

Zyox Limited
Financial Statements
for the Year Ended 30 September 2023

Haines Watts Tamworth Limited
Chartered Accountants and Statutory Auditors
Sterling House
97 Lichfield Street
Tamworth
Staffordshire
B79 7QF

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DIRECTORS:

P Ligertwood
Ms I De Los Angeles Reveco
Ms H J S Smith
S Westhorpe

REGISTERED OFFICE:

Unit 2, Kenyon Forge
Kenyon Street
Birmingham
West Midlands
B18 6DH

REGISTERED NUMBER:

02270075 (England and Wales)

AUDITORS:

Haines Watts Tamworth Limited
Chartered Accountants and Statutory Auditors
Sterling House
97 Lichfield Street
Tamworth
Staffordshire
B79 7QF

Balance Sheet
30 September 2023

		2023		2022	
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	4		26,480		40,698
Investments	5		249,809		249,809
Investment property	6		<u>9,537,504</u>		<u>10,649,017</u>
			9,813,793		10,939,524
CURRENT ASSETS					
Stocks		1,310,870		299,280	
Debtors	7	16,375,096		17,497,898	
Cash at bank and in hand		<u>40,393</u>		<u>56,371</u>	
		17,726,359		17,853,549	
CREDITORS					
Amounts falling due within one year	8	<u>26,680,933</u>		<u>26,888,346</u>	
NET CURRENT LIABILITIES			<u>(8,954,574)</u>		<u>(9,034,797)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			859,219		1,904,727
PROVISIONS FOR LIABILITIES	9		<u>242,767</u>		<u>245,490</u>
NET ASSETS			<u>616,452</u>		<u>1,659,237</u>
CAPITAL AND RESERVES					
Called up share capital	10		100		100
Revaluation reserve			790,685		533,988
Retained earnings			<u>(174,333)</u>		<u>1,125,149</u>
SHAREHOLDERS' FUNDS			<u>616,452</u>		<u>1,659,237</u>

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

In accordance with Section 444 of the Companies Act 2006, the Income Statement has not been delivered.

The financial statements were approved by the Board of Directors and authorised for issue on 17 June 2024 and were signed on its behalf by:

S Westhorpe - Director

**Notes to the Financial Statements
for the Year Ended 30 September 2023**

1. STATUTORY INFORMATION

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

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The financial statements have been prepared on a going concern basis which assumes that the company will continue to operate for the foreseeable future.

The directors have reasonable expectation that the company has adequate resources to continue operations for the foreseeable future. For this reason, together with the continued support of the directors, wider group and strong associates, they are continuing to adopt the going concern basis.

Preparation of consolidated financial statements

The financial statements contain information about Zyox Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 399(2A) of the Companies Act 2006 from the requirements to prepare consolidated financial statements.

2. ACCOUNTING POLICIES - continued

Significant judgements and estimates

The company makes estimates and assumptions concerning the future. Management are also required to exercise judgement in the process of applying the company's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

In preparing these financial statements, the directors have made the following judgements:

- Determine whether leases entered into by the company either as a lessor or a lessee are operating or finance leases. These decisions depend on an assessment of whether the risks and rewards of ownership have been transferred from the lessor to the lessee on a lease by lease basis based on an evaluation of the terms and conditions of the arrangements, and accordingly whether the lease requires an asset and liability to be recognised in the statement of financial position.

- A provision is recognised when the company has a present legal or constructive obligation as a result of a past event for which it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flow at a rate that reflects the time value of money and the risks specific to the liability.

- Whether a present obligation is probable or not requires judgement. The nature and type of risks for these provisions differ and management's judgement is applied regarding the nature and extent of obligations in deciding if an outflow of resources is probable or not.

- Sales ledger debt provisions. Management review debts on a case by case basis to highlight deviation from terms and therefore possible provision requirement.

- Investment property interim valuations - Management have extensive experience holding a significant portfolio of investment properties within a wider group, carrying out interim year end assessments of continued carrying value based on the market, future rental streams and general condition and demand in the area for type of property held. Any anticipated longer term movements are provided as necessary.

- Stock provisions. Monitored by management on an ongoing basis in line with market conditions, trends and significant movements, who use knowledge of the market and extensive experience gained over many years buying and selling within a niche market, backed up by external expert valuations where deemed significant. Provision is made for any items whose carrying value is deemed higher than longer term market conditions and demand would dictate.

- Depreciation and residual values. Management have reviewed the asset lives and associated residual values of all fixed asset classes and concluded that they are appropriate.

The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projects disposal values.

2. **ACCOUNTING POLICIES - continued**

Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Revenue

Revenue arises from operating leases on properties owned by the company and is accounted for on a straight line basis over the period commencing on the start date of the lease and ending on the end date of the lease. revenue excludes services charges and other costs directly recovered from the tenant.

Other income

Other income comprises amounts receivable for investment properties, shares and agricultural produce sold during the year.

Revenue from the sale of investment properties is recognised when the significant risks and rewards of ownership of the properties have passed over to the buyer, usually when legally binding contracts are exchanged. Revenue is therefore recognised when the legal title passes to the purchaser on completion.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Fixtures and fittings	- 10%-25% on cost
Motor vehicles	- 10% on cost

Investments in subsidiaries

Investments in subsidiaries are measured at cost less accumulated impairment.

Investment property

Investment properties are held to earn rentals and/or for capital appreciation.

Investment properties are initially recognised at cost, including direct transaction costs. Investment properties are subsequently valued externally on an open market basis at the balance sheet date and recorded at valuation. Any surplus or deficit arising on revaluing investment properties is recognised in the statement of comprehensive income in the year it arises. Deferred tax is provided on these gains at the rate expected to apply when the property is sold.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost is defined as:

Vehicles - the purchase cost of bringing each vehicle to its present location and condition.

Crops - direct costs of seed, fertiliser and farm contractors.

Net realisable value is based on estimated selling price, less any further costs expected to be incurred to completion and disposal.

2. **ACCOUNTING POLICIES - continued**

Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

3. **EMPLOYEES AND DIRECTORS**

The average number of employees during the year was 6 (2022 - 7) .

Notes to the Financial Statements - continued
for the Year Ended 30 September 2023

4. TANGIBLE FIXED ASSETS

	Fixtures and fittings £	Motor vehicles £	Totals £
COST			
At 1 October 2022	154,440	98,943	253,383
Disposals	-	(26,217)	(26,217)
At 30 September 2023	<u>154,440</u>	<u>72,726</u>	<u>227,166</u>
DEPRECIATION			
At 1 October 2022	147,161	65,524	212,685
Charge for year	1,877	8,022	9,899
Eliminated on disposal	-	(21,898)	(21,898)
At 30 September 2023	<u>149,038</u>	<u>51,648</u>	<u>200,686</u>
NET BOOK VALUE			
At 30 September 2023	<u>5,402</u>	<u>21,078</u>	<u>26,480</u>
At 30 September 2022	<u>7,279</u>	<u>33,419</u>	<u>40,698</u>

5. FIXED ASSET INVESTMENTS

	Shares in group undertakings £
COST	
At 1 October 2022 and 30 September 2023	<u>249,809</u>
NET BOOK VALUE	
At 30 September 2023	<u>249,809</u>
At 30 September 2022	<u>249,809</u>

The company's investments at the Balance Sheet date in the share capital of companies include the following:

Kenyon Forge Management Company Limited

Registered office: Unit 2, Kenyon Forge, Kenyon Street, Birmingham, West Midlands, B18 6DH

Nature of business: Dormant company

	% holding	2023 £	2022 £
Class of shares:	100.00		
Ordinary			
Aggregate capital and reserves		<u>2</u>	<u>2</u>

Notes to the Financial Statements - continued
for the Year Ended 30 September 2023

5. **FIXED ASSET INVESTMENTS - continued**

Megabrokers Limited

Registered office: Unit 2, Kenyon Forge, Kenyon Street, Birmingham, West Midlands, B18 6DH

Nature of business: Dormant company

	% holding	2023 £	2022 £
Class of shares:			
Ordinary	100.00		
Aggregate capital and reserves		(242,017)	(241,361)
(Loss)/profit for the year		<u>(656)</u>	<u>50,435</u>

Birmingham Swallow Investments Limited *

Registered office: Unit 2, Kenyon Forge, Kenyon Street, Birmingham, West Midlands, B18 6DH

Nature of business: Holding company

	% holding
Class of shares:	
Ordinary	99.00

* Indirectly held

Kenyon Forge Limited *

Registered office: Unit 2, Kenyon Forge, Kenyon Street, Birmingham, West Midlands, B18 6DH

Nature of business: Rental of investment properties

	% holding	2023 £	2022 £
Class of shares:			
Ordinary	99.00		
Aggregate capital and reserves		6,190,450	5,890,712
Profit for the year		<u>299,738</u>	<u>706,411</u>

* Indirectly held

6. **INVESTMENT PROPERTY**

	Total £
FAIR VALUE	
At 1 October 2022	10,649,017
Additions	538,487
Disposals	<u>(1,650,000)</u>
At 30 September 2023	<u>9,537,504</u>
NET BOOK VALUE	
At 30 September 2023	<u>9,537,504</u>
At 30 September 2022	<u>10,649,017</u>

The valuations were made at September 2023 by the directors who consider themselves to be sufficiently experienced to perform such valuations. The value of the investment properties is deemed to be unchanged from 2017 when the properties were valued by an external surveyor.

**Notes to the Financial Statements - continued
for the Year Ended 30 September 2023**

7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2023	2022
	£	£
Trade debtors	18,475	53,196
Amounts owed by group undertakings	11,974,988	12,245,235
Amounts owed by related parties	2,846,206	2,845,593
Other debtors	1,535,427	2,353,874
	<u>16,375,096</u>	<u>17,497,898</u>

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2023	2022
	£	£
Trade creditors	25,209	30,211
Taxation and social security	11,070	15,898
Other creditors	26,644,654	26,842,237
	<u>26,680,933</u>	<u>26,888,346</u>

9. PROVISIONS FOR LIABILITIES

	2023	2022
	£	£
Deferred tax		
Accelerated capital allowances	(6,405)	(3,682)
Tax losses carried forward	(53,383)	(53,383)
Other timing differences	<u>302,555</u>	<u>302,555</u>
	<u>242,767</u>	<u>245,490</u>

	Deferred tax
	£
Balance at 1 October 2022	245,490
Provided during year	<u>(2,723)</u>
Balance at 30 September 2023	<u>242,767</u>

10. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			2023	2022
Number:	Class:	Nominal value:	£	£
100	Ordinary	£1	<u>100</u>	<u>100</u>

11. DISCLOSURE UNDER SECTION 444(5B) OF THE COMPANIES ACT 2006

The Report of the Auditors was unqualified.

Stephen Butler (Senior Statutory Auditor)
for and on behalf of Haines Watts Tamworth Limited

12. RELATED PARTY DISCLOSURES

At the year end the following amounts were owed to directors of the company:

Mr P Ligertwood £3,001,759 (2022: £3,002,104).

Mrs I Reveco £250,000 (2022: £250,000)

The loan from P Ligertwood is non interest bearing and repayable on demand with no fixed repayment terms.

The loan from I Reveco is non interest bearing and repayable on demand with no fixed repayment terms.

At the year end amounts were owed to the company by Kenyon Forge Limited, a company under common control, totalling £11,968,037 (2022: £12,238,284). The amount is secured by way of debenture over the assets of the company, has no repayment terms, is repayable on demand and is non interest bearing.

At the year end an outstanding loan balance of £2,845,593 (2022: £2,845,593) was owed to the company from Manx Welshpool Holdings Limited, a company in which P Ligertwood is the ultimate controlling party. The loan carries interest at a rate of 6.5%.

At the year end amounts were owed to Manxfina totalling £23,365,607 (2022: £23,523,401), a company in which P Ligertwood and S Westhorpe are trustees of its controlling Trust. The loan is repayable on demand and carries interest at a rate of 2.25% above base rate.

13. ULTIMATE CONTROLLING PARTY

The ultimate parent company is Manxprop Limited, a company incorporated in England & Wales.

The ultimate controlling party is P Ligertwood.

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