

Registration number: 04922798

# Ruby Properties (Cumbernauld) Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 2 April 2022



**Ruby Properties (Cumbernauld) Limited**  
**Directors' Report for the Year Ended 2 April 2022**

The directors present their report and the unaudited financial statements for the year ended 2 April 2022.

**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:

Nick Folland

Andrew Turton

Adam Dobbs

**Principal activity**

The Company's principal activity is holding property on behalf of Marks and Spencer plc to enable Marks and Spencer plc to carry out its retailing activities. The directors consider that in the conditions prevailing during the year, the development of the Company's business and its financial position at the end of the year were satisfactory. The directors do not expect any development in the Company's business in the coming year that is significantly different from its present activities of holding property.

Ruby Properties (Cumbernauld) Limited is a limited company incorporated and domiciled in England and Wales. The Company's registered office is Waterside House, 35 North Wharf Road, London W2 1NW.

The financial statements are made up to the nearest Saturday to 31 March each year. The current financial year is the 52 weeks ended 2 April 2022 (the 'year').

**Strategic report**

Exemption has been taken from preparing a strategic report in line with S414b of the Companies Act 2006.

**Dividends**

The directors recommended a final dividend payment of £Nil (last year £Nil) be made in respect of the financial year ended 2 April 2022. No interim dividend was paid in the year (last year £Nil).

**Going concern**

In adopting the going concern basis for preparing the financial statements, the directors have considered the principal activities and principal risks and uncertainties relating to the Company. Based on the Company's current activities, financial position and future plans the directors are satisfied that the Company will be able to operate as a going concern for at least the next 12 months from the approval of these financial statements. For this reason the directors consider it appropriate for the Company to adopt the going concern basis in preparing its financial statements. The Company is not directly affected by Brexit or the COVID-19 pandemic.

**Directors' liabilities**

Marks and Spencer Group plc maintains directors' and officers' liability insurance which gives appropriate cover for any legal action brought against its directors and those directors of its subsidiaries companies. Indemnities have been granted to the Company's directors by Marks and Spencer Group plc to the extent permitted by law. Qualifying third party indemnity provisions (as defined by section 234 of the Companies act 2006) were in force during the year ended 2 April 2022 and remain in force, in relation to certain losses and liabilities which the directors may incur to third parties in the course of acting as directors of the Company.

## **Ruby Properties (Cumbernauld) Limited**

### **Directors' Report for the Year Ended 2 April 2022**

#### **Statement of Directors' Responsibilities**

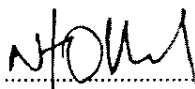
The directors are responsible for preparing the Annual Report and the unaudited financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors are required to prepare the Company financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and International Financial Reporting Standards as adopted by the UK. 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 year. 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 International Financial Reporting Standards (IFRSs) as adopted by the UK 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.

Approved by the Board on 20 December 2022 and signed on its behalf by:



Nick Folland  
Director

**Ruby Properties (Cumbernauld) Limited**

**Income Statement for the Year Ended 2 April 2022**

	Note	52 weeks ended 2 April 2022 £ 000	53 weeks ended 3 April 2021 £ 000
Revenue	3	1,822	1,822
Cost of sales		<u>(153)</u>	<u>(85)</u>
Operating profit	4	<u>1,669</u>	<u>1,737</u>
Profit before tax		1,669	1,737
Income tax expense	7	<u>(342)</u>	<u>(4)</u>
Profit for the year		<u><u>1,327</u></u>	<u><u>1,733</u></u>

The above results were derived from continuing operations.

# Ruby Properties (Cumbernauld) Limited

(Registration number: 04922798)

## Statement of Financial Position as at 2 April 2022

	Note	2 April 2022 £ 000	3 April 2021 £ 000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	8	8,933	9,086
Deferred tax assets	7	22	21
Accrued income	9	190	530
		<u>9,145</u>	<u>9,637</u>
<b>Current assets</b>			
Trade and other receivables	12	6,341	4,321
Accrued income	9	340	298
		<u>6,681</u>	<u>4,619</u>
<b>Total assets</b>		<u>15,826</u>	<u>14,256</u>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Share capital	11	-	-
Retained earnings		(15,484)	(14,157)
<b>Current liabilities</b>			
Trade and other payables	12	-	(99)
Income tax liability		(342)	-
		<u>(342)</u>	<u>(99)</u>
<b>Total equity and liabilities</b>		<u>(15,826)</u>	<u>(14,256)</u>

For the financial year ended 2 April 2022 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board on 20 December 2022 and signed on its behalf by:



Adam Dobbs  
Director

# **Ruby Properties (Cumbernauld) Limited**

## **Statement of Changes in Equity for the Year Ended 2 April 2022**

	<b>Share capital £ 000</b>	<b>Retained earnings £ 000</b>	<b>Total £ 000</b>
At 4 April 2021	-	14,157	14,157
Profit for the year	-	1,327	1,327
Total comprehensive expense	-	1,327	1,327
At 2 April 2022	-	15,484	15,484

	<b>Share capital £ 000</b>	<b>Retained earnings £ 000</b>	<b>Total £ 000</b>
At 29 March 2020	-	12,424	12,424
Profit for the year	-	1,733	1,733
Total comprehensive income	-	1,733	1,733
At 3 April 2021	-	14,157	14,157

## **Ruby Properties (Cumbernauld) Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 2 April 2022**

#### **1 Accounting policies**

##### **Basis of preparation**

The financial statements have been prepared for the 52 weeks ended 2 April 2022 (last year: 53 weeks ended 3 April 2021) in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The financial statements have been prepared on a going concern basis. In adopting the going concern basis, the directors have considered the business activities as set out on page 1.

##### **New accounting standards adopted by the Company**

The Company has applied the following new standards and interpretations for the first time for the annual reporting year commencing 4 April 2021:

- Amendments to IFRS 16: Covid-19-Related Rent Concessions beyond 30 June 2021
- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16: Interest Rate Benchmark Reform Phase 2

The adoption of the standards and interpretations listed above has not led to any changes to the Company's accounting policies or had any other material impact on the financial position or performance of the Company.

##### **New accounting standards in issue but not yet effective**

New standards and interpretations that are in issue but not yet effective are listed below:

- Amendments to IAS 16: Property, Plant and Equipment - Proceeds before Intended Use
- Amendments to IFRS 3: Reference to the Conceptual Framework
- Amendments to IAS 37: Onerous Contracts - Cost of Fulfilling a Contract
- Annual Improvements to IFRS Standards 2018-2020 Cycle: Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases and IAS 41 Agriculture
- IFRS 17 Insurance Contracts
- Amendments to IAS 1: Classification of Liabilities as Current or Non-Current
- Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of Accounting Policies
- Amendments to IAS 8: Definition of Accounting Estimates
- Amendments to IAS 12: Deferred Tax Related to Assets and Liabilities arising from a Single Transaction
- Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The adoption of the above standards and interpretations is not expected to lead to any changes to the Company's accounting policies or have any other material impact on the financial position or performance of the Company.

##### **Accounting convention**

The financial statements are drawn up on the historical cost basis of accounting, except as disclosed in the accounting policies set out below. The Company's accounting policies have been consistently applied throughout the year.

## **Ruby Properties (Cumbernauld) Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 2 April 2022**

#### **Revenue recognition**

Revenue represents rent receivable from another group undertaking. Lease income from these operating leases is recognised on a straight-line basis over the lease term even if cash receipts are not on this basis. Any revenue associated with fixed rental uplifts is recognised as accrued income on the statement of financial position. The accrued income is unwound over the life of the lease.

#### **Cost of sales**

Cost of sales represents depreciation of property, plant and equipment.

#### **Tax**

Tax expense comprises current and deferred tax. Tax is recognised in the income statement, except to the extent it relates to items recognised in other comprehensive income or directly in equity, in which case the related tax is also recognised in other comprehensive income or directly in equity.

Deferred tax is accounted for using a temporary difference approach, and is the tax expected to be payable or recoverable on temporary differences between the carrying amount of assets and liabilities in the statement of financial position and the corresponding tax bases used in the computation of taxable profit. Deferred tax is calculated based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, applying tax rates and laws enacted or substantively enacted at the end of the reporting year.

Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period 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 assets and liabilities are not recognised in respect of temporary differences that arise on initial recognition of assets and liabilities acquired other than in a business combination.

#### **Property, plant and equipment**

Property, plant and equipment is stated in the statement of financial position at cost, less any subsequent accumulated depreciation and any recognised impairment loss. Property is not revalued for accounting purposes. Cost includes professional fees, and for qualifying assets, borrowing costs.

The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition and installation.

#### **Depreciation**

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction, over their estimated useful lives, by equal annual instalments as follows:

##### **Asset class**

Freehold land

Freehold and leasehold buildings with a remaining lease term over 50 years

Leasehold buildings with a remaining lease term of less than 50 years

##### **Depreciation method and rate**

Not depreciated.

Depreciated to their residual values over their estimated remaining economic lives.

Depreciated over the shorter of their useful economic lives and the remaining period of the lease.

Residual values and useful economic lives are reviewed annually. Depreciation is charged on all additions to, or disposals of, depreciating assets in the year of purchase or disposal. Any impairment value is recognised immediately in the income statement.

## **Ruby Properties (Cumbernauld) Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 2 April 2022**

#### **Reserves**

The following describes the nature and purpose of each reserve within equity:

- Share capital account: The nominal value of the shares issued.
- Retained earnings: All other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.

#### **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.

#### **Statement of cash flows**

There were no cash movements for the Company as all transactions were settled using intercompany loans and current accounts and therefore no statement of cash flows is presented in these accounts.

#### **Dividends**

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

#### **Financial assets and liabilities**

##### **Recognition and measurement**

Loans to other Group undertakings and all other receivables are non-derivative financial assets, initially recognised at fair value, then subsequently carried at amortised cost. All receivables from other Group undertakings are not considered to be overdue or impaired.

Loans from other Group undertakings and all other payables are initially recorded at fair value, which is generally the proceeds received. They are then subsequently carried at amortised cost. All payables to other Group undertakings are repayable on demand.

## **2 Critical accounting judgements and key sources of estimation uncertainty**

The preparation of the financial statements under IFRS requires the Company to make estimates and assumptions that affect the application of policies and reported amounts. Estimates and judgements are continually evaluated and are based on historical experience and other factors including the expectation of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

#### **Depreciation of property, plant and equipment**

Depreciation is provided so as to write down the assets to their residual values over their estimated useful lives as set out above. The selection of these estimated useful lives and residual values requires the exercise of management judgement. During the financial year, following an annual review of the appropriateness of the Group's residual value for freehold and long leasehold building assets, it was deemed appropriate that the residual value for these assets should be reduced from 60% to 30% of the original cost. Consequently, the residual value for all assets within the same category was revised down, with the impact taken prospectively over the remaining lives of the assets.

## **Ruby Properties (Cumbernauld) Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 2 April 2022**

#### **Impairment of property, plant and equipment**

Property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review of impairment is conducted, the recoverable amount is determined based on either value in use calculations prepared on the basis of management's assumptions and estimates or a red book valuation report for the property that adheres to the Royal Institution of Chartered Surveyor's Valuation Professional Standards.

#### **3 Revenue**

The analysis of the company's revenue for the period from continuing operations is as follows:

	<b>52 weeks ended 2 April 2022 £ 000</b>	<b>53 weeks ended 3 April 2021 £ 000</b>
Rental income from a related party	<u>1,822</u>	<u>1,822</u>

Revenue is generated from operations within the United Kingdom.

#### **4 Operating profit**

Arrived at after charging

	<b>2022 £ 000</b>	<b>2021 £ 000</b>
Depreciation expense	<u>153</u>	<u>85</u>

A valuation of the property portfolio was performed for internal purposes in July 2021 and July 2022. Following these valuations and management's own internal assessment of individual properties in July 2021 and in July 2022, an impairment has been booked in current year.

#### **5 Employee information**

The company had 0 employees during the year (last year 0).

#### **6 Directors' emoluments**

No director received emoluments in respect of their services to the Company during the year (last year £Nil).

## Ruby Properties (Cumbernauld) Limited

### Notes to the Unaudited Financial Statements for the Year Ended 2 April 2022

#### 7 Income tax

Tax charged/(credited) in the income statement

	52 weeks ended 2 April 2022 £ 000	53 weeks ended 3 April 2021 £ 000
<b>Current taxation</b>		
UK corporation tax	342	-
UK corporation tax adjustment to prior periods	<u>1</u>	<u>-</u>
	<u>343</u>	<u>-</u>
<b>Deferred taxation</b>		
Arising from origination and reversal of temporary differences	4	4
Arising from changes in tax rates	<u>(5)</u>	<u>-</u>
Total deferred taxation	<u>(1)</u>	<u>4</u>
Tax expense in the income statement	<u><u>342</u></u>	<u><u>4</u></u>

The tax on (loss)/profit before tax for the period is higher than the standard rate of corporate tax in the UK of 19% (2021 - lower than the standard rate of corporate tax in UK of 19%).

The differences are reconciled below:

	52 weeks ended 2 April 2022 £ 000	53 weeks ended 3 April 2021 £ 000
Profit before tax	<u>1,669</u>	<u>1,737</u>
Corporation tax at standard rate	317	330
Increase in current tax from adjustment for prior periods	1	-
Increase from effect of expenses not deductible in determining taxable profit	29	16
Decrease arising from group relief tax reconciliation	-	(342)
Deferred tax credit relating to changes in tax rates	<u>(5)</u>	<u>-</u>
Total tax charge	<u><u>342</u></u>	<u><u>4</u></u>

## Ruby Properties (Cumbernauld) Limited

### Notes to the Unaudited Financial Statements for the Year Ended 2 April 2022

#### Deferred tax

Deferred tax movement during the period:

	At 4 April 2021 £ 000	Recognised in income £ 000	At 2 April 2022 £ 000
Accelerated tax depreciation	21	1	22

Deferred tax movement during the prior year:

	At 29 March 2020 £ 000	Recognised in income statement £ 000	At 3 April 2021 £ 000
Accelerated tax depreciation	25	(4)	21

The deferred tax asset arises from temporary differences in relation to property, plant and equipment.

#### 8 Property, plant and equipment

	Land and buildings £ 000	Furniture, fittings and equipment £ 000	Total £ 000
<b>Cost or valuation</b>			
At 29 March 2020	11,960	5,300	17,260
At 3 April 2021	11,960	5,300	17,260
At 4 April 2021	11,960	5,300	17,260
At 2 April 2022	11,960	5,300	17,260
<b>Depreciation</b>			
At 29 March 2020	2,789	5,300	8,089
Charge for period	85	-	85
At 3 April 2021	2,874	5,300	8,174
At 4 April 2021	2,874	5,300	8,174
Charge for the period	153	-	153
At 2 April 2022	3,027	5,300	8,327
<b>Carrying amount</b>			
At 2 April 2022	8,933	-	8,933
At 3 April 2021	9,086	-	9,086
At 29 March 2020	9,171	-	9,171

## Ruby Properties (Cumbernauld) Limited

### Notes to the Unaudited Financial Statements for the Year Ended 2 April 2022

#### 9 Accrued income

	As at 2 April 2022 £ 000	As at 3 April 2021 £ 000
Current accrued income	340	298
Non-current accrued income	190	530
Total accrued income	<u>530</u>	<u>828</u>

#### Details of accrued income

£190,000 (2021: £530,000) of accrued income is classified as non-current. Any revenue associated with fixed rental uplifts is recognized as accrued income in the statement of financial position and unwound over the remaining life of the lease.

#### 10 Non-cash movements

The Company does not have a bank account. All transactions are settled using intercompany loans and current accounts. The movements for the year comprise the following:

	52 weeks ended 2 April 2022 £ 000	53 weeks ended 3 April 2021 £ 000
Profit before tax	1,669	1,737
Decrease in accrued income	298	257
Depreciation	153	85
Funds generated from operations	<u>2,120</u>	<u>2,079</u>
Tax paid	<u>(1)</u>	<u>(340)</u>
Net funds generated from operating activities	<u>2,119</u>	<u>1,739</u>
Net movement in intercompany balances	<u>2,119</u>	<u>1,739</u>

#### 11 Share capital

##### Allotted, called up and fully paid shares

	As at 2 April 2022		As at 3 April 2021	
	No.	£	No.	£
Issued and fully paid of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

## **Ruby Properties (Cumbernauld) Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 2 April 2022**

#### **12 Related party transactions**

During the year, the Company had the following related party transactions and balances.

##### **Income and receivables from related parties**

	<b>Parent £ 000</b>
<b>2022</b>	
Rental income from a related party	2,120
Amounts receivable from related party	<u>574</u>

	<b>Parent £ 000</b>
<b>2021</b>	
Rental income from a related party	<u>2,079</u>

##### **Payables to related parties**

	<b>Parent £ 000</b>
<b>2021</b>	
Amounts payable to related party	<u>99</u>

##### **Loans to related parties**

	<b>Parent £ 000</b>
<b>2022</b>	
At start of year	(4,321)
Tax paid by Parent	344
Rental income from Parent	<u>(1,790)</u>
At end of year	<u>(5,767)</u>

	<b>Parent £ 000</b>
<b>2021</b>	
At start of year	(2,598)
Tax paid by Parent	344
Rental income from parent	<u>(2,067)</u>
At end of year	<u>(4,321)</u>

##### **Terms of loans from related parties**

Rental income from another Group undertaking excludes amounts relating to fixed rental uplift of £298,000 (last year uplift of £257,000).

As at 2 April 2022 the receivable £5,767,000 (last year £4,321,000) loan to another Group undertaking is non interest bearing. The current account receivable of £574,000 (last year current account payable of £99,000) is non interest bearing.

## **Ruby Properties (Cumbernauld) Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 2 April 2022**

#### **13 Parent and ultimate parent undertaking**

The Company's immediate parent is Marks and Spencer plc.

The ultimate parent is Marks and Spencer Group plc.

The most senior parent entity producing publicly available financial statements is Marks and Spencer Group plc. These financial statements are available upon request from the Company Secretary or are available on the website [www.marksandspencer.com/thecompany](http://www.marksandspencer.com/thecompany).

#### **Relationship between entity and parents**

The parent of the largest group in which these financial statements are consolidated is Marks and Spencer Group plc, incorporated in the United Kingdom.

The address of Marks and Spencer Group plc is:  
Waterside House, 35 North Wharf Road, London W2 1NW.

The parent of the smallest group in which these financial statements are consolidated is Marks and Spencer plc, incorporated in the United Kingdom.

The address of Marks and Spencer plc is:  
Waterside House, 35 North Wharf Road, London W2 1NW.