

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2018

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CONRAN RETAIL AND BRAND HOLDINGS LIMITED

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CONRAN RETAIL AND BRAND HOLDINGS LIMITED

COMPANY INFORMATION

Directors	Sir Terence Conran R Seelig H Wahla S Conran S Briars
Registered number	02488068
Registered office	22 Shad Thames London SE1 2YU
Independent auditor	Mazars LLP Tower Bridge House St Katharine's Way London E1W 1DD

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2018

The directors present their Strategic Report for the year ended 31 March 2018.

STRATEGIC REVIEW OF THE BUSINESS

The company's principal activity is that of intermediate holding company for The Conran Shop group and the operation under licence of six stores in Japan.

The directors consider turnover and EBITDA as the key performance indicators for the company. Turnover for the year increased from £655,000 in 2017 to £692,000 in 2018. Underlying EBITDA reduced from £353,000 in 2017 to £97,000 in 2018.

The year ended March 2018 represented the third full year with a new Japanese partner during which the commercial relationship between the UK and Japanese partner has continued to strengthen. Growth forecasts for the next financial year are strong and the management team believe this is a significant opportunity to grow the brand worldwide with particular emphasis on Korea, China and Hong Kong.

GOING CONCERN AND PRINCIPAL KEY RISKS

The directors considered the following to make an assessment of the appropriateness of preparing these financial statements on a going concern basis:

- The implications of the economic environment on the company's revenues and profits - the company undertakes forecasts and projections of trading and cash flows on a regular basis. This is essential for targeting performance and identifying areas of focus for management to improve performance.
- The highly competitive environment in which the company trades – the company has in place a significant number of pro-active initiatives to mitigate the possible adverse impact of increased competitive pressure.
- Liquidity risk – Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The group aims to mitigate liquidity risk by managing cash generation by its operations, applying cash collection targets throughout the group. The group also manages liquidity risk via revolving credit facilities and long term debt.

As such the directors have reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements.

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2018**

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company's activities expose it to financial cash flow risk as a result of changes in foreign currency exchange rates. The company places forward contracts where appropriate to manage this risk. The company does not use derivative financial instruments for speculative purposes.

This report was approved by the board and signed on its behalf.

H Wahla
Director



Date:

14th December 2018

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2018

The directors present their report and the financial statements for the year ended 31 March 2018.

A review of the business including future developments as well as principal key risks is not shown in the Directors' Report as this information is included within the Strategic Report under s414C(11) of the Companies Act 2006.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards 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 Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The loss for the year, after taxation, amounted to £30,000 (2017 - £446,000 profit).

The directors do not recommend the payment of a dividend (2017: £Nil).

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2018**

Directors

The directors who served during the year and to the date of this report were:

Sir Terence Conran (appointed 30 May 2018)

R Seelig

H Wahla

S Conran

S Briars

P Brookes (resigned 4 October 2017)

J Wilary-Attew (resigned 31 May 2018)

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

The auditor, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

H Wahla
Director



Date:

14th December 2018

Independent auditor's report to the members of Conran Retail and Brand Holdings Limited

Opinion

We have audited the financial statements of Conran Retail and Brand Holdings Limited (the 'company') for the year ended 31 March 2018 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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 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.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of 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 directors' responsibilities statement set out on page 4, 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 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 company or to cease operations, or have no realistic alternative but to do so.

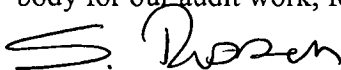
Auditor's responsibilities for the audit of the financial statements

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.

Use of the audit 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.



Samantha Russell (Senior Statutory Auditor) for and on behalf of Mazars LLP
Chartered Accountants and Statutory Auditor
Tower Bridge House
St Katharine's Way
London
E1W 1DD

Date: 21st December 2018

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2018**

	Note	2018 £000	2017 £000
Turnover	4	692	655
Cost of sales		(70)	(8)
Gross profit		622	647
Administrative expenses		(525)	37
Operating profit	5	97	684
Interest receivable and similar income	8	283	155
Interest payable and similar charges	9	(417)	(281)
(Loss)/profit on ordinary activities before tax		(37)	558
Tax on (loss)/profit on ordinary activities	10	7	(112)
(Loss)/profit for the financial year		(30)	446
Total comprehensive (loss)/income for the year		(30)	446

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

The notes on pages 12 to 20 form part of the financial statements.

CONRAN RETAIL AND BRAND HOLDINGS LIMITED
REGISTERED NUMBER: 02488068

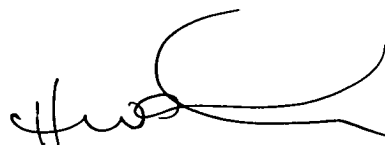
BALANCE SHEET
AS AT 31 MARCH 2018

	Note	2018 £000	2017 £000
Fixed assets			
Investments	11	11,198	11,198
Current assets			
Debtors: amounts falling due after more than one year	12	10,384	5,959
Debtors: amounts falling due within one year	12	257	176
Cash at bank		7	132
		<u>10,648</u>	<u>6,267</u>
Creditors: amounts falling due within one year	13	(24)	(271)
Net current assets		<u>10,624</u>	<u>5,996</u>
Creditors: amounts falling due after more than one year	14	(15,246)	(10,588)
Net assets		<u><u>6,576</u></u>	<u><u>6,606</u></u>
Capital and reserves			
Called up share capital	15	2,500	2,500
Capital contribution reserve	16	8,760	8,760
Profit and loss account	16	(4,684)	(4,654)
Shareholder's funds		<u><u>6,576</u></u>	<u><u>6,606</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

H Wahla
Director

Date:


14th December 2018

The notes on pages 12 to 20 form part of these financial statements.

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2018**

	Called up share capital £000	Capital contribution reserve £000	Profit and loss account £000	Total equity £000
At 1 April 2016	2,500	8,760	(5,100)	6,160
Comprehensive income for the year				
Profit for the year	-	-	446	446
At 1 April 2017	2,500	8,760	(4,654)	6,606
Comprehensive loss for the year				
Loss for the year	-	-	(30)	(30)
At 31 March 2018	2,500	8,760	(4,684)	6,576

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

1. General information

Conran Retail and Brand Holdings Limited is a limited liability company incorporated in England and Wales. Its registered office is 22 Shad Thames, London, SE1 2YU. The financial statements have been prepared for the year ended 31 March 2018 using GBP Sterling as the presentational currency and rounded to the nearest thousand pounds.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

2.2 Financial reporting standard 102 - reduced disclosure exemptions

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

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Conran Holdings Limited as at 31 March 2018 and these financial statements may be obtained from Companies House.

2.3 Going concern

The company has the full support of the ultimate parent undertaking and accordingly, the directors continue to adopt the going concern basis in preparing the annual report and financial statements.

2.4 Consolidated financial statements

The Company, in accordance with FRS 102, is exempt under the provisions of Companies Act 2006 from publishing consolidated financial statements as it is a wholly owned subsidiary of Conran Holdings Limited and is included within the consolidated financial statements of that company.

2.5 Investments

Investments in subsidiaries are measured at cost less accumulated provision for impairment.

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

2. Accounting policies (continued)

2.6 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.

2.7 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.

2.8 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.

2.9 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding value added tax.

Turnover comprises royalty income from franchise operations and is recognised evenly over the period that the licence is granted and to the extent that there is a right to consideration.

2.10 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP Sterling.

Transactions and balances

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

2. Accounting policies (continued)

2.11 Pensions

The company does not operate its own pension scheme. It does, however, make contributions to certain employees' personal pension schemes. These contributions are charged to the Statement of Comprehensive Income as they fall due.

2.12 Holiday pay accrual

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the Balance Sheet date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the Balance Sheet date.

2.13 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

2.14 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.15 Current and deferred taxation

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date, between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Deferred tax assets and liabilities are not discounted.

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In applying the Company's accounting policies, the directors are required to make judgments, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgments, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgments, estimates and assumptions, the actual results and outcomes may differ.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in in the year of revision and future years if the revision affects both current and future years.

3.1 Critical judgments in applying the accounting policies

Assessing indicators of impairment

In assessing whether there have been any indicators of impairment of assets, the directors have considered both external and internal sources of information such as market conditions, counterparty credit ratings and experience of recoverability. There have been no indicators of material impairments identified during the current financial year.

Assets that are subject to impairment review are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs).

3.2 Key sources of estimation uncertainty

There are no key assumptions concerning the future, and other key sources of estimation uncertainty, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. Turnover

The whole of the turnover is attributable to franchise retail activities in Japan.

5. Operating profit

The operating profit is stated after charging:

	2018 £000	2017 £000
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	3	3
Exchange differences	-	(331)
	<u> </u>	<u> </u>

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018**

6. Employees

Staff costs, including directors' remuneration, were as follows:

	2018	2017
	£000	£000
Wages and salaries	740	453
Social security costs	94	60
Pension costs	33	22
	867	535

The average monthly number of employees, including the directors, during the year was as follows:

	2018	2017
	No.	No.
	6	6

7. Directors' remuneration and key management personnel

	2018	2017
	£000	£000
Directors' emoluments	740	453
Company contributions to defined contribution pension schemes	33	22
	773	475

During the year retirement benefits were accruing to 4 directors (2017 - *NIL*) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £287,000 (2017 - £253,000).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £30,000 (2017 - £13,000).

Key management personnel comprise executive directors as well as members of the senior management board. The company has an agreement with The Conran Shop Limited, a subsidiary undertaking, for provision of qualifying services of certain directors. These directors are remunerated by The Conran Shop Limited.

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018**

8. Interest receivable

	2018 £000	2017 £000
Interest receivable from group companies	<u>283</u>	<u>155</u>

9. Interest payable and similar charges

	2018 £000	2017 £000
On loans from group undertakings	<u>417</u>	<u>281</u>

10. Taxation

	2018 £000	2017 £000
Corporation tax		
Current tax (credit)/charge for the year	<u>(7)</u>	<u>112</u>

Factors affecting tax charge for the year

The tax assessed for the year is the same as (2017 - the same as) the standard rate of corporation tax in the UK of 19% (2017 - 20%) as set out below:

	2018 £000	2017 £000
(Loss)/Profit on ordinary activities before tax	<u>(37)</u>	<u>558</u>
(Loss)/Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 20%)	<u>(7)</u>	<u>112</u>
Effects of:		
Total tax charge for the year	<u>(7)</u>	<u>112</u>

Factors that may affect future tax charges

Changes to the UK corporation tax rates were substantively enacted as part of the Finance Bill 2016 on 6 September 2016. These include reductions to the main rate of corporation tax to 19% from 1 April 2017 and to 17% from 1 April 2020. Accordingly, the relevant deferred tax balances have been remeasured.

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018**

11. Fixed asset investments

	Investments in subsidiary companies £000
Cost	
At 1 April 2017	11,198
At 31 March 2018	<u>11,198</u>
Net book value	
At 31 March 2018	<u>11,198</u>
At 31 March 2017	<u>11,198</u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Class of shares	Holding	Principal activity
The Conran Shop Limited	Ordinary	100 %	Retail
Conran Licence Limited	Ordinary	100 %	Licensing
Conran Shop (Marylebone) Limited	Ordinary	100 %	Dormant
The Conran Shop SAS	Ordinary	100 %	Retail

All subsidiary undertakings registered office address is 22 Shad Thames, London, SE1 2YU, United Kingdom, except The Conran Shops SAS, which is 117 rue du Bac, 75007, Paris, France.

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018**

12. Debtors

	2018 £000	2017 £000
Due after more than one year		
Amounts owed by group undertakings	10,384	5,959
	2018 £000	2017 £000
Due within one year		
Trade debtors	7	176
Other debtors	243	-
Amounts due from group undertakings in respect of group relief	7	-
	257	176

13. Creditors: Amounts falling due within one year

	2018 £000	2017 £000
Amounts owed to group undertakings	3	5
Amounts owed to group undertakings in respect of group relief	-	112
Accruals and deferred income	21	154
	24	271

14. Creditors: Amounts falling due after more than one year

	2018 £000	2017 £000
Amounts owed to group undertakings	15,246	10,588

CONRAN RETAIL AND BRAND HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018**

15. Share capital

	2018 £	2017 £
Shares classified as equity		
Allotted, called up and fully paid		
5,000,004 Ordinary shares of £0.50 each	<u>2,500,002</u>	<u>2,500,002</u>

16. Reserves

Profit and loss account

Includes all current and prior year retained profits and losses.

Capital contribution reserve

Includes contributions made by the shareholder to finance and support the company.

17. Contingent liabilities

The company, together with its ultimate parent undertaking and certain fellow subsidiary undertakings, is party to a limited inter-company Composite Accounting System guarantee dated 19 February 2009 and renewed on 10 August 2016 to Barclays Bank Plc as security for a group overdraft arrangement between the company, its ultimate parent undertaking and those fellow subsidiary undertakings. As at the Balance Sheet date, the net overdraft under the guarantee was £nil (2017: £Nil).

18. Related party transactions

The company is a wholly owned subsidiary of Conran Holdings Limited, and is included in the consolidated financial statements of Conran Holdings Limited which are publicly available. Consequently, the company has taken advantage of the exemption under FRS 102 from disclosing related party transactions with entities that are 100% owned by Conran Holdings Limited.

There were no other related party transactions.

19. Controlling party

The ultimate controlling party is Sir Terence Conran.

The company is a subsidiary undertaking of Conran Holdings Limited, registered in England and Wales and its registered office is 22 Shad Thames, London, SE1 2YU. The results of the company are consolidated into the financial statements of Conran Holdings Limited, the ultimate undertaking, which is the smallest and largest group to consolidate the company's financial statements. Copies of the group's financial statements are available from Companies House.