

Company Registration No. 11064757 (England and Wales)

**ENIGMA HOLDINGS GROUP LIMITED**  
**UNAUDITED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED**  
**31 DECEMBER 2020**  
**PAGES FOR FILING WITH REGISTRAR**



**ENIGMA HOLDINGS GROUP LIMITED****BALANCE SHEET****AS AT 31 DECEMBER 2020**

	Notes	2020 £	£	2019 £	£
<b>Fixed assets</b>					
Intangible assets	4	-		360,696	
Tangible assets	5	1,878,014		975,604	
Investments	6	1,335,198		536,301	
		3,213,212		1,872,601	
<b>Current assets</b>					
Debtors falling due after more than one year	7	14,622,799	13,033,890		
Debtors falling due within one year	7	170,327	63,536		
Cash at bank and in hand		13,003	38,624		
		14,806,129	13,136,050		
<b>Creditors: amounts falling due within one year</b>	8	(376,608)	(408,296)		
<b>Net current assets</b>		14,429,521		12,727,754	
<b>Total assets less current liabilities</b>		17,642,733		14,600,355	
<b>Creditors: amounts falling due after more than one year</b>	9	(16,681,715)	(13,857,195)		
<b>Provisions for liabilities</b>	10	-	(61,819)		
<b>Net assets</b>		961,018		681,341	
<b>Capital and reserves</b>					
Called up share capital	11	1,000	1,000		
Share premium account		9,000	9,000		
Profit and loss reserves		951,018	671,341		
<b>Total equity</b>		961,018	681,341		

**ENIGMA HOLDINGS GROUP LIMITED**

**BALANCE SHEET (CONTINUED)**

**AS AT 31 DECEMBER 2020**

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

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

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

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

The financial statements were approved by the board of directors and authorised for issue on 27/09/2021  
and are signed on its behalf by:



Mr P George  
**Director**

# ENIGMA HOLDINGS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

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### 1 Accounting policies

#### Company information

Enigma Holdings Group Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Enigma House, 76 High Street, Tarporley, Cheshire, England, CW6 0AT.

#### Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

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

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

#### Group accounts

The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated accounts, on the basis that the group of which this is the parent qualifies as a small group. The financial statements present information about the company as an individual entity and not about its group.

#### Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The directors have considered the effect that Covid 19 presents to the business both currently and in the future. Following this review it was concluded that although some impact has already been seen and is further anticipated, the business remains well placed and this is likely to not be significant to the business. Cash reserves across the group remain sufficient to bridge any short term gap in income and the business and its relationships with its clients remain in a strong position. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

#### Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

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

Software	3 -5 years straight line
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#### Tangible fixed assets

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

# ENIGMA HOLDINGS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

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### 1 Accounting policies (Continued)

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

Freehold buildings	50 years straight line
Fixtures and fittings	5 years straight line
Computers	3 years straight line
Freehold property improvements	10 years straight line

Freehold land is not depreciated.

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

#### Fixed asset investments

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

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

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

#### Impairment of fixed assets

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

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

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

# ENIGMA HOLDINGS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

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### 1 Accounting policies (Continued)

#### **Financial instruments**

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

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

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### **Basic financial assets**

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

#### **Impairment of financial assets**

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

#### **Classification of financial liabilities**

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

#### **Basic financial liabilities**

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

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

#### **Equity instruments**

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

# ENIGMA HOLDINGS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

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### 1 Accounting policies (Continued)

#### **Taxation**

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

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

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

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

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

#### **Employee benefits**

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

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

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

#### **Retirement benefits**

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

#### **Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

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

# ENIGMA HOLDINGS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 1 Accounting policies (Continued)

#### Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

### 2 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2020 Number	2019 Number
Total	7	5

### 3 Directors' remuneration

	2020 £	2019 £
Remuneration paid to directors	64,125	37,050

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 1 (2019 - 1).

### 4 Intangible fixed assets

	Software £
<b>Cost</b>	
At 1 January 2020	360,696
Disposals	(360,696)
At 31 December 2020	-
<b>Carrying amount</b>	
At 31 December 2020	-
At 31 December 2019	360,696



# ENIGMA HOLDINGS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 5 Tangible fixed assets

	Freehold buildings	Fixtures and fittings	Computers	Freehold property improvements	Total
	£	£	£	£	£
<b>Cost</b>					
At 1 January 2020	971,724	-	4,694	-	976,418
Additions	15,000	915	3,806	888,847	908,568
Transfers	(3,990)	-	-	3,990	-
At 31 December 2020	982,734	915	8,500	892,837	1,884,986
<b>Depreciation and impairment</b>					
At 1 January 2020	-	-	814	-	814
Depreciation charged in the year	-	95	2,112	3,951	6,158
At 31 December 2020	-	95	2,926	3,951	6,972
<b>Carrying amount</b>					
At 31 December 2020	982,734	820	5,574	888,886	1,878,014
At 31 December 2019	971,724	-	3,880	-	975,604

# ENIGMA HOLDINGS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 6 Fixed asset investments

	2020 £	2019 £
Shares in group undertakings and participating interests	1,335,198	536,301
<b>Movements in fixed asset investments</b>		
		<b>Shares in group undertakings and participating interests £</b>
<b>Cost or valuation</b>		
At 1 January 2020		536,301
Additions		800,004
Disposals		(1,107)
At 31 December 2020		1,335,198
<b>Carrying amount</b>		
At 31 December 2020		1,335,198
At 31 December 2019		536,301

# ENIGMA HOLDINGS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 7 Debtors

	2020 £	2019 £
<b>Amounts falling due within one year:</b>		
Trade debtors	3,491	-
Amounts owed by group undertakings	89,985	1,003
Other debtors	67,616	62,533
	<u>161,092</u>	<u>63,536</u>
Deferred tax asset	9,235	-
	<u>170,327</u>	<u>63,536</u>
	<b>2020 £</b>	<b>2019 £</b>
<b>Amounts falling due after more than one year:</b>		
Amounts owed by group undertakings	14,449,969	13,033,890
Other debtors	172,830	-
	<u>14,622,799</u>	<u>13,033,890</u>
<b>Total debtors</b>	<u>14,793,126</u>	<u>13,097,426</u>

### 8 Creditors: amounts falling due within one year

	2020 £	2019 £
Trade creditors	138,225	3,199
Amounts owed to group undertakings	15,000	109,800
Corporation tax	7,264	137,466
Other taxation and social security	20,146	9,389
Other creditors	195,973	148,442
	<u>376,608</u>	<u>408,296</u>

### 9 Creditors: amounts falling due after more than one year

	2020 £	2019 £
Amounts owed to group undertakings	16,631,715	13,857,195
Other creditors	50,000	-
	<u>16,681,715</u>	<u>13,857,195</u>

# ENIGMA HOLDINGS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 10 Provisions for liabilities

	2020 £	2019 £
Deferred tax liabilities	-	61,819

### 11 Called up share capital

	2020 Number	2019 Number	2020 £	2019 £
Ordinary share capital Issued and fully paid				
Ordinary shares of £1 each	1,000	1,000	1,000	1,000

### 12 Related party transactions

The following amounts were outstanding at the reporting date:

	2020 £	2019 £
<b>Amounts due to related parties</b>		
XPG Holdings Limited	16,646,715	13,876,195
Mitre Group Limited	-	90,800
XPG 1 Limited	98,519	64,890
XPG Limited	51,132	-

The parent company, XPG Holdings Limited, has loaned £Nil (2019 - £1,856,565) to the company during the year and repayments of £42,930 (2019 - £Nil) were made. The amount outstanding at the year end is £13,833,265 (£13,876,195). The loans are interest free, unsecured, and can be recalled with 1 year and 1 week notice on demand.

XPG Holdings Limited also loaned the company £2,752,500 (2019 - £Nil) during the year. These loans are unsecured, repayable in 2025, and attract interest at 3% per annum. Interest charged during the year was £45,950 (2019 - £Nil). The amount outstanding at the year end is £2,798,450 (2019 - £Nil) including an interest accrual of £45,950 (2019 - £Nil).

The parent company also made payments on behalf of the company amounting to £Nil (2019 - £1,230), and made management charges of £15,000 (2019 - £Nil). The amount outstanding at the year end in relation these amounts was £15,000 (2019 - £Nil).

Mitre Group Limited was a former subsidiary that the company disposed of during the year. There were no transactions with Mitre Group Limited during the year. In the prior year, the company made purchases from Mitre Group Limited of £140,696 and made payments on behalf of Mitre Group Limited of £1,200.

XPG 1 Limited is an entity that shares directors in common with the company. During the year XPG 1 Limited made payments on behalf of the company of £49,653 (2019 - £12,647), amounts relating to 2019 were reduced by £64,890, and management fees of £48,374 (2019 - £8,750) were receivable. The company also made purchases from XPG 1 Limited of £834,583 (2019 - £Nil). The amount outstanding at the year end is disclosed above.

During the year the company received loans from XPG Limited, an entity that shares directors in common with the company, amounting to £50,000 (2019 - £Nil). The loans are unsecured, repayable in 2025, and attract interest at 3% per annum. Interest charged during the year was £1,132 (2019 - £Nil). The amounts outstanding at the year end are shown above.

# ENIGMA HOLDINGS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 12 Related party transactions (Continued)

	2020	2019
Amounts due from related parties	£	£
Eminent Sports Group Ltd	513,360	550,860
XPG 1 Limited	2,825	47,517
Enigma Holdings Rentplus Limited	13,277,857	12,483,397
Enoksen Watch Company Limited	172,830	-
XPG2 Limited	25	-

During the year the company loaned £Nil (2019 - £400,860) to Eminent Sports Group Ltd, and repayments of £37,500 (2019 - £Nil) were received. The amount outstanding at the year end is shown above. The loans are interest free, unsecured and can be recalled with 1 year and 1 week notice.

Enigma Holdings Rentplus Limited is a subsidiary of the company. During the year the company made payments on behalf of Enigma Holdings Rentplus Limited of £2,460 (2019 - £367). The company also loaned Enigma Holdings Rentplus Limited £Nil (2019 - £Nil). The loans are unsecured and interest is charged on £9,900,000 at 8% per annum. During the year interest of £792,000 (2019 - £792,000) was accrued. The amount outstanding at the year end is shown above. Interest free loans of £1,100,000 can be recalled with 1 year and 1 week notice.

Enoksen Watch Company Limited is an associate of the company. During the year the company made a secured loan to Enoksen Watch Company Limited of £100,000 (2019 - £Nil). The loan is repayable in 2023 and attracts interest at 8% per annum. Interest charged during the year was £7,738 (2019 - Nil). The amount outstanding at the year end was £107,738 (2019 - £Nil).

The company also made unsecured interest bearing and non-interest bearing loans to Enoksen Watch Company Limited of £15,000 (2019 - £Nil) and £50,000 (2019 - £Nil) respectively. The loans are repayable in 2023 and interest charged during the year was £92 (2019 - £Nil). The amount outstanding at the year end was £65,092 (2019 - £Nil).

During the year the company also made payments on behalf of the parent company of £Nil (2019 - £143). The amounts outstanding at the year end was £Nil (2019 - £Nil).

Management fees receivable of £9,467 (2019 - £47,157) were made from XPG 1 Limited during the year, and amounts relating to 2019 were reduced by £47,517. The amount outstanding at the year end is shown above:

XPG 2 Limited is a company that shares directors in common with the entity. During the year, management fees receivable of £25,626 (2019 - £Nil) were made from XPG2 Limited and the company made payments on behalf of XPG2 Limited of £25 (2019 - £Nil). The amount outstanding at the year end is shown above.

# ENIGMA HOLDINGS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

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### 13 Directors' transactions

During the year the company received loans from a director amounting to £Nil (2019 - £9,474), and repayments during the year amounted to £2,981 (2019 - £Nil). At the year end £72,871 (2019 - £75,852) was due to the director and is included within other creditors. The loan is unsecured, interest free and repayable on demand, and is included within other creditors.

During the year a director also made payments on behalf of the company of £25 (2019 - £Nil). The amount outstanding at the year end was £25 (2019 - £Nil) and is included within other creditors.

### 14 Parent company

The immediate and ultimate parent company is XPG Holdings Limited, a company registered and incorporated in England and Wales.

The directors consider Mr Peter George to be the ultimate controlling party by virtue of his majority shareholding in XPG Holdings Limited.