

Wooshii Limited

Unaudited Financial Statements

For Filing with Registrar

For the year ended 31 March 2020

Company Registration No. 06862880 (England and Wales)

Wooshii Limited

Company Information

Directors	M Carton	
	F Dyer-Smith	
	I Jacob	
	D Newton	(Appointed 10 February 2020)
	P Valia	
	J Simm	(Appointed 1 May 2020)
	A Robertson	(Appointed 28 September 2020)

Company number	06862860
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Registered office	Fifth Floor 55 King Street Manchester England M2 4LQ
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Accountants	Moore Kingston Smith LLP Charlotte Building 17 Gresse Street London W1T 1QL
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Business address	The Ministry 79-81 Borough Road London United Kingdom SE1 1DN
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Wooshii Limited

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Wooshii Limited

Balance Sheet

As at 31 March 2020

	Notes	2020 £	£	2019 £	£
Fixed assets					
Intangible assets			4,672		2,908
Tangible assets	4		3,275		5,012
Investments	5		2,306		2,305
			<u>10,253</u>		<u>10,225</u>
Current assets					
Debtors	6	1,041,829		422,699	
Cash at bank and in hand		1,401,914		52,667	
		<u>2,443,743</u>		<u>475,366</u>	
Creditors: amounts falling due within one year	7	<u>(1,017,370)</u>		<u>(623,545)</u>	
Net current assets/(liabilities)			<u>1,426,373</u>		<u>(148,179)</u>
Total assets less current liabilities			<u>1,436,626</u>		<u>(137,954)</u>
Creditors: amounts falling due after more than one year	8		(3,265,760)		-
Net liabilities			<u>(1,829,134)</u>		<u>(137,954)</u>
Capital and reserves					
Called up share capital	9		46,104		35,026
Share premium account			1,504,787		1,504,787
Capital redemption reserve			2,704		2,704
Other reserves			7,238		7,238
Profit and loss reserves			<u>(3,389,967)</u>		<u>(1,687,709)</u>
Total equity			<u>(1,829,134)</u>		<u>(137,954)</u>

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

For the financial year ended 31 March 2020 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Act 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.

Wooshii Limited

Balance Sheet (Continued)

As at 31 March 2020

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 2 February 2021 and are signed on its behalf by:

F Dyer-Smith

Director

Company Registration No. 06862860

Wooshii Limited

Statement of Changes in Equity For the year ended 31 March 2020

	Share capital	Share premium account	Capital redemption reserve	Other reserves/loss reserves	Profit and	Total
	£	£	£	£	£	£
Balance at 1 April 2018	34,657	1,440,157	2,704	5,667	(1,321,996)	161,189
Year ended 31 March 2019:						
Loss and total comprehensive income for the year	-	-	-	-	(367,284)	(367,284)
Issue of share capital	369	64,630	-	-	-	64,999
Other movements	-	-	-	1,571	1,571	3,142
Balance at 31 March 2019	35,026	1,504,787	2,704	7,238	(1,687,709)	(137,954)
Year ended 31 March 2020:						
Loss and total comprehensive income for the year	-	-	-	-	(1,702,258)	(1,702,258)
Issue of share capital	11,078	-	-	-	-	11,078
Balance at 31 March 2020	46,104	1,504,787	2,704	7,238	(3,389,967)	(1,829,134)

Wooshii Limited

Notes to the Financial Statements

For the year ended 31 March 2020

1 Accounting policies

Company information

Wooshii Limited is a private company limited by shares incorporated in England and Wales. The registered office is Fifth Floor, 55 King Street, Manchester, England, M2 4LQ.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest pound.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Going concern

These financial statements are prepared on the going concern basis. The directors have considered the impact that Covid-19 will have on the business and has a reasonable expectation that the company will continue in operational existence for the foreseeable future. The directors believe that the company will have sufficient funds to settle all of its liabilities as they fall due for at least 12 months from signing the financial statements.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

1.4 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date if the fair value can be measured reliably.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Patents, trademarks and licenses	33% straight line
Development costs	33% straight line

Wooshii Limited

Notes to the Financial Statements (Continued)

For the year ended 31 March 2020

1 Accounting policies

(Continued)

1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold improvements	10% straight line
Fixtures and fittings	33% straight line
Computers	33% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.7 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Wooshii Limited

Notes to the Financial Statements (Continued)

For the year ended 31 March 2020

1 Accounting policies

(Continued)

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.8 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.9 Financial instruments

The company only has basic financial instruments measured at amortised cost with no financial instruments classified as other or basic instruments measured at fair value.

1.10 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.11 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 profit and loss account 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 liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing 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 profit and loss account, 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.

Wooshii Limited

Notes to the Financial Statements (Continued)

For the year ended 31 March 2020

1 Accounting policies

(Continued)

1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.13 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.14 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

1.15 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was 23 (2019 - 16).

Wooshii Limited

Notes to the Financial Statements (Continued)

For the year ended 31 March 2020

3 Intangible fixed assets

	Intangibles £
Cost	
At 1 April 2019	27,045
Additions	4,609
	<u>31,654</u>
At 31 March 2020	31,654
Amortisation and impairment	
At 1 April 2019	24,137
Amortisation charged for the year	2,845
	<u>26,982</u>
At 31 March 2020	26,982
Carrying amount	
At 31 March 2020	4,672
	<u><u>2,908</u></u>
At 31 March 2019	<u><u>2,908</u></u>

4 Tangible fixed assets

	Land and buildings £	Plant and machinery etc £	Total £
Cost			
At 1 April 2019	2,872	10,034	12,906
Additions	-	3,176	3,176
Disposals	(2,872)	(1,008)	(3,880)
	<u>-</u>	<u>12,202</u>	<u>12,202</u>
At 31 March 2020	-	12,202	12,202
Depreciation and impairment			
At 1 April 2019	311	7,583	7,894
Depreciation charged in the year	287	2,043	2,330
Eliminated in respect of disposals	(598)	(699)	(1,297)
	<u>-</u>	<u>8,927</u>	<u>8,927</u>
At 31 March 2020	-	8,927	8,927
Carrying amount			
At 31 March 2020	-	3,275	3,275
	<u><u>2,561</u></u>	<u><u>2,451</u></u>	<u><u>5,012</u></u>
At 31 March 2019	<u><u>2,561</u></u>	<u><u>2,451</u></u>	<u><u>5,012</u></u>

Wooshii Limited

Notes to the Financial Statements (Continued)

For the year ended 31 March 2020

5 Fixed asset investments

	2020 £	2019 £
Investments	2,306	2,305

Movements in fixed asset investments

	Shares in group undertakings £
Cost or valuation	
At 1 April 2019	2,305
Additions	1
At 31 March 2020	2,306
Carrying amount	
At 31 March 2020	2,306
At 31 March 2019	2,305

6 Debtors

	2020 £	2019 £
Amounts falling due within one year:		
Trade debtors	688,228	398,296
Corporation tax recoverable	172,526	-
Amounts due from group undertakings	83,608	1,785
Other debtors	97,467	22,618
	1,041,829	422,699

7 Creditors: amounts falling due within one year

	2020 £	2019 £
Trade creditors	239,964	165,302
Other taxation and social security	53,749	29,433
Other creditors	723,657	428,810
	1,017,370	623,545

Wooshii Limited

Notes to the Financial Statements (Continued)

For the year ended 31 March 2020

8 Creditors: amounts falling due after more than one year

	2020 £	2019 £
Other creditors	3,265,760	-

On 17 May 2019 the company issued 3,240,000 5% Redeemable Preference Shares of £1 per share. The shares will mature after 3 years from the date of issue.

9 Called up share capital

	2020 £	2019 £
Ordinary share capital		
Issued and fully paid		
3,292,852 Ordinary shares of 1p each	32,929	32,929
209,739 Ordinary A shares of 1p each	2,097	2,097
1,107,765 Ordinary B shares of 1p each	11,078	-
	<u>46,104</u>	<u>35,026</u>

On 17 May 2019 the company issued 1,107,765 Ordinary Shares of £0.01 each, for a total of £360,000.

Return of assets

On a return of assets, the Preference Shares have preference for the distribution of assets for the original subscription price paid and the unpaid and accrued preference up to the date of return of capital. This is followed by the distribution of assets to the Ordinary, 'A' Ordinary & 'B' Ordinary (ranking pari passu) to cover their initial return. Any surplus assets still available for distribution are applied as follows:

Amounts will be paid, in proportion to number of shares held, up to a level where the 'B' Ordinary and Preference Shares have received in aggregate three times the total amounts invested.

Amounts will be paid to the holders of the equity shares, as if such holders of equity shares were treated as one class, and where the holders of the 'B' Ordinary Shares shall receive 75% of their respective pro rata shareholding.

Voting

The Ordinary, 'A' Ordinary and 'B' Ordinary Shares all rank pari passu in terms of voting rights. The Preference Shares have no voting rights.

Wooshii Limited

Notes to the Financial Statements (Continued)

For the year ended 31 March 2020

10 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

2020	2019
£	£
180,621	4,550

11 Related party transactions

Wooshii Limited has taken the exemption to disclose related party transactions under the same 100% control in accordance with FRS102 - Section 33 "Related Party Disclosures" paragraph 33.7.

During the year the company made sales of £9,684 (2019: £8,070) to Cogora Group Limited, a related party by virtue of common directorship. At the year end the company was owed £5,184 (2019: £nil) from Cogora Group Limited.

During the year the company incurred costs of £21,764 (2019: £18,137) from Darryl Newton Consulting Limited, £8,400 (2019: £7,000) from Ogmenta Limited and £457 (2019: £457) from Ian Jacob Associates Limited, all related parties by virtue of their common directorship. There were no outstanding amounts due to these companies at the year end.

Included within other debtors is an amount owed from the directors of £nil (2019: £39).

12 Parent company

There is no ultimate controlling party.

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