Registration number: 02186143

# **WINGDAWN PROPERTY CO. LIMITED**

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017

A40C60BO0\* A14 05/08/2017 #435 COMPANIES HOUSE

# WINGDAWN PROPERTY CO. LIMITED CONTENTS

Section	Page
Company Information	1
Directors' Report	2
Statement of Directors' Responsibilities	3
Independent Auditor's Report	4 to 5
Income Statement	6
Statement of Comprehensive Income	7
Statement of Financial Position	8
Statement of Changes in Equity	9
Notes to the Financial Statements	10 to 19

# **COMPANY INFORMATION**

**Directors** D C Farley

G Sorrell

A J Sperrin

Company secretary D C Farley

J Naish

Registered office 12 Blacks Road

Hammersmith London W6 9EU

Independent Auditor Harmer Slater Limited

Statutory Auditor Salatin House 19 Cedar Road

Sutton Surrey SM2 5DA

#### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2017**

The directors present their report and the audited financial statements for the year ended 31 March 2017.

# **Principal activity**

The principal activity of the company is property investment.

#### Directors of the company

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

D C Farley

G Sorrell (appointed 1 June 2016)

A J Sperrin

#### Going concern

Following a review of the company's available resources the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

#### Events after the financial period

There have been no significant events between the year end and the date of approval of these accounts which would require a change to, or disclosure in, the accounts.

#### Disclosure of information to the auditor

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 (as defined by section 418 of the Companies Act 2006) 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 auditor

Harmer Slater Limited are deemed to be reappointed in accordance with an elective resolution made under section 386 of the Companies Act 1985 which continued in force under the Companies Act 2006.

#### Small companies provision statement

\_\_\_\_

The directors have taken advantage of the small companies' exemptions provided by sections 414B and 415A of the Companies Act 2006 from the requirement to prepare a strategic report and in preparing the Directors' Report on the grounds that the company qualifies as a small company but for being a member of an ineligible group.

Approved by the Board on 24 July 2017 and signed on its behalf by:

A J Sperrin Director

#### 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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;
- state whether applicable UK Accounting Standards has 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.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WINGDAWN PROPERTY CO. LIMITED

We have audited the financial statements of Wingdawn Property Co. Limited for the year ended 31 March 2017, set out on pages 6 to 19. The financial reporting framework that has been applied in their preparation is applicable law and 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".

This report is made solely to the company's member, 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 member those matters we are required to state 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 member as a body, for our audit work, for this report, or for the opinions we have formed.

#### Respective responsibilities of directors and auditor

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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WINGDAWN PROPERTY CO. LIMITED (CONTINUED)

#### Matters on which we are required to report by exception

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 from the requirement to prepare a Strategic Report or in preparing the Directors' Report.

Ransford Agyei-Boamah (Senior Statutory Auditor) For and on behalf of Harmer Slater Limited Statutory Auditor

Salatin House 19 Cedar Road Sutton Surrey SM2 5DA

24 July 2017

# **INCOME STATEMENT** FOR THE YEAR ENDED 31 MARCH 2017

	Note	2017 £	2016 £
Gross rental income		29,969	27,018
Property outgoings		(2,751)	(2,654)
Net rental income		27,218	24,364
Administrative expenses Profit from sales of investment properties Loss on disposal of fixed asset investments		(3,724) 89,132 (304)	(3,799) 130,265 (304)
Operating profit  Net valuation gains on investment properties Interest payable	3 6	112,322 472,464 (390)	150,526 405,200 (6,510)
Profit on ordinary activities before taxation		584,396	549,216
Taxation	7		
Profit for the financial year		584,396	549,216

**Continuing operations**All results are derived wholly from continuing operations.

# STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2017

	2017 £	2016 £
Profit for the year	584,396	549,216
Total comprehensive income for the year	584,396	549,216

# (REGISTRATION NUMBER: 02186143) STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2017

	Note	2017 £	2016 £
Non-current assets			
Investment properties	8	2,272,820	2,084,968
Investments	9	164	468
		2,272,984	2,085,436
Current assets			
Receivables	10	1,538,313	1,246,505
Cash at bank	11	4,717	7,620
		1,543,030	1,254,125
Payables: Amounts falling due within one year	12	(47,194)	(155,137)
Net current assets		1,495,836	1,098,988
Net assets		3,768,820	3,184,424
Equity			
Called up share capital	13	1,000	1,000
Other reserves	13	2,116,160	1,918,866
Retained earnings	13	1,651,660	1,264,558
Total equity		3,768,820	3,184,424

These financial statements were approved and authorised for issue by the Board on 24 July 2017 and signed on its behalf by:

A J Sperrin Director

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2017

	Share capital £	Other reserves £	Retained earnings £	Total £
At 1 April 2016	1,000	1,918,866	1,264,558	3,184,424
Profit for the year		<u>-</u>	584,396	584,396
Total comprehensive income	-	-	584,396	584,396
Transfers	<u> </u>	197,294	(197,294)	
At 31 March 2017	1,000	2,116,160	1,651,660	3,768,820
	Share capital £	Other reserves £	Retained earnings £	Total £
At 1 April 2015		reserves	earnings £ 960,915	£ 2,635,208
At 1 April 2015 Profit for the year	£	reserves £	earnings £	£
·	£	reserves £ 1,673,293	earnings £ 960,915	£ 2,635,208
Profit for the year	£	reserves £	earnings £ 960,915 549,216	£ 2,635,208 549,216

# Retained earnings

The retained earnings represents cumulative profit or losses net of dividends paid and other adjustments.

#### Other reserve

The other reserve represents non-distributable reserves arising on the revaluation of investment properties.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

#### 1 GENERAL INFORMATION

Wingdawn Property Co. Limited ('the company') is a private company limited by share capital incorporated in England & Wales.

The address of its registered office and principal place of business is 12 Blacks Road, Hammersmith, London, W6 9EU.

The nature of the company's principal activities are set out in the Directors' Report on page 2.

#### 2 ACCOUNTING POLICIES

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.

#### Going concern

Following a review of the company's available resources the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

#### Statement of compliance

The financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council and in accordance with the Companies Act 2006.

#### 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.

The functional currency of the company is considered to be pounds sterling (£) because that is the currency of the primary economic environment in which the company operates.

The financial statements are presented in Sterling (£).

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017 (CONTINUED)

#### 2 ACCOUNTING POLICIES (CONTINUED)

#### Summary of disclosure exemptions

The company is a qualifying entity (for the purposes of FRS 102) and in consequence has taken advantage of the following disclosure exemptions:

- the requirement to present a statement of cash flows and related notes;
- the requirement to disclose transactions with group entities; and
- financial instrument disclosures, including: categories of financial instruments, items of income, expenses, gains or losses relating to financial instruments and exposure to and management of financial risks.

#### Name of parent of group

These financial statements are consolidated in the financial statements of Pineapple Corporation Plc.

The financial statements of Pineapple Corporation Plc may be obtained from 12 Blacks Road, Hammersmith, London, W6 9EU.

#### Group accounts not prepared

The financial statements present information about the company as an individual undertaking and not about its group. The company is a wholly owned subsidiary of the parent undertaking Pineapple Corporation Plc, a company incorporated in England and Wales. Pineapple Corporation Plc prepares consolidated financial statements which includes the company and its subsidiary undertakings. The company has therefore taken advantage of the exemptions provided by section 400 of the Companies Act 2006 not to prepare group accounts.

#### **Departures from Companies Act requirements**

The financial statements depart from the standard format of the Companies Act 2006 in that turnover has been replaced by gross rental income, cost of sales has been replaced by property outgoings and gross profit has been replaced by net rental income. These departures, as permitted by s396 of the Companies Act 2006, have arisen because the directors consider that this presentation is more appropriate given the nature of the company's activities.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017 (CONTINUED)

#### 2 ACCOUNTING POLICIES (CONTINUED)

#### Judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with FRS 102 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The judgements, estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are discussed below.

#### Valuation of investment properties

The property portfolio was revalued at the balance sheet date by an independent valuer on the basis of market value. Market value represents the figure that would appear in a hypothetical contract of sale between a willing buyer and a willing seller. Market value is estimated without regard to costs of sale. Property valuation is inherently subjective and contains a number of assumptions upon which the directors have based their valuation of the company's properties. The assumptions on which the valuation have been based include, but are not limited to, matters such as recent comparable market transactions on arm's length terms, the tenure and tenancy details for the properties, ground conditions at the properties and the structural condition of the properties. Any variation in the valuations would have a material effect on the profit after tax and the net asset value of the company.

#### **Gross rental income**

Gross rental income represents amounts invoiced to third parties in relation to the leasing of the company's investment properties.

Gross rental income from investment properties leased out under operating leases are recognised in the income statement on a straight-line basis over the term of the lease.

The company has no other income streams.

#### **Taxation**

The company is a member of a UK Group Real Estate Investment Trust (GREIT). Consequently, the company no longer pays UK corporation tax on profits and gains from qualifying rental business provided it meets certain conditions. Non-qualifying profits and gains of the company continue to be subject to corporation tax as normal.

Deferred tax is not provided on timing differences arising from revaluation of investment properties as any gains realised would be exempt from taxation as long as the REIT conditions are met.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017 (CONTINUED)

#### 2 ACCOUNTING POLICIES (CONTINUED)

#### **Investment properties**

Investment properties are properties owned by the company which are held for long-term rental income or for capital appreciation or both and are included in fixed assets at their latest valuation plus subsequent additions at cost. Surpluses and deficits arising on valuation are taken direct to the Income Statement.

The Group property portfolio (which includes the company's investment properties) is valued annually. At least 25 percent of the properties held at the previous year end together with any additions during the year are valued by an external valuation agent and the remainder by the directors so that within every four year period all properties would have been subject to an external valuation.

#### Investments

Investments in subsidiaries are stated at cost less provision for impairment.

The carrying value of the investments in subsidiary undertakings are reviewed as necessary for impairment. Impairment is calculated as the difference bewteen the carrying value and the estimated value-in-use or disposal value if higher. Value-in-use represents the present value of future expected cash flows discounted on a pre-tax basis. The net book amount of the investment is written down where impairment is identified.

#### Impairment of assets

At each reporting date fixed assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated and compared with its carrying amount. If estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in the Income Statement.

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the Income Statement.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and bank current account balances and are subject insignificant risk of change in value.

#### Receivables

Receivables 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 receivables 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.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017 (CONTINUED)

#### 2 ACCOUNTING POLICIES (CONTINUED)

#### **Payables**

Payables 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.

Payables 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 Income Statement 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.

#### **3 OPERATING PROFIT**

Operating profit is stated after charging/(crediting):

	2017	2016
	£	£
Loss on disposal of fixed asset investments	304	304
Profit on disposal of investment properties	(89,132)	(130,265)

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017 (CONTINUED)

# 4 DIRECTORS' REMUNERATION

The directors did not receive any remuneration for services to the company during the year or preceding year. They are remunerated by other group companies.

# 5 AUDITORS' REMUNERATION

	2017 £	2016 £
Audit of the financial statements	3,600	3,600
6 INTEREST PAYABLE		
	2017 £	2016 £
Interest on bank borrowings	390	6,510
7 TAXATION		
	2017 £	2016 £
UK corporation tax		
Factors affecting tax charge for the year:		
	2017 £	2016 £
Profit before tax	584,396	549,216
Corporation tax at standard rate of 20% (2016: 20%)	116,879	109,843
Effect of gains exempt from taxation	(116,879)	(109,843)
	-	

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017 (CONTINUED)

#### **8 INVESTMENT PROPERTIES**

	Investment properties £
Valuation	
At 1 April 2016	2,084,968
Revaluations	472,464
Disposals	(284,612)
At 31 March 2017	2,272,820
Carrying amount .	
At 31 March 2017	2,272,820
At 31 March 2016	2,084,968

The company's investment properties were valued by GVA Grimley Limited, independent qualified valuers, on 24 March 2017 in accordance with the Appraisal and Valuation Standards of RICS which became effective on 1 May 2003, on the basis of market value. Market value represents the figure that would appear in a hypothetical contract of sale between a willing buyer and a willing seller. Market value is estimated without regard to costs of sale. The directors are of the opinion that it is unlikely that there has been a material change in value between the last valuation date and 31 March 2017 and in consequence have not updated the valuation.

The historical cost of these freehold properties at 31 March 2017 is £156,660 (2016: £166,102).

#### 9 INVESTMENTS

Subsidiaries	£
Cost At 1 April 2016 Disposals	468 (304)
At 31 March 2017	164
Carrying amount	
At 31 March 2017	164
At 31 March 2016	468

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017 (CONTINUED)

# 9 INVESTMENTS (CONTINUED)

#### **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 or rights and second 2017	
Subsidiary undertakings				
Rapidbronze Limited	England & Wales	Ordinary shares	100%	100%
Fastflask Limited	England & Wales	Ordinary shares	100%	100%
Deckcoin Limited	England & Wales	Ordinary shares	100%	100%
Roundbell Limited	England & Wales	Ordinary shares	100%	100%

The principal activity of Roundbell Limited is that of property investment. All other subsidiary undertakings are dormant.

The profit for the financial period of Rapidbronze Limited was  $\pounds$ - and the aggregate amount of capital and reserves at the end of the period was  $\pounds$ 1.

The profit for the financial period of Fastflask Limited was  $\pounds$ - and the aggregate amount of capital and reserves at the end of the period was  $\pounds$ 1.

The profit for the financial period of Deckcoin Limited was  $\pounds$ - and the aggregate amount of capital and reserves at the end of the period was  $\pounds$ 10.

The loss for the financial period of Roundbell Limited was £158,552 and the aggregate amount of capital and reserves at the end of the period was £(158,551).

#### **10 RECEIVABLES**

	Note	2017 £	2016 £
Trade receivables		3,235	3,855
Amounts due from group undertakings	14	1,531,896	1,242,276
Other receivables		2,808	-
Prepayments		374	374
	-	1,538,313	1,246,505

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017 (CONTINUED)

# 11 CASH AND CASH EQUIVALENTS

	2017 £	2016 £
Cash at bank	4,717	7,620
12 PAYABLES		
	2017 £	2016 £
Due within one year		
Trade payables	4,723	12,494
Bank borrowings	-	100,012
Other payables	25,768	25,768
Accruals and deferred income	16,703	16,863
	47,194	155,137

#### 13 SHARE CAPITAL AND RESERVES

# Allotted, called up and fully paid shares

	2017		20	2016	
	No.	£	No.	£	
Ordinary shares of £1 each	1,000	1,000	1,000	1,000	

The company has one class of share which carries no right to fixed income.

#### Reserves

A description of each reserve within equity is disclosed on page 9.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017 (CONTINUED)

#### 14 RELATED PARTY TRANSACTIONS

The company is a wholly owned subsidiary member of its group and has therefore taken advantage of the provisions of Section 33.1A of FRS 102 the "The Financial Reporting Standard applicable in the UK and Republic of Ireland" not to disclose transactions with entities that are wholly owned members of the group.

There were no other related party transactions to disclose.

#### 15 PARENT AND ULTIMATE PARENT UNDERTAKING

The company's immediate parent undertaking is Finlaw Thirty-Six Limited, incorporated in England & Wales. The ultimate parent undertaking is Pineapple Corporation Plc, incorporated in England & Wales

The parent of the smallest and the largest group in which these financial statements are consolidated is Pineapple Corporation Plc, registered in England & Wales.

These financial statements are available upon request from Pineapple Corporation Plc, 12 Blacks Road, Hammersmith, London, W6 9EU.

#### 16 EVENTS AFTER THE FINANCIAL PERIOD

There have been no significant events between the year end and the date of approval of these accounts which would require a change to, or disclosure in, the accounts.