

**Report of the Director and
Financial Statements
for the Year Ended 31 December 2020
for
TANYGRAIG LIMITED**

TANYGRAIG LIMITED (REGISTERED NUMBER: 08254922)

**Contents of the Financial Statements
for the year ended 31 December 2020**

	Page
Company Information	1
Report of the Director	2
Report of the Independent Auditors	4
Statement of Comprehensive Income	7
Balance Sheet	8
Statement of Changes in Equity	9
Notes to the Financial Statements	10

TANYGRAIG LIMITED
Company Information
for the year ended 31 December 2020

Director: D K Mckay

Secretary: S J Tidemann

Registered office: Unit A Underwood Business Park
Wookey Hole Road
Wells
Somerset
BA5 1AF

Registered number: 08254922 (England and Wales)

Auditors: Haines Watts, Statutory Auditor
Northern Assurance Buildings
9-21 Princess Street
Manchester
M2 4DN

**Report of the Director
for the year ended 31 December 2020**

The director presents his report with the financial statements of the company for the year ended 31 December 2020.

In the previous accounting period the directors of the company took advantage under s477 of the Companies Act. Therefore the prior period financial statements were not subject to audit.

Principal activity

The company's principal activity during the year continued to be that of an investment holding company.

Directors

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

S P Kendall - Resigned 22 February 2020

B G Phillips - Resigned 22 February 2020

K K Sangha - Resigned 22 February 2020

W M Crossan - Resigned 22 February 2020

J Billowits - Appointed 22 February 2020 and resigned 30 September 2020

D K McKay - Appointed 22 February 2020

Going concern

The financial statements have been prepared on a going concern basis. The Directors have reviewed and considered the impact on the business of possible scenarios and the measures they have taken to date to mitigate the impact e.g. government support packages. Based on these assessments, given the measures that could be undertaken to mitigate the current adverse conditions, and the current resources available, the Directors have concluded that they can continue to adopt the going concern basis in preparing the annual report and accounts.

As at year end the company has net current liabilities. The company is dependent, in the absence of other funding, on the continued financial support from its parent company. The parent company has confirmed its commitment to provide the necessary support by providing adequate facilities.

On that basis the directors consider it appropriate to prepare the financial statements on a going concern basis.

Statement of director's responsibilities

The director is responsible for preparing the Report of the Director and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

Statement as to disclosure of information to auditors

So far as the director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

TANYGRAIG LIMITED (REGISTERED NUMBER: 08254922)

**Report of the Director
for the year ended 31 December 2020**

Auditors

The auditors, Haines Watts, Statutory Auditor, will be proposed for re-appointment at the forthcoming Annual General Meeting.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

On behalf of the board:

D K McKay - Director

22 December 2021

Report of the Independent Auditors to the Members of Tanygraig Limited

Opinion

We have audited the financial statements of Tanygraig Limited (the 'company') for the year ended 31 December 2020 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

However, not all future events or conditions can be predicted. The COVID-19 viral pandemic is one of the most significant economic events for the UK with unprecedented levels of uncertainty of outcomes. It is therefore difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and wider economy. The Directors' view on the impact of COVID-19 is disclosed in the accounting policies.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The director is responsible for the other information. The other information comprises the information in the Report of the Director, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Report of the Director for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Director has been prepared in accordance with applicable legal requirements.

Report of the Independent Auditors to the Members of Tanygraig Limited

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Director.

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Director.

Responsibilities of director

As explained more fully in the Statement of Director's Responsibilities set out on page two, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur. Audit procedures performed by the company engagement team included:

- identifying and assessing the design effectiveness of controls management has in place to prevent and detect fraud;
- understanding how those charged with governance considered and addressed the potential for override of controls or other inappropriate influence over the financial reporting process;
- identifying and testing journal entries, in particular and journal entries posted with unusual account combinations;
- assessing the extent of compliance with the relevant laws and regulations.

There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Other matters which we are required to address

The previous years figures were not audited, however we have obtained sufficient appropriate audit evidence that the opening balances do not contain misstatements that materially affect the current period's financial statements.

Report of the Independent Auditors to the Members of Tanygraig Limited

Use of our report

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

Antony Sassen (Senior Statutory Auditor)
for and on behalf of Haines Watts, Statutory Auditor
Northern Assurance Buildings
9-21 Princess Street
Manchester
M2 4DN

22 December 2021

TANYGRAIG LIMITED (REGISTERED NUMBER: 08254922)

**Statement of Comprehensive
Income
for the year ended 31 December 2020**

		2020	2019
	Notes	£	(Unaudited) £
Turnover		-	-
Administrative expenses		<u>(58,260)</u>	<u>(337,055)</u>
Operating loss	4	(58,260)	(337,055)
Income from shares in group undertakings		-	800,000
Interest receivable and similar income		<u>1</u>	<u>1</u>
(Loss)/profit before taxation		(58,259)	462,946
Tax on (loss)/profit	5	<u>-</u>	<u>60,056</u>
(Loss)/profit for the financial year		(58,259)	523,002
Other comprehensive income			
		-	(26,988)
Income tax relating to other comprehensive income		<u>-</u>	<u>-</u>
Other comprehensive income for the year, net of income tax		-	(26,988)
Total comprehensive income for the year		<u>(58,259)</u>	<u>496,014</u>

The notes on pages 10 to 14 form part of these financial statements

TANYGRAIG LIMITED (REGISTERED NUMBER: 08254922)

**Balance Sheet
31 December 2020**

		2020		2019
	Notes	£	£	(Unaudited) £
Fixed assets				
Investments	7	2,539,917		2,539,915
Current assets				
Debtors	8	6,528	18,982	
Cash at bank		1,950	1,198	
		8,478	20,180	
Creditors				
Amounts falling due within one year	9	3,227,687	3,181,128	
Net current liabilities		(3,219,209)		(3,160,948)
Total assets less current liabilities		(679,292)		(621,033)
Capital and reserves				
Called up share capital	10	9,644		9,644
Share premium	11	11,229		11,229
Retained earnings	11	(700,165)		(641,906)
Shareholders' funds		(679,292)		(621,033)

The financial statements were approved by the director and authorised for issue on 22 December 2021 and were signed by:

D K McKay - Director

TANYGRAIG LIMITED (REGISTERED NUMBER: 08254922)

**Statement of Changes in Equity
for the year ended 31 December 2020**

	Called up share capital £	Retained earnings £	Share premium £
Balance at 1 January 2019	10,030	(1,480,188)	1,134,852
Changes in equity			
Reduction in share capital	(386)	-	11,229
Capital redemption	-	1,142,268	(1,134,852)
Dividends	-	(800,000)	-
Total comprehensive income	-	496,014	-
Balance at 31 December 2019	<u>9,644</u>	<u>(641,906)</u>	<u>11,229</u>
Changes in equity			
Total comprehensive income	-	(58,259)	-
Balance at 31 December 2020	<u>9,644</u>	<u>(700,165)</u>	<u>11,229</u>
	Capital redemption reserve £	Other reserves £	Total equity £
Balance at 1 January 2019	7,416	(54,745)	(382,635)
Changes in equity			
Reduction in share capital	-	54,745	65,588
Capital redemption	(7,416)	-	-
Dividends	-	-	(800,000)
Total comprehensive income	-	-	496,014
Balance at 31 December 2019	<u>-</u>	<u>-</u>	<u>(621,033)</u>
Changes in equity			
Total comprehensive income	-	-	(58,259)
Balance at 31 December 2020	<u>-</u>	<u>-</u>	<u>(679,292)</u>

The notes on pages 10 to 14 form part of these financial statements

**Notes to the Financial Statements
for the year ended 31 December 2020**

1. Statutory information

Tanygraig Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. Statement of compliance

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

3. Accounting policies

Basis of preparing the financial statements

The financial statements have been prepared under the historical cost convention.

Going concern

As at year end the company has net current liabilities. The company is dependent, in the absence of other funding, on the continued financial support from its parent company. The parent company has confirmed its commitment to provide the necessary support by providing adequate facilities. On that basis the directors consider it appropriate to prepare the financial statements on a going concern basis.

Fixed asset investments

Interests in subsidiaries 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.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

Basic financial assets

Basic financial assets, which include other debtors, amounts owed by group undertakings and cash and bank balances are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including other creditors and amounts owed to group undertakings, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Equity instruments

**Notes to the Financial Statements - continued
for the year ended 31 December 2020**

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

Financial Reporting Standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland':

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of paragraph 3.17(d);
- the requirements of paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of paragraphs 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirement of paragraph 33.7;
- the requirements of paragraph 24(b) of IFRS 6.

Related party exemption

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Functional and presentation currency

The company's functional and presentational currency is GBP.

Foreign transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rate at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

4. Operating loss

The operating loss is stated after charging/(crediting):

	2020	2019
		(Unaudited)
	£	£
Foreign exchange differences	<u>(97)</u>	<u>-</u>

The audit fee has been borne by another group company.

TANYGRAIG LIMITED (REGISTERED NUMBER: 08254922)

**Notes to the Financial Statements - continued
for the year ended 31 December 2020**

5. Taxation

Analysis of the tax credit

The tax credit on the loss for the year was as follows:

	2020	2019 (Unaudited)
	£	£
Current tax:		
UK corporation tax	-	(60,056)
Tax on (loss)/profit	-	(60,056)

Reconciliation of total tax credit included in profit and loss

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2020	2019 (Unaudited)
	£	£
(Loss)/profit before tax	(58,259)	462,946
(Loss)/profit multiplied by the standard rate of corporation tax in the UK of 19% (2019 - 19%)	(11,069)	87,960
Effects of:		
Expenses not deductible for tax purposes	11,069	3,984
Income not taxable for tax purposes	-	(152,000)
Total tax credit	-	(60,056)

Tax effects relating to effects of other comprehensive income

	Gross £	Tax £	2019 Net £
Share purchase and cancellation	(26,988)	-	(26,988)

6. Dividends

	2020	2019 (Unaudited)
	£	£
Ordinary shares of £1 each		
Interim	-	800,000

TANYGRAIG LIMITED (REGISTERED NUMBER: 08254922)

**Notes to the Financial Statements - continued
for the year ended 31 December 2020**

7. Fixed asset investments

	Shares in group undertakings £
Cost	
At 1 January 2020	2,539,915
Disposals	<u>2</u>
At 31 December 2020	<u>2,539,917</u>
Net book value	
At 31 December 2020	<u>2,539,917</u>
At 31 December 2019	<u>2,539,915</u>

8. Debtors: amounts falling due within one year

	2020	2019 (Unaudited)
	£	£
Amounts owed by group undertakings	6,528	18,332
Other debtors	<u>-</u>	<u>650</u>
	<u>6,528</u>	<u>18,982</u>

9. Creditors: amounts falling due within one year

	2020	2019 (Unaudited)
	£	£
Amounts owed to group undertakings	3,227,678	3,181,122
Other creditors	2	6
Accruals and deferred income	<u>7</u>	<u>-</u>
	<u>3,227,687</u>	<u>3,181,128</u>

10. Called up share capital

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2020	2019
			£	£
5,446	Ordinary	£1	5,446	5,446
4,198	Ordinary A	£1	<u>4,198</u>	<u>4,198</u>
			<u>9,644</u>	<u>9,644</u>

TANYGRAIG LIMITED (REGISTERED NUMBER: 08254922)

**Notes to the Financial Statements - continued
for the year ended 31 December 2020**

11. Reserves

	Retained earnings £	Share premium £	Totals £
At 1 January 2020	(641,906)	11,229	(630,677)
Deficit for the year	(58,259)	-	(58,259)
At 31 December 2020	<u>(700,165)</u>	<u>11,229</u>	<u>(688,936)</u>

12. Ultimate controlling party

Tanygraig Limited is a wholly owned subsidiary of Datamine Corporate Limited, a company registered in the UK.

The ultimate parent company and controlling party is Constellation Software Inc, a company incorporated in Canada and listed on the Toronto Stock Exchange. The smallest and largest consolidated accounts which include Tanygraig Limited are the Constellation Software Inc. group accounts.

The consolidated accounts of Constellation Software Inc are available to the public and may be obtained from Constellation Software Inc. 1200-20 Adelaide Street, East Toronto, ON M5C 2T6, Canada.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.