<u>700,000</u>

11 Share capital

	2023	2022	2023	2022
	Number	Number	£	£
Ordinary share capital				
Authorised				
ordinary shares of £1 each	<u>60,000</u>	<u>60,000</u>	<u>60,000</u>	<u>60,000</u>
Issued and fully paid				
ordinary shares of £1 each	<u>60,000</u>	<u>60,000</u>	<u>60,000</u>	<u>60,000</u>

12 Related party transactions

The company has taken advantage of paragraph 8(k) of FRS101 not to disclose transactions with fellow subsidiaries wholly owned by Newable UK Holdings Limited.

13 Controlling party

The immediate parent undertaking is Newable Capital Limited and the ultimate parent undertaking, and the smallest and largest group to consolidate these financial statements, is Newable Partnership Limited. Both companies are incorporated in Great Britain and registered in England and Wales. Copies of the consolidated financial statements of Newable Partnership Limited can be obtained from its website (www.newable.co.uk).