Registered number: 03135216

# NORTH WEST INDUSTRIAL ESTATES LIMITED

# **UNAUDITED**

# **FINANCIAL STATEMENTS**

# INFORMATION FOR FILING WITH THE REGISTRAR

FOR THE YEAR ENDED 31 MAY 2019

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# **COMPANY INFORMATION**

**Directors** G O Mason

P W Bullivant L Randle A P Mason

Company secretary

B D Harvey

Registered number

03135216

Registered office

The Corn Exchange Brunswick Street

Liverpool L2 0PJ

**Accountants** 

Grant Thornton UK LLP Chartered Accountants Royal Liver Building

Liverpool L3 1PS

**Bankers** 

The Royal Bank of Scotland Pic

1 Dale Street Liverpool L2 2PP

**Solicitors** 

Hill Dickinson LLP

No 1 St Paul's Square

Liverpool L3 9SL

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# Report to the directors on the preparation of the unaudited statutory financial statements of North West Industrial Estates Limited for the year ended 31 May 2019

We have compiled the accompanying financial statements of North West Industrial Estates Limited based on the information you have provided. These financial statements comprise the Statement of Financial Position of North West Industrial Estates Limited as at 31 May 2019, the Statement of Changes in Equity and a summary of significant accounting policies and other explanatory information.

This report is made solely to the Board of Directors of North West Industrial Estates Limited, as a body, in accordance with the terms of our engagement letter dated 18 February 2019. Our work has been undertaken solely to prepare for your approval the financial statements of North West Industrial Estates Limited and state those matters that we have agreed to state to the Board of Directors of North West Industrial Estates Limited, as a body, in this report in accordance with our engagement letter dated 18 February 2019. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than North West Industrial Estates Limited and its Board of Directors, as a body, for our work or for this report.

We performed this compilation engagement in accordance with International Standard on Related Services 4410 (Revised), Compilation Engagements.

We have applied our expertise in accounting and financial reporting to assist you in the preparation and presentation of these financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. As a member firm of the Institute of Chartered Accountants in England and Wales, we are subject to its ethical and other professional requirements which are detailed at www.icaew.com.

These financial statements and the accuracy and completeness of the information used to compile them are your responsibility.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information you provided to us to compile these financial statements. Accordingly, we do not express an audit opinion or a review conclusion on whether these financial statements are prepared in accordance with United Kingdom Generally Accepted Accounting Practice.

Grant Thornton UK LLP

Monton

UK

**Chartered Accountants** 

Liverpool

Date: 28 February 2020

# NORTH WEST INDUSTRIAL ESTATES LIMITED REGISTERED NUMBER:03135216

# STATEMENT OF FINANCIAL POSITION AS AT 31 MAY 2019

	Note		2019 £		2018 £
Fixed assets	Note		~		~
Tangible assets	5		3,612,357		3,627,667
Investments	6		500,004		528,839
Investment property	7		42,496,743		39,070,000
			46,609,104		43,226,506
Current assets					
Debtors: amounts falling due after more than one year	8	481,964		469,037	
Debtors: amounts falling due within one year	8	2,393,371		1,847,309	
Cash at bank and in hand		1,608		1,238	
		2,876,943		2,317,584	
Creditors: amounts falling due within one year	9	(2,408,066)	,	(1,996,017)	
Net current assets			468,877		321,567
Total assets less current liabilities			47,077,981		43,548,073
Creditors: amounts falling due after more than one year	10		(23,017,632)		(20,717,632)
Provisions for liabilities					
Deferred tax	11	(694,669)		(690,185)	
			(694,669)		(690,185)
Net assets			23,365,680		22,140,256
Capital and reserves					
Called up share capital			1,000		1,000
air value reserve			17,025,628		17,036,548
Profit and loss account			6,339,052		5,102,708

# NORTH WEST INDUSTRIAL ESTATES LIMITED REGISTERED NUMBER:03135216

# STATEMENT OF FINANCIAL POSITION (CONTINUED) AS AT 31 MAY 2019

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 year 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 by:

L Randle Director

Date: 24/02/20

The notes on pages 5 to 16 form part of these financial statements.

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MAY 2019

	Called up share capital £	Fair value reserve £	Profit and loss account £	Total equity
At 1 June 2017 (as previously stated)	1,000	13,335,658	2,540,795	15,877,453
Prior year adjustment	-	-	2,266,552	2,266,552
	1,000	13,335,658	4,807,347	18,144,005
At 1 June 2017 (as restated)				
Comprehensive income for the year				
Profit for the year	-	-	2,475,114	2,475,114
Transfer to/from profit and loss account	•	-	(1,179,753)	(1,179,753)
Surplus on revaluation of freehold land less deferred tax	-	2,521,137	-	2,521,137
Total comprehensive income for the year	-	2,521,137	1,295,361	3,816,498
Dividends: Equity capital		-	(1,000,000)	(1,000,000)
Transfer to/from profit and loss account	-	1,179,753	. <del>-</del>	1,179,753
At 1 June 2018	1,000	17,036,548	5,102,708	22,140,256
Comprehensive income for the year				
Profit for the year	-	-	1,236,344	1,236,344
Deficit on revaluation of freehold land	-	(10,920)	-	(10,920)
Total comprehensive income for the year	•	(10,920)	1,236,344	1,225,424
At 31 May 2019	1,000	17,025,628	6,339,052	23,365,680

The notes on pages 5 to 16 form part of these financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2019

#### 1. General information

The company is a private company limited by shares and is registered in England and Wales.

Registered Number: 03135216.

Registered Office: The Corn Exchange, Brunswick Street, Liverpool, L2 0PJ.

#### 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 following principal accounting policies have been applied:

#### 2.2 Going concern

The directors believe it is appropriate for the financial statements to be prepared on a going concern basis.

The company's bank loan facilities are due for renewal in August 2020. The directors have not yet opened negotiations with their bankers regarding the renewal of the bank loan facilities but no matters have been drawn to their attention to suggest that renewal may not be forthcoming on acceptable terms, which is subject to normal credit committee approval.

The company's forecast and projections, taking into account reasonably possible changes in the company's trading performance show that the company should be able to operate for the foreseeable future.

Although there are inevitably inherent uncertainties in the foreseeable future and there can be no certainty in relation to the certainty of the above matters, the directors believe that the company's financial statements should be prepared on the going concern basis.

#### 2.3 Turnover

Turnover is the total amount of rent receivable, service charge receivable and insurance receivable by the company, excluding VAT, and is attributable to the continuing activity of property investment.

Turnover is recognised in the period to which it relates, taking into account provisions for lease incentives. Lease incentives are spread on a straight-line basis over the period to the first rent review date.

Turnover also includes income in respect of dilapidations received and these are recognised on a received basis.

#### 2.4 Tangible fixed assets

Tangible fixed assets are stated at cost or valuation less depreciation.

Freehold land is not depreciated.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2019

#### 2. Accounting policies (continued)

#### 2.4 Tangible fixed assets (continued)

Depreciation on other assets is charged so as to allocate the cost of assets less their residual value over their estimated useful lives.

Depreciation is provided on the following basis:

Motor vehicles

- 25% reducing balance

Office equipment

- 20% straight line

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

#### 2.5 Investment property

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

#### 2.6 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

# 2.7 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.

#### 2.8 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.

#### 2.9 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 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

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2019

#### 2. Accounting policies (continued)

# 2.9 Financial instruments (continued)

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.

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 reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### 2.10 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.

### 2.11 Government grants

Government grants relating to tangible fixed assets are deducted from the cost of the relevant asset and released to the Statement of Comprehensive Income on disposal. Other grants are credited to the Statement of Comprehensive Income as the related expenditure is incurred.

This is a departure from the Companies Act 2006, which requires assets to be shown at their purchase price or production cost and hence grants to be presented as deferred income. This departure from the requirement of the Act is, in the opinion of the directors, necessary to give a true and fair view as no provision is made for depreciation of investment properties and accordingly no basis exists on which to recognise grants as deferred income. The effect of this departure is that the historical cost net book value of freehold investment properties is £1,368,422 lower than it would otherwise have been.

#### 2.12 Interest income

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

#### 2.13 Borrowing costs

All borrowing costs are recognised in the Statement of Comprehensive Income in the year in which they are incurred.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2019

#### 2. Accounting policies (continued)

#### 2.14 Current and deferred taxation

The tax expense for the year 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 reporting 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 Statement of Financial Position 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 reporting date.

#### 2.15 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

#### 3. Employees

The Company has no employees other than the 4 directors (2018: 4), who did not receive any remuneration (2018 - £Nil).

#### 4. Dividends

	2019 £	2018 £
Dividends paid of £Nil per A Ordinary share (2018: £1,000)	-	500,000
Dividends paid of £Nil per B Ordinary share (2018: £1,000)	-	500,000
	-	1,000,000

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2019

# 5. Tangible fixed assets

	Freehold land £	Motor vehicles £	Office equipment £	Total £
Cost or valuation				
At 1 June 2018	3,600,000	7,000	61,781	3,668,781
Additions	10,920	-	-	10,920
Disposals	-	(7,000)	-	(7,000)
Revaluations	(10,920)	-	-	(10,920)
At 31 May 2019	3,600,000		61,781	3,661,781
Depreciation				
At 1 June 2018	-	4,046	37,068	41,114
Charge for the year on owned assets	-	677	12,356	13,033
Disposals	-	(4,723)	-	(4,723)
At 31 May 2019	-	-	49,424	49,424
			<del></del>	<del></del>
Net book value				
At 31 May 2019	3,600,000	<u>-</u>	12,357	3,612,357
At 31 May 2018	3,600,000	2,954	24,713	3,627,667

The valuation of the freehold land was made by L Randle, a director and qualified chartered surveyor on a fair value for existing use basis.

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

	2019	2018
	£	£
Cost less accumulated depreciation	239,531	228,611

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2019

# 6. Fixed asset investments

	Investments in subsidiary companies £	Loans to related companies £	Total £
Cost or valuation			
At 1 June 2018	4	528,835	528,839
Repaid in the year	-	(28,967)	(28,967)
Interest charged	-	132	132
At 31 May 2019	4	500,000	500,004
Net book value			
At 31 May 2019	4	500,000	500,004
At 31 May 2018	4	528,835	528,839

# Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name	Principal activity	Class of shares	Holding
The Oaks Office Park (Little Stanney) Management Company Limited	Dormant	Ordinary	100%

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2019

# 7. Investment property

	Freehold investment property £	Long term leasehold investment property £	Total £
Valuation			
At 1 June 2018	5,000,000	34,070,000	39,070,000
Additions at cost	3,426,743	-	3,426,743
At 31 May 2019	8,426,743	34,070,000	42,496,743
	<del></del>		

The 2019 valuations were made by L Randle, a director and qualified chartered surveyor, on a fair value for existing use basis.

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

	2019 £	2018 £
Historic cost less any permanent diminution 2	8,183,201	24,756,458

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2019

	Debtors		
		2019 £	2018 £
	Due after more than one year	-	٤
	Amounts owed by related parties	481,964	469,037
		2019	2018
		£	£
	Due within one year		
	Trade debtors	208,668	126,720
	Amounts owed by related parties	1,138,229	795,851
	Other debtors	343,692	110,223
	Prepayments and accrued income	702,782	814,515
		2,393,371	1,847,309
9.	Creditors: Amounts falling due within one year		
		2019 £	2018 £
	Trade creditors	510,343	464,629
	Amounts owed to related parties	23,357	9,003
	Corporation tax	587,676	299,945
	Other taxation and social security	164,687	144,935
	Other creditors	313,136	,
		010,100	234,685
	Accruals and deferred income	808,867	
	Accruals and deferred income	•	234,685
10.	Accruals and deferred income  Creditors: Amounts falling due after more than one year	808,867	234,685 842,820
10.		808,867	234,685 842,820

The bank loan is secured by a fixed and floating charge over the company's investment property assets.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2019

11.	Deferred taxation	

Deferred taxation		
	2019 £	2018 £
At beginning of year	(690,185)	(38,910)
Charged to statement of comprehensive income	(4,484)	(651,275)
At end of year	(694,669)	(690,185)
The provision for deferred taxation is made up as follows:		
	2019 £	2018 £
Fixed asset timing differences	(49,516)	(45,032)
Capital gain	(648,383)	(648,383)
Short term timing differences	3,230	3,230
- 	(694,669)	(690,185)

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2019

#### 12. Financial commitments

The company has a contingent liability to the European Regional Development Fund for £719,135 (2018: £719,135) in respect of a grant received for the development of a certain investment property. This amount is repayable in the event the company ceases to comply with certain criteria within a 20 year period from December 2005.

The company has a contingent liability to the North West Development Agency for £649,287 (2018: £649,287) in respect of a grant received for the development of a certain investment property. This amount is repayable in the event the company ceases to comply with certain criteria within a 20 year period from December 2006.

In addition, during the year ended 31 May 2006, the company disposed of two properties, for which grant funding totalling £346,378 had been received. Under the terms of the agreement, the grant funding received can be recalled by the grant body as the company no longer owns the assets and, as such, a provision of £108,456 (2018: £108,456) has been made within the financial statements and is included within other creditors. The remaining amount may be recalled if further conditions are not met.

The operating leases represent leases of investment property to third parties. The leases are negotiated over various terms of the lease.

At 31 May 2019 the Company had future minimum lease rental receipts under non-cancellable operating leases as follows:

	2019	2018
	£	£
Not later than 1 year	2,608,645	2,993,507
Later than 1 year and not later than 5 years	3,918,109	5,792,691
Later than 5 years	531,848	1,255,280
	7,058,602	10,041,478

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2019

# 13. Related party transactions

Each of the directors have a controlling or other related interest in one or more of the following entities, with which the following transactions with North West Industrial Estates Limited are noted.

	Services provided to North West Industrial Estates Limited £	Services provided by North West Industrial Estates Limited	Owed by North West Industrial Estates Limited £	Owed to North West Industrial Estates Limited £
31 May 2019 Mason Partners LLP Liverpool Film Studios Limited North West Retail Investments Limited The Oaks Office Park (Little Stanney) Management Company Limited The Corn Exchange Consortium Brunswick Business Park Limited Coronation Properties Limited	408,012 - -	:	8,357 - -	815,144 106,085 481,964
	16,613 - 88,161 -	:	- - - 15,000	207,000 10,000 -
Business Homes Solent Limited Business Homes Cardonald Park Limited	512,786 - -	- - - -	23,357	1,620,193 - - 500,000
Total	-	-	23,357	2,120,193
31 May 2018 Mason Partners LLP Liverpool Film Studios Limited North West Retail Investments Limited Brunswick Business Park Limited The Oaks Office Park (Little Stanney) Management Company Limited	435,881 - - 69,431 7,981	9,003 - - - -	- - - -	655,837 140,014 469,037 -
Business Homes Solent Limited Business Homes Cardonald Park Limited Total	513,293 - - 513,293	9,003 - - 9,003	- - - - -	1,264,888 28,835 500,000 1,793,723

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2019

#### 13. Related party transactions (continued)

A provision for bad debts has been included, amounting to £1,148,265 (2018: £980,282) in relation to monies owed from Liverpool Film Studios Limited. The balance of £106,085 (2018: £140,014) payable noted on the previous page is stated after the provision has been made.

The balance owed from North West Retail Investments Limited includes an unsecured loan amounting to £400,000 (2018: £400,000) provided to the company. There is no fixed repayment date and interest is charged at 2% above the bank's base rate. Interest receivable from North West Retail Investments Limited during the year amounted to £12,927 (2018: £11,065) which remains unpaid at 31 May 2019. The loan and interest receivable has been disclosed as repayable after one year.

Included within amounts owed by related parties is a client account due from Mason Partners LLP amounting to £815,144 (2018: £655,837). There is no fixed repayment date and interest is charged from 1 June 2009 at 2% above the bank's base rate. Interest receivable from Mason Partners LLP during the year amounted to £14,398 (2018: £15,098) which remains unpaid at 31 May 2019. Included within amounts owed to related parties is £8,357 (2018: £9,003) due to Mason Partners LLP.

The balances owed from Business Homes Solent Limited and Business Homes Cardonald Park Limited are loans made by North West Industrial Estates Limited, which total £500,001 (2018: £528,835). The balance is disclosed as an investment in the notes to the financial statements. The loan to Business Homes Solent Limited is secured by a charge over the assets of the company. Interest is charged at 2% above the bank's base rate and interest receivable during the year amounted to £132 (2018: £16,264). The loan to Business Homes Cardonald Park Limited is unsecured.

During the year a loan of £5,000 (2018: £20,000) due from Business Homes Cardonald Limited had been written off.

#### 14. Post balance sheet events

On 10 February 2020, the company exchanged contracts on purchase of a property for £3,610,000.

As part of this transaction, the £3,000,000 loan facility was increased to £3,600,000.

#### 15. Prior year adjustment

A prior year adjustment of £2,266,552 has been processed due to an error in the calculation of the deferred tax on capital gains as the deferred tax liability as at 31 May 2017 was overstated by £2,266,552. This has resulted in an increase in the profit and loss reserves brought forward at 1 June 2017 of £2,266,552 and a decrease in the profit for the year ended 31 May 2017 of £115,313.