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SGN Limited

Annual Report and Consolidated Financial Statements

for the Period from 1 April 2019 to 29 March 2020

SGN Limited

Contents

SGN Limited

Company Information

Directors	G F Peacock
	S M Tobbell
	P Courtney
Company secretary	M S Copland
Registered office	3C Twyford Court High Street Dunmow Essex CM6 1AE
Solicitors	Mills & Reeve LLP 1 St James Court Whitefriars Norwich Norfolk NR3 1RU
Bankers	HSBC Plc Pall Mall 69 Pall Mall London SW1Y 5EY
Auditors	Lambert Chapman LLP Chartered Accountants and Registered Statutory Auditors 3 Warners Mill Silks Way Braintree Essex CM7 3GB

Strategic Report for the period from 1 April 2019 to 29 March 2020

The directors present their Strategic Report for SGN Limited (the "Company") and its subsidiaries (the "Group") together with the audited financial statements for the period ended 29 March 2020 (52 weeks).

Sections

Group highlights
Group objectives and business model
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Group highlights

The Group has reported the financial statements in accordance with International Financial Reporting Standards (IFRSs), which were adopted during the year, the prior year results were reported under Financial Reporting Standard 102. As a consequence of the IFRS adoption, the prior year comparatives have been restated.

The Group's principal activity is fuel retailing, although it also drives profit from convenience stores and renting ancillary properties to tenants. The Group owned 51 operational petrol filling stations branded Texaco, BP, Esso, Jet and Shell, 2 operational convenience stores branded Budgens and 9 investment property petrol filling stations at the end of the reporting period.

The Group acquired 32 trading petrol stations during March 2019 and April 2019 and an additional 2 trading petrol stations in the reporting period, these acquisitions generated most of the year on year turnover increase.

Performance in the reporting period has been strong, there has been a minimal change in the number of competitors in the market and consumer demand for fuel has remained stable.

The Directors use a number of key performance indicators ("KPIs") to track the daily and weekly performance of the Group. These focus on shareholder returns and funds, EBITDA, growth, profitability and cash.

Shareholder's funds grew 23.6% to £47.6m (2019: £38.5m), EBITDA after adjusting for non recurring restructuring costs and other finance costs is £11.7m (2019: £1.7m) and cash increased to £11.2m from £5m at the end of the period.

Group objectives and business model

The Group's purpose is to provide its customers with a high quality petrol and retail offer on the forecourt, this is achieved through collaborating with the premium fuel brands and shop suppliers.

The Group recognises that customers buying habits are changing with convenience at the forefront of consumers' minds, this has been even more apparent with the Covid-19 pandemic. The Group are ideally placed to serve this demand with its network of sites and recognisable brands.

The Group primarily operates through a long established and successful Company owned agent (or retailer) operated model, where the Group retain the rights and responsibilities of business owner, while effectively sub-contracting the site operation to the retailer or operator.

The retailer is remunerated on a commission structure where they are incentivised to deliver a quality proposition and maximise the returns on site. The partnership with the retailers is flexible and collaborative, with the parties working together to maintain the sites to required standards, ensuring customer retention, this is of particular importance in residential locations.

The convenience stores are direct managed operations.

Business and regulatory environment

The UK economic climate has been experiencing a period of uncertainty following the 2016 referendum result, even more so as the UK heads toward leaving the European Union at the end of 2020. Consequently, the economy continues to see some volatility on the Euro and US dollar, although the former currency does not influence to any significant degree the Group's buying or sales.

Several themes have emerged during the continuing consolidation and modernisation of the UK fuel retailing industry, with oil majors divesting sites and hypermarkets focussing on their core retail operations:

Strong fuel brands: Continue to pull consumers onto site, reflecting heavy investment in promotions and branding.

Competitive pricing: Most consumers are willing to shop around for the lowest price per litre in the local area, to enhance margins fuel retailers introduce POS marketing to induce trading up to premium fuels.

Non-fuel offer: The convenience food and food to go offer is a major draw for customers whether purchasing fuel or not. Ranges tailored around specific shopping missions help to raise sales density.

Convenient locations: The characteristics of a "prime site" for fuel retail varies by type of location (e.g. urban residential, urban transient, trunk road transient, urban commercial, rural transient and rural local) but is mainly dependent on local population, demographics, traffic flow and ease of access and egress.

No changes to any taxes or duties occurred during the reporting period.

Financial Review

Trading conditions during the reporting year were favourable and the Group delivered strong financial performance. Revenues were £176m (2019: £34m), operating profit was £11.3m (2019: £3m) and profit after tax was £6.9m (2019: £2m).

At 29 March 2020, the Group had net assets of £47.6m (2019: £38.5m), net current liabilities of £6.4m (net current assets 2019: £7.6m) and cash and cash equivalents of £11.2m (2019: £5m).

Strategy

The Group's overriding strategy is to continue to provide the consumer with a premium fuel and retail offer. The Group will invest in sites to generate strong returns and continue to enhance profitability for shareholders.

The acquisition strategy is to look for opportunities to add quality sites to the portfolio that complement the existing network and enable the Group to benefit from further economies of scale.

The Group searches for continuous improvements, from training its staff, building new supplier relationships and improving the offer on site for customers.

Principal risks and uncertainties

Impact of Covid-19

The directors are taking all the necessary steps to mitigate the risk to the business as a result of Covid-19. At the outset of lockdown the business experienced a significant drop in fuel volumes due to reduced traffic flows, this was somewhat offset by very strong profit margins assisted by the falling price of oil. Volumes have been steadily increasing over the course of lockdown and are now back to 75% - 85% of pre-lockdown levels. The petrol filling station shops and convenience stores have significantly outperformed expectations during the same period with customers looking for convenience above excessive queueing at the supermarkets. Looking forward, the directors expect trading to continue to improve as further restrictions are lifted and society opens up to a level of normality.

Macroeconomic Risk

As we approach a critical time in the process of the United Kingdom leaving the European Union the prevailing uncertainty has to be managed and closely monitored.

The Directors are alert to the threat posed by the Brexit process, however, they are confident that the Group possesses the resources - both financial and managerial - to withstand any adverse change in macroeconomic conditions.

Financial, Liquidity, Cash Flow and Credit Risks

The Group monitors cash balances and cash flows as part of its day-to-day control procedures. The Directors consider all aspects of liquidity, cash and cash flows on a weekly and monthly basis to ensure that appropriate investment decisions are made. Similarly, the Directors have throughout the course of this financial period ensured that the Group has retained substantial cash balances.

The Group's principal financial assets are cash and cash in transit. The Directors consider there to be a negligible credit risk in respect of the cash balances on the basis that they are held at a reputable financial institution.

Security, Safety, Health and Environmental Risk ("SSHE")

The Group places great importance and focus upon the safety and health of its customers, its employees and all others whom may be affected by its business activities.

Environmental awareness in respect of the storage, handling, sale and distribution of petroleum products has a high profile within the Group and the Directors are aware of the environmental contamination risks arising from these activities.

The Directors are all of the opinion that this focus on SSHE matters is an important factor in the mitigation of SSHE risk and that there is a low risk of SSHE matters having a material impact on the financial results and position of the Group.

Product, Price and Volatility Risk

The Directors recognise that the Group's input prices are influenced by movements on global prices for crude oil and wholesale refined products. To manage the volatility risk the Directors monitor input prices daily and competitor retail prices, stocks are monitored by a specialist 3rd party operation.

Section 172(1) statement

The directors understand that successful relationships with the Company's and Group's multiple stakeholders are critical to the success of the business and of utmost importance to the wider community. The impact on stakeholders of decisions made at Board level are carefully considered before a course of action is taken.

Employees

Key Interests

- Pay and Benefits
- Job satisfaction
- Career development
- Security
- Welfare

Methods of Engagement

- Success is rewarded from both a Company and personal perspective
- Benefits package offered
- Career progression and opportunities for development
- Communication between Board and employees - verbally and via electronic means

Customers

Key Interests

- Convenience
- Safety
- Fair pricing policies
- Customer Service

Methods of Engagement

- Customer feedback
- Social media engagement
- Promotional activity

Contract Agents

Key Interests

- Training
- Site development
- Support and guidance

Methods of Engagement

- Operational support provided by Area Managers
- Training and assistance for individuals and their business
- Clear operating model generates clear benefits to both parties

Suppliers

Key Interests

- Long term relationships
- High sales volumes
- Payment term compliance

Methods of Engagement

- Close working relationships fostered with all suppliers
- Training of staff in brand adherence
- Promotional support

Communities

Key Interests

- Community focused products
- Environmental factors
- Social factors

Methods of Engagement

- Regular site audits undertaken by Operations team
- Local marketing and customer engagement
- Risk assessments, policies and procedures.

Landlords

Key Interests

• Payment of rents - in full and on time
• Maintaining the sites

Methods of Engagement

• Development of relationships
• Timely and accurate payments
• Constant review of sites by Operations.

Government

Key Interests

• Planning requirements
• Taxation
• Carbon reduction

Methods of Engagement

• Use of third party expertise
• Building a trustworthy reputation with stakeholders
• Energy efficiency programs

Approved by the Board on 23/09/20 and signed on its behalf by:

....
G F Peacock
Director

....
S M Tobbell
Director

Directors' Report for the Period from 1 April 2019 to 29 March 2020

The directors present their report and the consolidated financial statements for the period from 1 April 2019 to 29 March 2020.

Directors' of the group
The directors, who held office during the period, were as follows:

G F Peacock

S M Tobbell

P Courtney

Principal activity
The principal activity of the company is that of the operation of petrol stations, convenience stores and ancillary services.

Environmental report
We have considered the recommendations of the Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD) when preparing this report. These recommendations encourage businesses to increase disclosure of climate-related information, with an emphasis on financial disclosure. SGN Limited supports these recommendations and are committed to disclosing the relevant information which can be found below.

This is the first year that the Group is required to provide information on emissions relating to the use of electricity, therefore, there aren't any comparatives and this reporting year will become the base year. The Group operates 51 petrol filling stations and 2 convenience stores around the UK, each site has its own electricity supply and meter.

Methodology

Total usage for the year has been extracted from invoices from the energy providers in KWh, where usage for the full reporting period was unavailable or where the usage exceeded the reporting year the figures have been adjusted pro rata to equal the reporting year.

The KWh total by site is multiplied by 0.256kg of CO_2 to derive the total CO_2 emissions on an individual site basis and in total for the Group. The 0.256kg of CO_2 multiplier was extracted from the UK government greenhouse gas conversion factors - 2019 methodology paper.

Results

The annualised usage in KWh for the Group for the reporting year was 5.55m KWh, this converts to 1,420,994kgCO_2e.

Emissions and energy consumption
Summary of greenhouse gas emissions and energy consumption for the period from 1 April 2019 to 29 March 2020:

	Annualised KWh	**CO2 Total**
Global Fuel (UK) Ltd	1,762,031	451,080
SGN Ltd	665,727	170,426
TG Convenience Stores Ltd	3,123,002	799,488
Group Total	5,550,760	1,420,994

Action

The Group and company is committed to continuous improvement in this area by replacing old equipment with new energy efficient equipment. During the reporting period, 8 sites were subject to new energy efficient equipment installations, with another 16 sites planned for the next reporting period.

The Group and company will monitor usage during the period to ensure the new equipment is reducing the usage and consequently the CO2 emissions and take any remedial action where necessary.

Future developments

The information regarding the future developments has been disclosed in the strategic report on page 2 of the financial statements.

Going concern

The directors are of the opinion that the company is a going concern based on cashflow forecasts and recent management 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 and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Approved by the Board on 23/09/20 and signed on its behalf by:

....

G E Peacock

Director

....

S M Tobbell

Director

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union 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 group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors' Remuneration

This report for the period ended 29 March 2020 sets out the policies under which Directors are remunerated.

The key objectives in determining Directors remuneration are to:
- Ensure that members of executive management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company;
- Review the ongoing appropriateness and relevance of the remuneration policy; and
- Approve the design of, and determine targets for, any performance related pay schemes operated by the company and approve the annual payments made under such schemes.

Remuneration policy

The remuneration is decided by G F Peacock and S M Tobbell.

Directors are not involved in determination of any aspect of their own remuneration.

	29 March 2020 £	31 March 2019 £
Remuneration		
Salary	91,456	67,605
Pension	3,442	806
	94,898	68,411

	Share Class	29 March 2020 Number of A and B shares	29 March 2020 % of issued share capital	31 March 2019 Number of A and B shares	31 March 2019 % of issued share capital
G F Peacock	Ordinary A	2,456,706	46.58%	2,456,706	46.58%
S M Tobbell	Ordinary A	2,456,706	46.58%	2,456,706	46.58%
G F Peacock	Ordinary B	90,000	1.71%	90,000	1.71%
S M Tobbell	Ordinary B	90,000	1.71%	90,000	1.71%
P Courtney	Ordinary B	90,000	1.71%	90,000	1.71%

Independent Auditor's Report to the Members of SGN Limited

Opinion

We have audited the financial statements of SGN Limited (the 'parent company') and its subsidiaries (the 'group') for the period from 1 April 2019 to 29 March 2020, which comprise the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Statement of Financial Position, Consolidated Statement of Changes in Equity, Statement of Changes in Equity, Consolidated Statement of Cash Flows, 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 29 March 2020 and of the group's profit for the period then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the company's financial statements, as applied in accordance with the provisions of the companies Act 2006; 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 Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report 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 there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Independent Auditor's Report to the Members of SGN Limited

Opinion on other matter 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 Strategic Report and Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of our knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Responsibilities of directors
As explained more fully in the Statement of Directors' Responsibilities set out on page 9, the directors are 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 directors determine is 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 directors are responsible for assessing the group's and the parent 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 directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's 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 an auditor's report 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.

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 auditor's report.

As part of an audit in accordance with ISAs (UK), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

Independent Auditor's Report to the Members of SGN Limited

- *Conclude on the appropriateness of the directors' use of the going concern basis of accounting and*, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's or the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

Lambert Chapman LLP
....
Sean Wiegand FCA (Senior Statutory Auditor)
For and on behalf of Lambert Chapman LLP, Statutory Auditor

3 Warners Mill
Silks Way
Braintree
Essex
CM7 3GB

Date: 23.09.2020

SGN Limited

Consolidated Income Statement for the Period from 1 April 2019 to 29 March 2020

	Note	2020 £	(As restated) 2019 £
Revenue	4	175,953,382	34,016,086
Cost of sales		(159,789,936)	(30,739,837)
Gross profit		16,163,446	3,276,249
Administrative expenses		(7,599,704)	(3,025,411)
Profit/ (Loss) on disposal of fixed assets	6	208,273	2,625,368
Fair value adjustment associated with investment properties		924,305	-
Other operating income	5	1,642,433	854,658
Other income		-	-
Exceptional items	7	-	(665,943)
Operating profit	8	11,338,753	3,064,921
Interest payable and similar expenses	10	(2,444,684)	(442,200)
Other interest receivable and similar income	9	7,287	2,432
Profit before tax		8,901,356	2,625,153
Tax expense	14	(1,977,938)	(610,248)
Profit for the period		6,923,418	2,014,905
Profit/(loss) attributable to:			
Owners of the company		6,923,418	2,014,905

The above results were derived from continuing operations.

SGN Limited

Consolidated Statement of Comprehensive Income for the Period from 1 April 2019 to 29 March 2020

	2020	(As restated) 2019
	£	£
Profit for the period	6,923,418	2,014,905
Items that will not be reclassified subsequently to profit or loss		
Surplus/(deficit) on property, plant and equipment revaluation before tax	2,618,931	3,822,682
Deferred tax on property, plant and equipment revaluation	(484,686)	(726,310)
	2,134,245	3,096,372
Total comprehensive income for the period	9,057,663	5,111,277
Total comprehensive income attributable to:		
Owners of the company	9,057,663	5,111,277

The notes on pages 25 to 57 form an integral part of these financial statements.

SGN Limited

(Registration number: 10422514)
Consolidated Statement of Financial Position as at 29 March 2020

	Note	29 March 2020 £	(As restated) 31 March 2019 £
Assets			
Non-current assets			
Intangible assets	15	2,173,176	2,173,176
Property, plant and equipment	16	100,034,390	80,782,088
Right of use assets	17	3,925,877	-
Investment properties	18	27,126,295	25,226,912
		133,259,738	108,182,176
Current assets			
Inventories	21	2,692,040	2,325,585
Trade and other receivables	22	1,768,640	15,274,917
Deferred tax asset	14	33,741	-
Cash and cash equivalents	23	11,263,459	5,033,766
		15,757,880	22,634,268
Total assets		149,017,618	130,816,444
Liabilities			
Current liabilities			
Trade and other payables	24	15,467,530	11,104,887
Loans and borrowings	25	5,719,146	3,219,146
Corporation tax liability		777,042	722,762
Right of use liability	17	186,487	-
		22,150,205	15,046,795
Net (current liabilities)/ assets		(6,392,325)	7,587,473
Non-current liabilities			
Loans and borrowings	25	69,083,206	71,543,926
Provisions	28	498,765	737,500
Deferred tax liabilities	14	5,988,329	4,973,549
Right of use liability	17	3,724,776	-
		79,295,076	77,254,975
Net assets		47,572,337	38,514,674

SGN Limited

(Registration number: 10422514)
Consolidated Statement of Financial Position as at 29 March 2020

	Note	29 March 2020 £	(As restated) 31 March 2019 £
Equity			
Share capital	26	8,513	8,513
Share premium		30,995,530	30,995,530
Revaluation reserve		5,148,933	3,014,688
Investment property reserve		748,687	-
Merger relief reserve		2,899,569	2,899,569
Retained earnings		7,771,105	1,596,374
Total equity		47,572,337	38,514,674

Approved by the Board on 23/09/20 and signed on its behalf by:

G F Peacock
Director

S M Tobbell
Director

SGN Limited

(Registration number: 10422514)
Statement of Financial Position as at 29 March 2020

	Note	29 March 2020 £	(As restated) 31 March 2019 £
Assets			
Non-current assets			
Intangible assets	15	667,051	667,051
Property, plant and equipment	16	1,691,386	1,145,279
Right of use assets	17	2,525,931	-
Investment properties	18	1,750,706	1,750,706
Investments in subsidiaries, joint ventures and associates	19	28,709,465	28,709,465
		35,344,539	32,272,501
Current assets			
Inventories	21	309,066	296,265
Trade and other receivables	22	21,899,224	24,967,176
Deferred tax asset	14	33,741	-
Cash and cash equivalents	23	4,021,199	1,288,610
		26,263,230	26,552,051
Total assets		61,607,769	58,824,552
Liabilities			
Current liabilities			
Trade and other payables	24	1,364,126	929,474
Loans and borrowings	25	2,830,332	816,916
Right of use liability	17	86,942	-
		4,281,400	1,746,390
Net current assets		21,981,830	24,805,661
Non-current liabilities			
Loans and borrowings	25	16,136,139	18,967,156
Deferred tax liabilities	14	171,530	-
Right of use liability	17	2,446,573	-
		18,754,242	18,967,156
Net assets		38,572,127	38,111,006

The notes on pages 25 to 57 form an integral part of these financial statements.

SGN Limited

(Registration number: 10422514)
Statement of Financial Position as at 29 March 2020

	Note	29 March 2020 £	(As restated) 31 March 2019 £
Equity			
Share capital	26	8,513	8,513
Share premium		30,995,530	30,995,530
Revaluation reserve		271,612	-
Merger relief reserve		2,899,569	2,899,569
Retained earnings		4,396,903	4,207,394
Total equity		38,572,127	38,111,006

The company made a profit after tax for the financial period of £189,509 (2019 £4,707,611).

Approved by the Board on 22/09/20 and signed on its behalf by:

G E Peacock
Director

S M Tobbell
Director

The notes on pages 25 to 57 form an integral part of these financial statements.

SGN Limited

Consolidated Statement of Changes in Equity for the Period from 1 April 2019 to 29 March 2020

	Share capital £	Share premium £	Revaluation reserve £	Investment property reserve £	Merger relief reserve £	Retained earnings £	Total £	Total equity £
At 1 April 2019 (as restated)	8,513	30,995,530	3,014,688	-	2,899,569	1,596,374	38,514,674	38,514,674
Profit for the period	-	-	-	-	-	6,923,418	6,923,418	6,923,418
Other comprehensive income	-	-	2,134,245	-	-	-	2,134,245	2,134,245
Total comprehensive income	-	-	2,134,245	-	-	6,923,418	9,057,663	9,057,663
Investment property reserve transfer	-	-	-	748,687	-	(748,687)	-	-
At 29 March 2020	8,513	30,995,530	5,148,933	748,687	2,899,569	7,771,105	47,572,337	47,572,337

	Share capital £	Share premium £	Revaluation reserve £	Investment property reserve £	Merger relief reserve £	Retained earnings £	Total £	Total equity £
At 2 April 2018	4,240	4,999,362	-	-	-	(500,215)	4,503,387	4,503,387
Profit for the period (as restated)	-	-	-	-	-	2,014,905	2,014,905	2,014,905
Other comprehensive income	-	-	3,096,372	-	-	-	3,096,372	3,096,372
Total comprehensive income	-	-	3,096,372	-	-	2,014,905	5,111,277	5,111,277
Issue of new shares	4,273	25,996,168	-	-	2,899,569	-	28,900,010	28,900,010
Transfers	-	-	(81,684)	-	-	81,684	-	-
At 31 March 2019 (as restated)	8,513	30,995,530	3,014,688	-	2,899,569	1,596,374	38,514,674	38,514,674

SGN Limited

Statement of Changes in Equity for the Period from 1 April 2019 to 29 March 2020

	Share capital £	Share premium £	Revaluation reserve £	Merger relief reserve £	Retained earnings £	Total £
At 1 April 2019 (as restated)	8,513	30,995,530	-	2,899,569	4,207,394	38,111,006
Profit for the period	-	-	-	-	189,509	189,509
Other comprehensive income	-	-	271,612	-	-	271,612
Total comprehensive income	-	-	271,612	-	189,509	461,121
At 29 March 2020	8,513	30,995,530	271,612	2,899,569	4,396,903	38,572,127

	Share capital £	Share premium £	Revaluation reserve £	Merger relief reserve £	Retained earnings £	Total £
At 2 April 2018 (as restated)	4,240	4,999,362	-	-	(500,217)	4,503,385
Profit for the period	-	-	-	-	4,707,611	4,707,611
Total comprehensive income	-	-	-	-	4,707,611	4,707,611
Issue of new shares	4,273	25,996,168	-	2,899,569	-	28,900,010
At 31 March 2019 (as restated)	8,513	30,995,530	-	2,899,569	4,207,394	38,111,006

The notes on pages 25 to 57 form an integral part of these financial statements.

SGN Limited

Consolidated Statement of Cash Flows for the Period from 1 April 2019 to 29 March 2020

	Note	2020 £	(As restated) 2019 £
Cash flows from operating activities			
Profit for the period		6,923,418	2,014,905
Adjustments to cash flows from non-cash items			
Depreciation and amortisation	8	995,193	276,093
Impairment of assets		-	123,461
Depreciation on right of use assets	17	308,166	-
Changes in fair value of investment property	18	(924,305)	-
Profit on disposal of fixed assets and investment property	6	(208,273)	(2,635,496)
Finance income	9	(7,287)	(2,432)
Finance costs	10	2,444,684	442,200
Tax expense	14	1,977,938	610,248
Contributions received in provisions and reserves		73,405	-
Release of Bank Fees		114,399	49,325
		11,697,338	878,304
Working capital adjustments			
Increase in inventories	21	(366,455)	(1,027,213)
Decrease/(increase) in trade and other receivables	22	13,506,277	(14,359,217)
Increase in trade and other payables	24	3,804,516	7,891,433
(Decrease)/increase in provisions	28	(238,735)	737,500
Cash generated from operations		28,402,941	(5,879,193)
Tax paid	14	(1,427,307)	(404,386)
Net cash flow from operating activities		26,975,634	(6,283,579)
Cash flows from investing activities			
Interest received	9	7,287	2,432
Acquisitions of property plant and equipment	16	(17,701,972)	(43,261,522)
Proceeds from sale of property plant and equipment		-	173,905
Proceeds from sale of intangible assets		-	324,999
Acquisition of investment properties	18	(4,205,079)	(11,495)
Proceeds from sale of investment properties		3,438,273	13,361,698
Purchase of subsidiary undertakings		-	(28,709,468)
Cash acquired with subsidiary undertakings		-	2,609,613
Net cash flows from investing activities		(18,461,491)	(55,509,838)

Consolidated Statement of Cash Flows for the Period from 1 April 2019 to 29 March 2020

	Note	2020 £	(As restated) 2019 £
Cash flows from financing activities			
Interest paid		(1,803,521)	(442,200)
Proceeds from issue of ordinary shares, net of issue costs		-	28,900,010
Proceeds from bank borrowing draw downs		2,950,000	61,099,000
Repayment of bank borrowing		(2,666,694)	(5,335,825)
Capitalisation of Directors loan account		-	(20,000,000)
Proceeds from directors loans		-	2,000,000
Principal paid on Right of Use Asset		(351,527)	-
Contribution for acquiring lease		150,000	-
Payment of bank loan fees and associated costs		(537,637)	(265,254)
Net cash flows from financing activities		(2,259,379)	65,955,731
Net increase in cash and cash equivalents		6,254,764	4,162,314
Cash and cash equivalents at 1 April		5,033,766	871,452
Cash and cash equivalents at 29 March		11,263,459	5,033,766

SGN Limited

Statement of Cash Flows for the Period from 1 April 2019 to 29 March 2020

	Note	2020 £	(As restated) 2019 £
Cash flows from operating activities			
Profit for the period		189,509	4,707,611
Adjustments to cash flows from non-cash items			
Depreciation and amortisation		139,034	139,345
Impairment of assets		-	113,333
Depreciation on right of use assets		199,830	-
Profit on disposal of property plant and equipment		-	(28,139)
Profit on disposal of intangible assets		-	(29,418)
Finance income		(7,082)	(2,110)
Finance costs		702,790	253,315
Tax expense		74,078	-
Dividend income		(1,000,000)	(6,000,000)
		298,159	(846,063)
Working capital adjustments			
(Increase)/decrease in inventories	21	(12,801)	354,808
Decrease/(increase) in trade and other receivables	22	3,067,951	(24,626,656)
Increase/(decrease) in trade and other payables	24	180,571	(615,200)
Net cash flow from operating activities		3,533,880	(25,733,111)
Cash flows from investing activities			
Interest received		7,082	2,110
Acquisition of subsidiaries	19	-	(28,709,465)
Acquisitions of property plant and equipment	16	(349,818)	(70,519)
Proceeds from sale of property plant and equipment		-	173,905
Proceeds from sale of intangible assets		-	324,999
Acquisition of investment properties		-	(1,530)
Dividend income	9	1,000,000	6,000,000
Net cash flows from investing activities		657,264	(22,280,500)
Cash flows from financing activities			
Interest paid	10	(534,017)	(219,990)
New Bank loan Arrangement costs paid		-	(249,251)
Proceeds from issue of ordinary shares, net of issue costs		-	28,900,010
Proceeds from bank borrowing draw downs		-	18,000,000
Proceeds from directors loan	32	-	2,000,000
Repayment of bank borrowing		(900,000)	-
Contribution for acquiring lease		150,000	-
Principal paid on right of use lease liabilities		(174,538)	-
Net cash flows from financing activities		(1,458,555)	48,430,769
Net increase in cash and cash equivalents		2,732,589	417,158
Cash and cash equivalents at 1 April		1,288,610	871,452
Cash and cash equivalents at 29 March		4,021,199	1,288,610

1 General information

The company is a private company limited by share capital, incorporated and domiciled in England & Wales.

The address of its registered office is:
3C Twyford Court
High Street
Dunmow
Essex
CM6 1AE
England

2 Accounting policies

Statement of compliance
The group financial statements have been prepared in accordance with International Financial Reporting Standards and its interpretations adopted by the EU ("adopted IFRS's").

Summary of significant accounting policies and key accounting estimates
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.

Basis of preparation
These financial statements for the company and the group have been prepared in accordance with International Financial Reporting Standards and International Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations (collectively IFRS) adopted IFRSs and under historical cost accounting rules except the following:
- Investment property (Revalued Cost)
- Freehold land (Revalued cost)

These financial statements are presented in Sterling (£), which is the company and the group's functional currency.

Going concern
Even though the financial statements for the year ended 29 March 2020 show net current liabilities the company and group is profitable, cash generating and has a strong net asset position. The directors have provided a loan to the company and the directors have reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future and the financial statements have therefore been prepared on the going concern basis.

Basis of consolidation

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 29 March 2020.

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

The results of subsidiaries acquired or disposed of during the year are included in the income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the company and its subsidiaries, which are related parties, are eliminated in full.

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

Changes in accounting policy

This is the company's and Group's first time adoption of IFRS. There have been transitional adjustments as a result of the conversion from UK GAAP to IFRS as included on note 35 of the financial statements, The effective date of transition is 2 April 2018.

None of the standards, interpretations and amendments effective for the first time from 1 April 2019 have had a material effect on the financial statements.

New standards, interpretations and amendments not yet effective

There are a number of new standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the group has decided not to implement early adoption. These are as follows:

Amendments to IFRS 3 - Business Combinations

The aim of the amendment is to update a reference made to the conceptual framework. The group will adopt the amendment when it becomes effective for periods commencing on or after 1 January 2022. There is not expected to be any material effect on the financial statements upon adoption.

Amendments to IFRS 4 - Insurance Contracts

The aim of the amendment is to update the expiry date of the temporary exemption in IFRS 4 from applying IFRS 9, the expiry date has now been fixed as 1 January 2023. The group will adopt the standard when it becomes effective. There is not expected to be any material effect on the financial statements upon adoption.

Amendments to IFRS 16 – Leases

The aim of the amendment is to provide lessees with an exemption from assessing whether a COVID-19 related rent concession is a lease modification. The group will adopt the amendment when it becomes effective for periods commencing on or after 1 June 2020.

IFRS 17 - Insurance Contracts
The aim of the standard is to establish the principles for recognition, measurement, presentation and disclosure of insurance contracts. The group will adopt the standard when it becomes effective for periods commencing on or after 1 January 2023. There is not expected to be any material effect on the financial statements upon adoption.

Amendments to IAS 16 - Property, Plant and Equipment
The aim of the amendment is to prohibit a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the group is preparing the asset for its intended use. The group will adopt the amendment when it becomes effective for periods commencing on or after 1 January 2022. The company does not expect there to be any material effect on the financial statements.

Amendments to IAS 37 - Provisions, Contingent liabilities and Contingent assets
The aim of the amendment is to change the costs that can be included when assessing whether a contract is onerous. The group will adopt the amendment when it becomes effective for periods commencing on or after 1 January 2022. The group does not expect there to be any material effect on the financial statements.

Amendments to IAS 39 - Financial Instruments: Recognition and Measurement
The aim of the amendment is regarding pre-replacement issues in the context of the IBOR reform. The group will adopt the amendment when it becomes effective for periods commencing on or after 1 January 2020. The group does not expect there to be any material effect on the financial statements.

Amendments to IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
The aim of the amendment is to clarify the definition of material. The group will adopt the amendment when it becomes effective for periods commencing on or after 1 January 2020.

Amendments to IAS 1 - Presentation of Financial Statements
The aim of the amendment is to clarify the definition of material. The group will adopt the amendment when it becomes effective for periods commencing on or after 1 January 2020. A second amendment is in place to clarify the classification of liabilities. The group will adopt the amendment when it becomes effective for periods commencing on or after 1 January 2022. The company does not expect there to be any material effect on the financial statements.

None of the other standards, interpretations and amendments which are effective for periods beginning after 1 April 2019 and which have not been adopted early, are expected to have a material effect on the financial statements.

Changes resulting from adoption of IFRS 16

The group transitioned to IFRS 16 using the modified retrospective approach and as a result the cumulative effect of initial application is recognised in retained earnings at 1 April 2019. The prior period figures were not adjusted.

On adoption of IFRS 16, the group elected to apply the relief provisions available and has not reviewed contracts under the definition of a lease per IFRS 16, which had previously not been classified as leases under the principles of IAS 17. Therefore, only contracts entered into or modified on or after 1 April 2019 have the definition of a lease per IFRS 16 applied.

For leases classified as operating leases under IAS 17, these lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 April 2019. The group has used the following practical expedients permitted by IFRS 16 when applying this for the first time to leases previously classified as operating leases:

• Applied a single discount rate to a portfolio of leases with similar characteristics
• Applied the exemption not to recognise liabilities for leases with less than 12 months of lease term remaining
• Excluded initial direct costs for the measurement of right to use assets at the date of initial application
• Used hindsight in determining the lease term where the contract contains options to extent or terminate the lease

Right-of-use assets are measured at either:

• Their carrying amount as if IFRS 16 has been applied since commencement, discounted using the lessee's incremental borrowing rate at the date of initial application
• An amount equal to the lease liability, adjusted for any prepaid or accrued lease payments

No adjustments are required on transition to IFRS 16 for leases where the group acts as a lessor, except for a sub-lease. A reassessment of the classification of a sub-lease is required under IFRS 16.

The company recognised lease liabilities in relation to leases that were classified as 'operating leases" under the principles of IAS 17 - Leases.

	Note	As originally reported 31 March 2019 £
Operating lease commitments at 31 March 2019		1,847,159
Operating lease commitments discounted at the incremental borrowing rate		1,517,604
Lease liabilities recognised at 1 April 2019		1,517,604

These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 April 2019. The weighted average rate applied was 3.08%.

No subsidiaries had leases subject to right of use adjustments as at 1 April 2019.

Revenue recognition

Recognition

Turnover comprises revenue recognised by the group in respect of the sale of fuel, convenience store goods and ancillary services, exclusive of Value Added Tax and trade discounts.

Turnover is recognised when the control of goods sold is passed onto the customer at the date of the sale and when turnover can be reliably measured.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised on material temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Tangible assets

Tangible assets are stated in the statement of financial position at cost or valuation, less any subsequent accumulated depreciation.

Depreciation

Depreciation is charged so as to write off the cost or valuation of assets;

Asset class	**Depreciation method and rate**
Buildings	2% straight line and over the term of the lease
Office equipment & Fixtures and fittings	Straight line over estimated useful life of 2.5 years- 7 years
Plant and machinery	Straight line over estimated useful life of 5-25 years

Investment property

Investment property is carried at fair value, derived from the current market prices for comparable real estate determined by external valuers and annually by directors. Changes in fair value are recognised in the income statement.

Right of use asset

Leases are accounted for by recognising a right of use asset and a lease liability.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the bank borrowings offered by the company's bankers.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right of use assets are amortised on a straightline basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

Business combinations
Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

Starbridge Property Investments Limited was acquired by way of a share for share exchange and the premium of £2,899,569 has been allocated to a merger relief reserve in accordance with section 612 of Companies act 2006 and the gross value of £2,900,001 has been included in investments within the parents balance sheet.

Goodwill
Goodwill arising on the acquisition of operating stores represents the excess of the cost of acquisition over the company's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is reviewed annually for impairment.

Goodwill also relates to the amount paid in connection with the acquisition of shares in 2018, and is reviewed annually for impairment.

Intangible assets
Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill is held in the currency of the acquired entity and revalued to the closing rate at each reporting period date.

Goodwill is not subject to amortisation but is tested at least annually for impairment in accordance with IAS 36.

Negative goodwill arising on an acquisition is recognised directly in the income statement. On disposal of a subsidiary or a jointly controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss recognised in the income statement on disposal.

Investments
Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Cash and cash equivalents
Cash and cash equivalents comprise cash at bank, cash in transit, cash in hand and call deposits.

Trade receivables
Trade receivables are amounts due from customers for fuel and ancillary services performed in the ordinary course of business.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost, less provision for impairment. A provision for the impairment of trade debtors 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.

Inventories
Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the Average cost (AVCO) method.

At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its net realisable value, the impairment loss is recognised immediately in profit or loss.

Trade payables
Trade 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 payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings
All borrowings are initially recorded at the amount of proceeds received, net of transaction costs. 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 group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Provisions
Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event, it is probable that the group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the reporting date and are discounted to present value where the effect is material.

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.

Dividends
Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which dividends are declared.

Defined contribution pension obligation
A defined contribution plan is a pension plan under which fixed contributions are paid into a separate entity and has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans contributions are paid publicly or privately administered pension insurance plans on a mandatory or contractual basis. The contributions are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as an asset.

Financial instruments (post January 2018)

Initial recognition
Financial assets and financial liabilities comprise all assets and liabilities reflected in the statement of financial position, although excluding property, plant and equipment, investment properties, intangible assets, deferred tax assets, prepayments, deferred tax liabilities and employee benefits plan.

The group recognises financial assets and financial liabilities in the statement of financial position when, and only when, the group becomes party to the contractual provisions of the financial instrument.

Financial assets are initially recognised at fair value. Financial liabilities are initially recognised at fair value, representing the proceeds received net of premiums, discounts and transaction costs that are directly attributable to the financial liability.

Subsequent to initial measurement, financial assets and financial liabilities are measured at either amortised cost or fair value.

Classification and measurement
Financial instruments are classified at inception into one of the following categories, which then determine the subsequent measurement methodology:-

Financial assets are classified into one of the following three categories:-
· financial assets at amortised cost;
· financial assets at fair value through other comprehensive income (FVTOCI); or
· financial assets at fair value through the profit or loss (FVTPL).

Financial liabilities are classified into one of the following two categories:-
· financial liabilities at amortised cost; or
· financial liabilities at fair value through the profit or loss (FVTPL).

The classification and the basis for measurement are subject to the group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets, as detailed below:-

Financial assets at amortised cost
A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:-
· the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
· the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

If either of the above two criteria is not met, the financial assets are classified and measured at fair value through the profit or loss (FVTPL).

If a financial asset meets the amortised cost criteria, the group may choose to designate the financial asset at FVTPL. Such an election is irrevocable and applicable only if the FVTPL classification significantly reduces a measurement or recognition inconsistency.

Financial assets at fair value through other comprehensive income (FVTOCI)
A financial asset is measured at FVTOCI only if it meets both of the following conditions and is not designated as at FVTPL:-
· the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
· the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investments that is not held for trading, the group may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis.

If an equity investment is designated as FVTOCI, all gains and losses, except for dividend income, are recognised in other comprehensive income and are not subsequently included in the statement of income.

Financial assets at fair value through the profit or loss (FVTPL)
Financial assets not otherwise classified above are classified and measured as FVTPL.

Financial liabilities at amortised cost
All financial liabilities, other than those classified as financial liabilities at FVTPL, are measured at amortised cost using the effective interest rate method.

Financial liabilities at fair value through the profit or loss
Financial liabilities not measured at amortised cost are classified and measured at FVTPL. This classification includes derivative liabilities.

Derecognition

Financial assets

The group derecognises a financial asset when;
- the contractual rights to the cash flows from the financial asset expire,
- it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred; or
- the group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset and the sum of the consideration received is recognised as a gain or loss in the profit or loss.

Any cumulative gain or loss recognised in OCI in respect of equity investment securities designated as FVTOCI is not recognised in profit or loss on derecognition of such securities. Any interest in transferred financial assets that qualify for derecognition that is created or retained by the group is recognised as a separate asset or liability.

The group enters into transactions whereby it transfers assets recognised on its statement of financial position, but retains either all or substantially all of risks and rewards of the transferred assets or a portion of them. In such cases, the transferred assets are not derecognised.

When the group derecognises transferred financial assets in their entirety, but has continuing involvement in them then the entity should disclose for each type of continuing involvement at the reporting date:

(a) The carrying amount of the assets and liabilities that are recognised in the entity's statement of financial position and represent the entity's continuing involvement in the derecognised financial assets, and the line items in which those assets and liabilities are recognised.

(b) The fair value of the assets and liabilities that represent the entity's continuing involvement in the derecognised financial assets;

(c) The amount that best represents the entity's maximum exposure to loss from its continuing involvement in the derecognised financial assets, and how the maximum exposure to loss is determined

(d) The undiscounted cash outflows that would or may be required to repurchase the derecognised financial assets or other amounts payable to the transferee for the transferred assets

Financial liabilities

The group derecognises a financial liability when its contractual obligations are discharged, cancelled, or expire.

Modification of financial assets and financial liabilities

Financial assets

If the terms of a financial asset are modified, the group evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the contractual rights to the cash flows from the original financial asset are deemed to expire. In this case the original financial asset is derecognised and a new financial asset is recognised at either amortised cost or fair value.

If the cash flows are not substantially different, then the modification does not result in derecognition of the financial asset. In this case, the group recalculates the gross carrying amount of the financial asset and recognises the amount arising from adjusting the gross carrying amount as a modification gain or loss in the statement of income.

Financial liabilities

If the terms of a financial liabilities are modified, the group evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the contractual obligations from the cash flows from the original financial liabilities are deemed to expire. In this case the original financial liabilities are derecognised and new financial liabilities are recognised at either amortised cost or fair value.

If the cash flows are not substantially different, then the modification does not result in derecognition of the financial liabilities. In this case, the group recalculates the gross carrying amount of the financial liabilities and recognises the amount arising from adjusting the gross carrying amount as a modification gain or loss in the statement of income.

Impairment of financial assets

Measurement of Expected Credit Losses

The group recognises loss allowances for expected credit losses (ECL) on financial instruments that are not measured at FVTPL, namely:

- Financial assets that are debt instruments
- Accounts and other receivables
- Financial guarantee contracts issued; and
- Loan commitments issued.

The group classifies its financial instruments into stage 1, stage 2 and stage 3, based on the applied impairment methodology, as described below:

Stage 1: for financial instruments where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired on origination, the group recognises an allowance based on the 12-month ECL.

Stage 2: for financial instruments where there has been a significant increase in credit risk since initial recognition but they are not credit-impaired, the group recognises an allowance for the lifetime ECL.

Stage 3: for credit-impaired financial instruments, the group recognises the lifetime ECL.

The group measures loss allowances at an amount equal to the lifetime ECL, except for the following, for which they are measured as a 12-month ECL:

- debt securities that are determined to have a low credit risk (equivalent to investment grade rating) at the reporting date; and
- other financial instruments on which the credit risk has not increased significantly since their initial recognition.

The group considers a debt security to have low credit risk when their credit risk rating is equivalent to the globally understood definition of 'investment grade'.

A 12-month ECL is the portion of the ECL that results from default events on a financial instrument that are probable within 12 months from the reporting date.

Provisions for credit-impairment are recognised in the statement of income and are reflected in accumulated provision balances against each relevant financial instruments balance.

Evidence that the financial asset is credit-impaired include the following;

- Significant financial difficulties of the borrower or issuer;
- A breach of contract such as default or past due event;
- The restructuring of the loan or advance by the group on terms that the group would not consider otherwise;
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- The disappearance of an active market for the security because of financial difficulties; or
- There is other observable data relating to a group of assets such as adverse changes in the payment status of borrowers or issuers in the group, or economic conditions that correlate with defaults in the group.

For trade receivables, the group applies the simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 36 month before 29 March 2020 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The group has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Accounting estimates and assumptions

Provisions for impairment
In determining impairment of financial assets, judgement is required in the estimation of the amount and timing of future cash flows as well as an assessment of whether the credit risk on the financial asset has increased significantly since initial recognition and incorporation of forward-looking information in the measurement of ECL.

Fair value of financial assets and liabilities
Where the fair value of financial assets and liabilities cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of mathematical models. The input to these models is derived from observable markets where available, but where this is not feasible, a degree of judgement is required in determining assumptions used in the models. Changes in assumptions used in the models could affect the reported fair value of financial assets and liabilities.

3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of asset or liability affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The company based its assumptions and estimates on parameters when the financial statements were prepared. Existing circumstances and assumptions about future developments, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Impairment of goodwill
The amount of impairment is the best estimate at the reporting date based on indications that the goodwill should be impaired. Goodwill is reviewed annually for impairment or where an indicator exists.

Provisions
The amount of provisions recorded is the best estimate at the reporting date, the resources required to settle the obligation. This estimate, as revised each reporting date is determined taking into account the risks and uncertanties associated with each requirement.

Provision for expected credit losses of trade receivables
The company applies the IFRS 9 simplified approach to measure expected credit losses. The company exercises judgement in determining credit losses. In this judgement the company has considered credit losses and is satisfied that based on analytical skills and analysing historical information that no requirement for credit losses is considered necessary.

A credit impairment is recognised when there is objective evidence that the company will not be able to collect all amounts due according to original terms of the receivables.

Evidence of impairment includes significant financial difficulties of the receivable balances, probability that the receivable will enter bankruptcy or financial reorganisation.

The carrying amount of the asset is either reduced through the use of a credit allowance or directly written off when there is no expectation of future recoverability. Should an expense need to be recognised for any credit allowance it would be recognised in the Income statement.

Fair value of Investment property
The Investment property of the company is measured at fair value which requires the judgements of external valuers and the judgements of the directors to ensure that the valuation included in the financial statements is materially correct. For more detailed information to the fair value measurement of investment property see note18.

Revaluation of land and buildings
The land and buildings of the group are valued by independent valuers. The value is then assessed by the directors at the period end. The directors valuation is based on experience, judgement and market data ensuring that the valuation included in the financial statements is materially correct. For more detailed information to the fair value measurement of land and buildings see note 16.

4 Revenue

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

	2020	2019
	£	£
Sale of Fuel and goods	175,953,382	34,016,086

Sale of fuel and ancillary services within turnover relate to sales from petrol stations located in different geographical locations within the United Kingdom.

The whole of turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

5 Other operating income

The analysis of the group's other operating income for the period is as follows:

	2020	2019
	£	£
Rent receivable	384,546	156,160
Rental income from investment property	1,257,887	698,498
	1,642,433	854,658

6 Other gains and losses

The analysis of the group's other gains and losses for the period is as follows:

	2020 £	(As restated) 2019 £
Gain (loss) on disposal of property, plant and equipment	-	28,139
Gain (loss) on disposal of intangible assets	-	29,418
Gain (loss) from sales of investment properties	208,273	2,577,939
Impairment of land and buildings	-	(10,128)
	208,273	2,625,368

7 Exceptional items

The analysis of the group's other gains and losses for the period is as follows:

	2020 £	(As restated) 2019 £
Costs associated with the acquisition of a subsidiary	-	665,943

The exceptional item relates to legal costs that were previously capitalised as part of the acquisition of subsidiaries. Following the transition to IFRS these costs have been expensed.

8 Operating profit

Arrived at after charging/(crediting)

	2020 £	2019 £
Depreciation expense	995,193	276,094
Depreciation on right of use assets	308,166	-
Impairment loss of goodwill	-	113,333
Impairment of land and buildings	-	10,128

9 Other interest receivable and similar income

	2020 £	2019 £
Interest income on bank deposits	7,082	2,110
Interest income on corporation tax	205	322
	7,287	2,432

10 Interest payable and similar expenses

	2020 £	2019 £
Interest on bank overdrafts and borrowings	2,310,929	402,959
Interest expense on other finance liabilities	133,755	39,241
Total interest payable and similar expenses	2,444,684	442,200

11 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2020 £	2019 £
Wages and salaries	897,569	824,286
Social security costs	76,916	71,757
Pension costs, defined contribution scheme	29,954	9,949
Other employee expense	304	11,379
	1,004,743	917,371

The average number of persons employed by the group (including directors) during the period, analysed by category was as follows:

	2020 No.	2019 No.
Administration and support	7	1
Directors	3	3
Sales, marketing and distribution	5	2
Management	2	2
Shop personnel	31	61
	48	69

12 Directors' remuneration

The directors' remuneration for the period was as follows:

	2020 £	2019 £
Remuneration	91,456	67,605
Pension contributions	3,442	806
	94,898	68,411

During the period the number of directors who were receiving benefits and share incentives was as follows:

	2020 No.	2019 No.
Accruing benefits under money purchase pension scheme	1	1

13 Auditors' remuneration

	2020 £	2019 £
Audit of these financial statements	17,215	17,450

14 Income tax

Tax charged/(credited) in the income statement

	2020 £	2019 £
Current taxation		
UK corporation tax	1,481,587	686,108
UK corporation tax adjustment to prior periods	-	(45,673)
	1,481,587	640,435
Deferred taxation		
Arising from origination and reversal of temporary differences	496,351	(30,187)
Tax expense in the income statement	1,977,938	610,248

The tax on profit before tax for the period is the same as the standard rate of corporation tax in the UK (2019 - the same as the standard rate of corporation tax in the UK) of 19% (2019 - 19%).

The differences are reconciled below:

	2020 £	2019 £
Profit before tax	8,901,356	2,625,153
Corporation tax at standard rate	1,691,258	498,779
Tax increase/(decrease) from effect of capital allowances and depreciation	(5,932)	177,807
Effect of expenses not deductible in determining taxable profit (tax loss)	51,792	18,639
Chargeable gain on investment property	14,404	-
Movement in deferred tax provision	496,351	(30,187)
Allowable expenditure not included in the financial statements	(10,530)	(1,780)
Adjustment to tax as a result of transition to IFRS	-	(18,673)
Decrease in UK and foreign current tax from adjustment for prior periods	-	(45,673)
Tax increase from effect of unrelieved tax losses carried forward	35,601	141,653
Tax decrease from Income not taxable	(1,984)	-
Decrease in general provision adjustment	-	(93)
Consolidation adjustments	-	(7,195)
Tax losses brought forward	(141,653)	(123,029)
Decrease from the non taxable fair value adjustment	(151,369)	-
Total tax charge	1,977,938	610,248

Deferred tax

Group

Deferred tax assets and liabilities

2020	Asset £	Liability £
Revaluation of property, plant and equipment	-	5,701,937
Revaluation of investment property	-	178,573
Accelerated tax depreciation	-	107,819
Tax losses carry-forwards	33,741	-
	33,741	5,988,329

2019	Liability £
Revaluation of property, plant and equipment	4,970,595
Revaluation of investment property	2,954
Accelerated tax depreciation	-
Tax losses carry-forwards	-
	4,973,549

Company

Deferred tax assets and liabilities

2020	Asset £	Liability £
Accelerated tax depreciation	-	107,819
Revaluation of property, plant and equipment	-	63,711
Tax losses carry-forwards	33,741	-
	33,741	171,530

2019	Asset £	Liability £
Accelerated tax depreciation	-	63,101
Revaluation of property, plant and equipment	-	-
Tax losses carry-forwards	63,101	-
	63,101	63,101

There are £179,680 of unused tax losses (2019 - £406,298) for which no deferred tax asset is recognised in the statement of financial position.

15 Intangible assets

Group

	Goodwill £	Total £
Cost or valuation		
At 2 April 2018	1,075,965	1,075,965
Acquired through business combinations	1,506,125	1,506,125
Disposals	(295,581)	(295,581)
At 31 March 2019	2,286,509	2,286,509
At 1 April 2019	2,286,509	2,286,509
At 29 March 2020	2,286,509	2,286,509
Impairment		
Impairment charge for period	113,333	113,333
At 31 March 2019	113,333	113,333
At 1 April 2019	113,333	113,333
At 29 March 2020	113,333	113,333
Carrying amount		
At 29 March 2020	2,173,176	2,173,176
At 31 March 2019	2,173,176	2,173,176
At 2 April 2018	1,075,965	1,075,965

Company

	Goodwill £	Total £
Cost or valuation		
At 2 April 2018	1,075,965	1,075,965
Disposals	(295,581)	(295,581)
At 31 March 2019	780,384	780,384
At 1 April 2019	780,384	780,384
At 29 March 2020	780,384	780,384
Impairment		
Impairment charge for period	113,333	113,333
At 31 March 2019	113,333	113,333
At 1 April 2019	113,333	113,333
At 29 March 2020	113,333	113,333
Carrying amount		
At 29 March 2020	667,051	667,051
At 31 March 2019	667,051	667,051
At 2 April 2018	1,075,965	1,075,965

16 Property, plant and equipment

Group

	Land and buildings £	Office equipment and fixtures and fittings £	Plant and machinery £	Total £
Cost or valuation				
At 2 April 2018	757,861	654,729	-	1,412,590
Revaluation recognised in other comprehensive income	3,822,682	-	-	3,822,682
Additions	72,144,665	296,450	3,590,407	76,031,522
Disposals	(16,548)	(193,855)	-	(210,403)
At 31 March 2019	76,708,660	757,324	3,590,407	81,056,391
At 1 April 2019	76,708,660	757,324	3,590,407	81,056,391
Revaluation recognised in other comprehensive income	2,545,522	-	-	2,545,522
Additions	15,989,744	523,696	1,188,533	17,701,973
At 29 March 2020	95,243,926	1,281,020	4,778,940	101,303,886
Depreciation				
At 2 April 2018	3,135	49,586	-	52,721
Charge for period	57,452	130,882	87,757	276,091
Eliminated on disposal	(1,742)	(62,895)	-	(64,637)
Impairment	10,128	-	-	10,128
At 31 March 2019	68,973	117,573	87,757	274,303
At 1 April 2019	68,973	117,573	87,757	274,303
Charge for the period	299,623	213,671	481,899	995,193
At 29 March 2020	368,596	331,244	569,656	1,269,496
Carrying amount				
At 29 March 2020	94,875,330	949,776	4,209,284	100,034,390
At 31 March 2019	76,639,687	639,751	3,502,650	80,782,088
At 2 April 2018	754,726	605,143	-	1,359,869

Included within the net book value of land and buildings above is £94,497,160 (2019 - £76,538,840 in respect of freehold land and buildings and £378,170 (2019 - £100,847) in respect of short leasehold land and buildings.

Revaluation

The fair value of the group's land and buildings were revalued as follows by an MRICS independent valuer.

SGN Limited- 17 January 2020
Global Fuel (UK) Limited- 27 July 2018
TG Convenience Stores Limited- 12 February 2019 and 31 January 2020

The directors have carried out an internal valuation at 29 March 2020 and are of the opinion that the values of the properties remaining have not moved materially since the external valuation was performed.

Had the class of asset been measured on a historical cost basis, the carrying amount would have been £88,637,235 (2019: £73,134,300).

Company

	Land and buildings £	Office equipment £	Total £
Cost or valuation			
At 2 April 2018	757,861	654,729	1,412,590
Additions	2,469	68,050	70,519
Disposals	(16,548)	(193,855)	(210,403)
At 31 March 2019	743,782	528,924	1,272,706
At 1 April 2019	743,782	528,924	1,272,706
Revaluation recognised in other comprehensive income	335,323	-	335,323
Additions	-	349,819	349,819
At 29 March 2020	1,079,105	878,743	1,957,848
Depreciation			
At 2 April 2018	3,135	49,586	52,721
Charge for period	10,308	129,035	139,343
Eliminated on disposal	(1,742)	(62,895)	(64,637)
At 31 March 2019	11,701	115,726	127,427
At 1 April 2019	11,701	115,726	127,427
Charge for the period	10,058	128,977	139,035
At 29 March 2020	21,759	244,703	266,462
Carrying amount			
At 29 March 2020	1,057,346	634,040	1,691,386
At 31 March 2019	732,081	413,198	1,145,279
At 2 April 2018	754,726	605,143	1,359,869

Included within the net book value of land and buildings above is £964,021 (2019 - £631,234 in respect of freehold land and buildings and £93,325 (2019 - £100,847 in respect of short leasehold land and buildings.

Revaluation

The fair value of the company's Land and buildings was revalued on 17 January 2020 by MRICS independent valuers. The directors have carried out an internal valuation as at 29 March 2020 and are of the opinion that the values of the properties remaining have not moved materially since the external valuations were performed.

Had this class of asset been measured on a historical cost basis, the carrying amount would have been £721,020 (2019: £732,081).

17 Right of use assets

Group

	Vehicles £	Property £	Total £
Cost or valuation			
Additions	114,615	4,119,427	4,234,042
At 29 March 2020	114,615	4,119,427	4,234,042
Depreciation			
Charge for the period	46,528	261,637	308,165
At 29 March 2020	46,528	261,637	308,165
Carrying amount			
At 29 March 2020	68,087	3,857,790	3,925,877

	Lease liability £	Total £
Additions	4,234,042	4,234,042
Interest expense	133,755	133,755
Lease payments	(456,534)	(456,534)
At 29 March 2020	3,911,263	3,911,263

The discount rate used is the main rate of bank borrowings offered by the company's bankers and apply to the bank borrowings in the financial statements.

Company

	Vehicles £	Property £	Total £
Cost or valuation			
Additions	114,615	2,611,145	2,725,760
At 29 March 2020	114,615	2,611,145	2,725,760
Depreciation			
Charge for the period	46,528	153,301	199,829
At 29 March 2020	46,528	153,301	199,829
Carrying amount			
At 29 March 2020	68,087	2,457,844	2,525,931

	Lease liability £	Total £
Additions	2,725,760	2,725,760
Interest expense	87,300	87,300
Lease payments	(279,545)	(279,545)
At 29 March 2020	2,533,515	2,533,515

The discount rate used is the main rate of bank borrowings offered by the company's bankers and apply to the bank borrowings in the financial statements.

18 Investment properties

Group

	29 March 2020 £	31 March 2019 £
At 1 April	25,226,912	1,749,176
Additions	4,205,079	34,261,495
Disposals	(3,230,000)	(10,783,759)
Fair value adjustments	924,304	-
At 29 March	27,126,295	25,226,912

The properties owned at the start of the year were valued during 2018 by MRICS qualified independent valuers. The additions acquired during the year were subject to independent valuation during 2019/2020 by MRICS qualified independent valuers. The directors have carried out an internal valuation at 29 March 2020 and are of the opinion that the values of the properties remaining have not moved materially since the external valuations were performed.

During the period £1,257,887 (2019 - £698,498) was recognised in income in relation to rental income from investment properties.

Company

	29 March 2020 £	31 March 2019 £
At 1 April	1,750,706	1,749,176
Additions	-	1,530
At 29 March	1,750,706	1,750,706

The value of the investment property is shown in the financial statements at cost. An independent valuation was carried out during 2018 stating the value at that date was £1,760,000. The directors consider that there have been no material price movements since that date. As the cost value is not materially different to the external valuation carried out during 2018, the directors have decided to leave the value as stated within the accounts.

During the period £119,060 (2019 - £116,134) was recognised in income in relation to rental income from investment properties.

19 Investments

Group subsidiaries
Details of the group subsidiaries as at 29 March 2020 are as follows:

Name of subsidiary	Registered office	Proportion of ownership interest and voting rights held 2020	2019
Global Fuel (UK) Limited	England and Wales	100%	100%
TG Convenience Stores Limited	England and Wales	100%	100%
Starbridge Property Investment Limited	England and Wales	100%	100%

The companies are registered in England and Wales. The registered offices are the same as the parent company.

Subsidiary undertakings

The principal activity of Global Fuel (UK) Limited is the operation of petrol stations.

The principal activity of TG Convenience Stores Limited is the operation of petrol stations.

The principal activity of Starbridge Property Investment Limited is the income from investment property operating as petrol stations.

Summary of the company investments

	29 March 2020 £	(As restated) 31 March 2019 £
Investments in subsidiaries	28,709,465	28,709,465

Subsidiaries

	£
Cost or valuation	
Additions	28,709,465
At 31 March 2019	28,709,465
At 1 April 2019	28,709,465
At 29 March 2020	28,709,465
Provision	
At 29 March 2020	-
Carrying amount	
At 29 March 2020	28,709,465

20 Acquisition of subsidiary

On 6 November 2018, the group acquired 100% of the issued share capital of Global Fuel (UK) Limited, obtaining control.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	(As restated) 29 March 2020 £
Assets and liabilities acquired	
Financial assets	1,936,086
Property, plant and equipment	33,445,000
Identifiable intangible assets	321,250
Financial liabilities	(11,071,387)
Total identifiable assets	24,630,949
Goodwill	1,178,513
Total consideration	25,809,462
Satisfied by:	
Cash	25,809,462

On 6 November 2018, the group acquired 100% of the issued share capital of Starbridge Property Investment Limited, obtaining control.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	29 March 2020 £
Assets and liabilities acquired	
Financial assets	1,895,999
Property, plant and equipment	33,575,000
Financial liabilities	(32,577,358)
Total identifiable assets	2,893,641
Goodwill	6,360
Total consideration	2,900,001
Satisfied by:	
Cash	2,900,001

On 9 January 2019, the group acquired 100% of the issued share capital of TG Convenience Stores Limited, obtaining control.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	29 March 2020 £
Assets and liabilities acquired	
Financial assets	2
Goodwill	-
Total consideration	2
Satisfied by:	
Cash	2

21 Inventories

	Group		Company	
	29 March 2020 £	31 March 2019 £	29 March 2020 £	31 March 2019 £
Raw materials and consumables	2,692,040	2,325,585	309,066	296,265

The cost of group inventories recognised as an expense in the period amounted to £159,789,933 (2019 - £30,739,837). This is included within cost of sales.

The cost of company inventories recognised as an expense in the period amounted to £9,763,112 (2019 - £9,791,753). This is included within cost of sales.

22 Trade and other receivables

	Group		Company	
	29 March 2020 £	31 March 2019 £	29 March 2020 £	31 March 2019 £
Trade receivables	466,275	50,050	78,145	4,555
Loans to related parties	-	-	21,739,044	24,535,825
Accrued income	-	48,298	-	-
Prepayments	1,163,756	492,262	(32,527)	102,757
Other receivables	138,609	14,684,307	114,562	324,039
	1,768,640	15,274,917	21,899,224	24,967,176

Loans to related parties include group balances for the company. Whilst these amounts are due on demand it is unlikely that they will be repaid in full during the coming year.

The trade and other receivables classified as financial instruments are disclosed below. The company's exposure to credit and market risks, including maturity analysis, relating to trade and other receivables is disclosed in note 31 "Financial risk review".

The group and company has not recognised any expected credit losses as it considers that all debtors shown above are recoverable in full.

23 Cash and cash equivalents

	Group		Company	
	29 March 2020 £	31 March 2019 £	29 March 2020 £	31 March 2019 £
Cash at bank, in transit and on hand	11,263,459	5,033,766	4,021,199	1,288,610

24 Trade and other payables

	Group		Company	
		(As restated)		(As restated)
	29 March 2020 £	31 March 2019 £	29 March 2020 £	31 March 2019 £
Trade payables	12,681,669	7,176,281	1,004,945	803,006
Accrued expenses	1,650,131	3,525,091	174,741	64,445
Social security and other taxes	747,726	178,120	95,105	18,659
Other payables	388,004	225,395	89,335	43,364
	15,467,530	11,104,887	1,364,126	929,474

The group's exposure to market and liquidity risks, including maturity analysis, related to trade and other payables is disclosed in note 31 "Financial risk review".

25 Loans and borrowings

	Group		Company	
	29 March 2020	31 March 2019	29 March 2020	31 March 2019
	£	£	£	£
Non-current loans and borrowings				
Bank borrowings	69,083,206	69,543,926	16,136,139	16,967,156
Directors loan accounts	-	2,000,000	-	2,000,000
	69,083,206	71,543,926	16,136,139	18,967,156

	Group		Company	
	29 March 2020	31 March 2019	29 March 2020	31 March 2019
	£	£	£	£
Current loans and borrowings				
Bank borrowings	3,719,146	3,219,146	830,332	816,916
Directors loan accounts	2,000,000	-	2,000,000	-
	5,719,146	3,219,146	2,830,332	816,916

Group

Bank Borrowings

The first bank loan is denominated in £ with a nominal interest rate of LIBOR + 1.75% and the final instalment is due on 26 September 2021. The carrying amount at the period end is £14,577,640 (2019: £14,979,000).

A second bank loan is denominated in £ with a nominal interest rate of LIBOR + 2.25%, and the final instalment is due on 7 March 2022. The carrying amount at period end is £58,224,712 (2019: £57,784,072).

The bank loan carrying amounts above are net after deduction of prepaid loan arrangement fees amounting to £539,953 (2019: £295,928).

The loans and borrowings classified as financial instruments are disclosed in the financial instruments note.

The group's exposure to market and liquidity risk; including maturity analysis, in respect of loans and borrowings is disclosed in the financial risk management and impairment note.

Company

Bank Borrowings

The bank loan is denominated in £ with nominal interest rate of LIBOR + 2.25%, and the final instalment is due on 7 March 2022. The carrying amount at period end is £16,966,471 (2019: £17,784,072).

The company bank loan carrying amount above is net after deduction of prepaid loan arrangement and associated fees amounting to £133,529 (2019: £215,928).

The loans and borrowings classified as financial instruments are disclosed in the financial instruments note.

The company's exposure to market and liquidity risk; including maturity analysis, in respect of loans and borrowings is disclosed in the financial risk management and impairment note.

The group and company bank borrowings are secured by the following:

• First legal charge over the group's freehold and investment properties as shown in notes 16 and 18.
• Debenture including fixed charge over all present freehold and leasehold property; fixed first charge over book and other debts, chattels, goodwill and uncalled capital, both present and future and first floating charge over all assets and undertakings both present and future.
• Composite company unlimited multilateral guarantee given by all companies within the group as at 29th March 2020.

26 Share capital

Allotted, called up and fully paid shares

	29 March 2020 No.	£	31 March 2019 No.	£
Ordinary A of £0.001 each	4,913,412	4,913	4,913,412	4,913
Ordinary B of £0.010 each	360,000	3,600	360,000	3,600
	5,273,412	8,513	5,273,412	8,513

Rights, preferences and restrictions
Ordinary A have the following rights, preferences and restrictions:
Each Ordinary A share has full rights in the company with respect to voting, dividends and distributions.

Ordinary B have the following rights, preferences and restrictions:
The rights of the Ordinary B shares are restricted in that any distributions must have the consent of the founders of the company.

In respect of any equity proceeds Ordinary A shareholders are entitled to firstly receive back the issue price they paid for the shares. The balance of any equity proceeds is then distributed as 64% to the holders of the Ordinary A Shares and 36% to the holders of the Ordinary B Shares.

27 Leases

Group

Lease liabilities maturity analysis
A maturity analysis of lease liabilities based on undiscounted gross cash flow is reported in the table below:

	29 March 2020 £	31 March 2019 £
Not later than one year	276,000	148,145
Later than one year and not later than five years	1,376,940	457,303
Later than five years	3,558,494	399,667
Total lease liabilities (undiscounted)	5,211,434	1,005,115

Operating leases- lessor

	29 March 2020 £	31 March 2019 £
Not later than one year	1,355,036	1,484,985
Later than one year and not later than five years	4,574,726	5,535,739
Later than five years	9,690,145	11,449,308
	15,619,907	18,470,032

Company

Lease liabilities maturity analysis

A maturity analysis of lease liabilities based on undiscounted gross cash flow is reported in the table below:

	29 March 2020 £	31 March 2019 £
Not later than one year	130,000	148,145
Later than one year and not later than five years	952,000	457,303
Later than five years	1,950,667	399,667
Total lease liabilities (undiscounted)	3,032,667	1,005,115

Company

Operating leases- lessor

	29 March 2020 £	31 March 2019 £
Not later than one year	107,500	95,000
Later than one year and not later than five years	241,875	308,750
	349,375	403,750

28 Other provisions

Group

	Other provisions £	Total £
At 1 April 2019	737,500	737,500
Increase (decrease) in existing provisions	(238,735)	(238,735)
At 29 March 2020	498,765	498,765
Non-current liabilities	498,765	498,765

	Other provisions £	Total £
Additional provisions	737,500	737,500
At 31 March 2019	737,500	737,500
Non-current liabilities	737,500	737,500

The other provision relates to additional spend that is going to be required on land and buildings as assessed repairs that are required to maintain the current market value of the properties. This was assessed as part of the independent valuation. The costs are expected to be incurred during 2019, 2020 and early 2021. The repairs have been delayed by the impact of Covid-19.

29 Pension and other schemes

Defined contribution pension scheme

The group operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the group to the scheme and amounted to £29,954 (2019 - £9,950).

Contributions totalling £5,127 (2019 - £2,489) were payable to the scheme at the end of the period and are included in creditors.

30 Commitments

Group

Capital commitments

The group had committed to purchase petrol stations at 31 March 2019 amounting to £15,086,373 including stamp duty. Included in the accounts for the period ended 31 March 2019 £14,277,350 was included within other debtors. This represents funds held in the group's solicitor client account and deposits already paid to complete the transactions.

A capital commitment exists in 2020 regarding a contract which had been exchanged for one petrol station in Scotland on 11 March 2020. This amounted to £1,443,595. The completion date was post year end on 28 April 2020, however, the site was operated under licence by the previous owners until 9 July 2020 due to lockdown restrictions in respect of Covid-19. From 9 July 2020 the site commenced trading within the T G Convenience Stores Limited portfolio.

31 Financial risk review

Group

The company and group is exposed through its operations to the following financial risks:

- Credit risk
- Liquidity risk
- Market risk

In common with all other businesses, the company and group is exposed to risks from its use of financial instruments. This note describes the objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the exposure to financial instrument risks, its objectives, policies and processes for managing those risk.

The principal financial instruments used by the company, from which financial instruments risk arises, are as follows:

- Trade receivables
- Cash and cash equivalents
- Trade and other payables

Credit risk

The group's definition of credit risk is the risk of default on a debt due from a tenant. This risk is mainly associated with the accounts receivable resulting from the Company's and group's operations. This risk is monitored on a regular basis by the Company with the aim of:

- Ensure compliance with defined payment policy;
- Evaluation of credit granted to each tenant;
- Analyse the financial conditions of its tenant on a regular basis..

Liquidity risk

The group's definition of liquidity risk is the risk that the company cannot afford to pay its debts as they fall due. The Company's and Group's policy to manage liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stress conditions.

The Company and Group has borrowings from the bankers and this is regularly assessed to ensure the company and group can pay the balance when due on demand. There have been no defaults in payment of balances when they become due.

Market risk

The group's definition of market risk is the risk that the value of its investments will decrease due to changes in market factors. The Company and group is mainly exposed to market risk related to economic downturn.

The activity of the Company and group is exposed to this risk based on the profitability of its tenants.

32 Related party transactions

Key management personnel

Key management compensation

	29 March 2020 £	31 March 2019 £
Salaries and other short term employee benefits	203,335	195,319

Summary of transactions with key management

Transactions with directors

During the period ended 29 March 2020, interest free loans from the directors were received amounting to £nil (2019: £2,000,000) and the balance outstanding at the balance sheet date was £2,000,000 (2019: £2,000,000).

Expenditure with and payables to related parties

	Other related parties £
2020	
Purchase of goods	25,000

33 Ultimate controlling party

The controlling parties are G F Peacock and S M Tobbell.

34 Non adjusting events after the financial period

The directors are taking all the necessary steps to mitigate the risk to the business as a result of Covid-19. At the outset of lockdown the business experienced a significant drop in fuel volumes due to reduced traffic flows, this was somewhat offset by very strong profit margins assisted by the falling price of oil. Volumes have been steadily increasing over the course of lockdown and are now back to 75% - 85% of pre-lockdown levels. The petrol filling station shops and convenience stores have significantly outperformed expectations during the same period with customers looking for convenience above excessive queueing at the supermarkets. Looking forward, the directors expect trading to continue to improve as further restrictions are lifted and society opens up to a level of normality.

35 Transition to IFRS

As a consequence of group's Transition to IFRS on 2 April 2018 the amortisation of Goodwill has been removed along with the associated costs to acquire the two subsidiaries. This has resulted in to the following changes to group's consolidated financial statements:

Consolidated Statement of Financial position at 31 March 2019

A reduction in the carrying value of Goodwill by £624,331. Consequently total assets have reduced by the same amount on transition along with retained earnings to reduce net assets from £39,139,002 to £38,514,674.

Consolidated Income Statement for the period from 2 April 2018 to 31 March 2019

	As originally reported £	Reclassification £	Remeasurement £	As restated £
Revenue	34,016,086	-	-	34,016,086
Cost of sales	(30,739,837)	-	-	(30,739,837)
Gross profit	3,276,249	-	-	3,276,249
Administrative expenses	(3,095,807)	-	70,396	(3,025,411)
Profit on disposal of fixed assets	2,654,152	-	(28,784)	2,625,368
Other income	854,658	-	-	854,658
Exceptional items	-	-	(665,943)	(665,943)
Operating profit/(loss)	3,689,252	-	(624,331)	3,064,921
Interest payable and similar expenses	(442,200)	-	-	(442,200)
Other interest receivable and similar income	2,432	-	-	2,432
Profit/(loss) before tax	3,249,484	-	(624,331)	2,625,153
Taxation	(610,248)	-	-	(610,248)
Profit/(loss) for the financial period	2,639,236	-	(624,331)	2,014,905

Company Statement of Financial Position at 31 March 2019

A reduction in the carrying value of Goodwill by £56,667 as the result of removing amortisation and undertaking an impairment review on conversion to IFRS.

A reduction in the carrying value of investments in subsidiaries by £665,943 as the Board have decided to expense the costs associated with an acquisition of a subsidiary to mirror the requirements for goodwill at consolidation level.

Overall this has reduced total assets and retained earnings by £722,610 resulting in net assets reducing from £38,833,613 to £38,111,006.

Company Income Statement for the period ended 31 March 2019

The IFRS adjustments disclosed above in respect of Goodwill amortisation and the expensing of the costs of acquisition of two subsidiaries has reduced the reported profit for the period by £722,610 from £5,430,223 to £4,707,613.