Conran Holdings Limited

Registered number: 02836732

Annual report and financial statements

For the year ended 30 March 2021

CONRAN HOLDINGS LIMITED

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COMPANY INFORMATION

Directors	Henrietta Conran (Chairman) Edmund Conran Nicholas Bull Maximillian Conran Sam Conran Sebastian Conran
Registered number	02836732
Registered office	Ground Floor 30a Great Sutton Street London England EC1V 0DU
Independent auditor	Mazars LLP Chartered Accountants & Statutory Auditor 30 Old Bailey London United Kingdom EC4M 7AU

GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 30 MARCH 2021

The directors present the Strategic Report for Conran Holdings Limited (the 'Company') and its subsidiaries (the 'Group') for the year ended 30 March 2021.

STRATEGIC REVIEW OF BUSINESS

The principal activities of the Group during the period were that of the retail of home furnishings, the operation of an architecture and design practice and brand licensing.

Group results and key performance indicators

Turnover for the year was £6,315,000 (*2020: £42,377,000*) and the loss before tax £1,046,000 (*2020: loss £579,000*).

The reduction in turnover was a result of the discontinued activities in respect to the retail activities following the Group's sale of the UK retail business and assets and its French subsidiary on 20 March 2020.

EBITDA (earnings before interest, taxes, depreciation and amortisation) for the period amounted to a loss of £477,000 (2020 loss of: £434,000).

Architecture and interior design

The strategy of investing in senior, highly-skilled and creative staff continues to ensure that the business enjoys a strong reputation in the core Architecture and Interior Design disciplines. The business continues to win and deliver sizeable and high-profile projects and to win awards for work across all sectors within these disciplines.

Turnover for the period decreased from £6,947,000 in 2020 to £5,911,000 in 2021 and EBITDA (excluding exceptional costs) decreased from £422,000 in 2020 to £137,000 in 2021.

PRINCIPAL RISKS AND UNCERTAINTIES

The directors review the risks and uncertainties relevant to the Group on a regular basis and consider that these relate principally to the economic environment prevailing in the UK and internationally. The directors have taken and continue to take steps to minimise the dependence of the group on any particular market sector or single client or customer, but the business remains susceptible to any downturn in the economies of the countries in which it operates.

BREXIT

The United Kingdom withdrew from the European Union on 31 January 2020 and entered into an implementation period which ended on 31 December 2020. At the date of this report it is therefore impracticable to assess in detail the opportunities and threats that this future relationship could present. The director is managing these risks by closely monitoring developments, and is confident that the Company will be able to amend and modify its procedures to remain fully compliant with any future rules and regulations, and to maintain its standing and reputation in the marketplace throughout Europe and worldwide.

Covid-19 and Going Concern

The Group is monitoring closely the impact of Covid-19 on business interruptions across both the UK and the main territories it operates in. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The management of the architectural and interior design business closely monitor the environment within the industry, whilst proactively planning for numerous potential outcomes. This requires significant judgements and assumptions in forecasts regarding periods for which the lockdown will run in the main territories it operates in, the way in which countries are likely to emerge from it including slowly recovering economies and the speed of vaccinations rolling out locally and globally. The business has a £500,000 loan facility in place, from the Company which was drawn down in June 2021. In addition to this, the business has an additional £300,000 facility which is available until the 31 March 2023 but is currently not drawn down and therefore the directors have reasonable expectations that the business has adequate resources to continue in operational existence for the foreseeable future, being at least 12 months from the date of signature of these financial statements.

As a consequence of the above, the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future, being at least 12 months from the date of signature of these financial statements. Accordingly, they continue to adopt the going concern basis in preparing the Group's annual consolidated financial statements.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities expose it to a number of financial risks including foreign currency risk, credit risk, liquidity risk and price risk. The use of financial derivatives is governed by the group's policies approved by the board of directors. The group does not use derivative financial instruments for speculative purposes.

Foreign currency risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates. The Group uses foreign exchange forward contracts to hedge these exposures, when deemed appropriate.

Credit risk

The Group's principal financial assets are cash, trade and other debtors, and investments.

The Group's credit risk is primarily attributable to its trade debtors. The amounts presented in the balance sheet are net of allowances for doubtful debts. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group has no significant concentration of credit risk.

Liquidity risk

The Group does not have any exposure to liquidity risk due to the positive cash reserves.

Price risk

The Group is susceptible to significant increases in the price of raw materials, utilities and general market cost inflation. The increased costs could reduce margins. The Group focuses on its supplier relationships, flexible contracts and diversity in its international presence to mitigate against these risks, where appropriate.

Statement by the Directors in performance of their statutory duties in accordance with s172(1) Companies Act 2006

a) The likely consequences of any decision in the long term

The Board of Directors strive to act in ways most likely to promote the success of the business for the benefit of its members having regards to the matters set out in a) to f) of Section 172 of the Companies Act 2006 when making strategic decisions and work in collaboration with the subsidiaries leadership team in order to achieve this. Consideration is given to the impact of any decisions in the long term. At the core, this involves promoting the Company's success whilst also having regard to the interests of the Company's and subsidiaries stakeholders.

b) The interests of employees

Employees are viewed as our greatest assets and the interest of employees are always considered when decisions are made. Monthly employee briefing updates are provided to all employees on business performance, current workstream and developments in the current environment with an opportunity for feedback, including through staff appraisals and various working groups.

c) The need to foster business relationships with suppliers, customers and other

The senior leadership team of the Group work closely with customers to build long term relationships and continually obtain feedback at various stages to further enhance the delivery of the services. The Group aims to work in partnership with its suppliers to treat them fairly and use them to drive innovation, change and efficiency across the business and our customers projects, and expect our suppliers to reflect similar values and behaviour to our own.

d) The impact of the Group's operations on the community and environment

Sustainability and doing business responsibly have been the essence of the Group since it was founded. The Group works closely with its customers and supply chains to enable us to use and recommend the most environmentally friendly products and processes. The Groups architectural and interior design business is ISO 9001 and 14001 certified, and regularly review its environmental management system to ensure it remains appropriate and suitable to its business.

e) The desirability of the Group maintaining a reputation for high standards of business conduct

The Group believes that it is crucial that we are trusted by all stakeholders. The Group has a low risk appetite for reputational risk and such considerations are always part of the decision making process. We have an employee code of conduct which all employees are expected to read and understand with regular continuing professional development programmes.

f) The need to act fairly between members of the company

Conran Holdings Limited shareholders are the Conran family, and the Board of Directors comprise representatives of its shareholders.

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

Henrietta Conran (Chairman)
Director

Date: 17 June 2022

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 MARCH 2021

The directors present their Annual Report and the audited consolidated financial statements of Conran Holdings Limited (the 'Company') and its subsidiaries (the 'Group') for the year ended 30 March 2021.

Principal activity

The principal activity of the Company is that of a holding company. The principal activities of the Group are during the period were that of the operation of an architecture and design practice and brand licensing.

Results and dividends

The loss for the year, after taxation, amounted to £1,288,000 *(2020:* loss of *£1,650,000)*.

There were no dividends paid in the period (*2020: £nil*).

Directors

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

Henrietta Conran (Chairman)
Edmund Conran
Nicholas Bull
Maximillian Conran (appointed 24 March 2021)
Sam Conran (appointed 24 March 2021)
Sebastian Conran
Timothy Bowder-Ridger (resigned 29 September 2021)
Victoria Conran (resigned 24 March 2021)
Hardip Nijjar (resigned 20 September 2021)

Directors' responsibilities statement

The directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. 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 the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgements 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 Group 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 the Group 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Future developments

In the continued period of unprecedented economic and social disruption, the Group's priority is, as always, the health and well-being of our colleagues, partners and end clients. The Group continues to follow Government advice closely where still appropriate and has adopted hybrid flexible working arrangements.

The Group's principal trading company, Conran and Partners, a multi-award winning practice of architects and interior designers continues to see delivery of varying sizeable projects, across all sectors and geographical territories within these disciplines from its London and Hong Kong studios as being core to its strategy in this global market.

Employee involvement

The Group has an active policy of communicating to all its staff through a briefing system which ensures that the staff are kept informed of business and strategic developments on a timely basis. Where relevant, staff are consulted at all levels on matters relating to their area of business and on matters affecting their own employment circumstances.

Disabled employees

The Group gives full consideration to applications for employment from disabled persons where they can adequately fulfil the requirements of the job.

Where existing employees become disabled, it is the group's policy wherever practicable, to provide continuing employment under normal terms and conditions and to provide training, career development and promotion to disabled employees wherever appropriate.

Directors' indemnities

The Group has made qualifying third party indemnity provisions for the benefit of its directors which remain in force at the date of this report.

Greenhouse gas emissions, energy consumption and energy efficiency action

The Group has not disclosed information in respect of greenhouse gas emissions, energy consumption and energy efficiency action as its energy consumption in the United Kingdom for the year is 40,000kWh or lower.

Matters covered in the Group Strategic Report

The Group has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the Group's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of financial instruments.

Provision 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 and the Group'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 and the Group's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Post balance sheet events

On 24 February 2022 Russian Forces entered Ukraine, resulting in Western Nation reactions including announcements of sanctions against Russia and Russian interests worldwide and an economic ripple effect on the global economy. The directors have carried out an assessment of the potential impact of Russian Forces entering Ukraine on the business, including the impact of mitigation measures and uncertainties, and have concluded that this is a non-adjusting post balance sheet event with the greatest impact on the business expected to be from the economic ripple effect on the global economy.

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 by:

Henrietta Conran (Chairman)
Director

Date: 17 June 2022

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONRAN HOLDINGS LIMITED

Opinion

We have audited the financial statements of Conran Holdings Limited (the 'parent Company') and its subsidiaries (the 'group') for the year ended 30 March 2021 which comprise the Consolidated Profit and Loss Account, the Consolidated Statement of Other Comprehensive Income, the Consolidated and Company Statements of Financial Position, the Consolidated and Company Statements of Changes in equity, the 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 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 Group's and the Company's affairs as at 30 March 2021 and of the Group's 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

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

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

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

- 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 and 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.

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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the 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 Group and parent 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONRAN HOLDINGS LIMITED

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 7, 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 and 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 intend either to liquidate the Group and 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.

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

Based on our understanding of the Group and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation, health and safety regulation, anti-money laundering regulation and non-compliance with implementation of government support schemes relating to COVID-19.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of management and, where appropriate, those charged with governance, as to whether the company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as: tax legislation and the Companies Act 2006.

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of override of controls, and determined that the principal risks were related to: posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates and revenue recognition in relation to cut off.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

Our audit procedures in relation to fraud through revenue recognition specific to cut off included, but were not limited to;

- assessing managements revenue recognition policy; and

- agreeing a sample of revenue projects to ensure that the appropriate level of revenue has been accrued or deferred.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

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.

Gareth Jones (Senior statutory auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor

30 Old Bailey

London

United Kingdom
EC4M 7AU

17 June 2022

CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 MARCH 2021

	Note	Continuing operations 2021 £000	Discontinued operations 2021 £000	Total 2021 £000	*Continuing operations 2020 £000*	*Discontinued operations 2020 £000*	*Total 2020 £000*
Turnover	4	6,315	-	6,315	*7,084*	*35,293*	*42,377*
Cost of sales		(3,920)	-	(3,920)	*(4,403)*	*(40,680)*	*(45,083)*
Gross profit/(loss)		2,395	-	2,395	*2,681*	(5,387)	*(2,706)*
Administrative expenses		(3,177)	-	(3,177)	*(4,437)*	*(821)*	*(5,258)*
Exceptional administrative expenses	11	(183)	-	(183)	*4,396*	*(3,467)*	*929*
Other operating income	5	268	-	268	-	-	-
Fair value movements	15	-	-	-	*6,521*	-	*6,521*
Operating (loss)/profit	6	(697)	-	(697)	*9,161*	(9,675)	*(514)*
Interest payable and similar expenses	9	(349)	-	(349)	*(65)*	-	*(65)*
(Loss)/profit before tax		(1,046)	-	(1,046)	*9,096*	(9,675)	*(579)*
Tax on (loss)/profit	10	(242)	-	(242)	*(1,198)*	*127*	*(1,071)*
(Loss)/profit for the year		(1,288)	-	(1,288)	*7,898*	(9,548)	*(1,650)*
Loss for the year attributable to:							
Non-controlling interests		(27)	-	(27)	*91*	-	*91*
Owners of the parent		(1,261)	-	(1,261)	*14*	*(1,755)*	*(1,741)*
		(1,288)	-	(1,288)	*105*	(1,755)	*(1,650)*

The consolidated profit and loss account for the year ended 30 March 2021 has been prepared on the basis that all operations are continuing operations.

For the year ended 30 March 2020, the profit and loss account has been prepared on the basis that not all operations are continuing operations, following the sale of Conran SAS and the sale of business and assets previously held in Retail Shops 2020 Limited and Retail Holdings 2020 Limited, after which these companies ceased trading.

The notes on pages 28 to 56 form part of these financial statements.

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 MARCH 2021

	2021 £000	2020 £000
Loss for the financial year	(1,288)	(1,650)
Other comprehensive income		
Net exchange difference on retranslation of net assets of subsidiary undertakings	71	91
Other comprehensive income for the year	71	91
Total comprehensive loss for the year	(1,217)	(1,559)
(Loss) for the year attributable to:		
Non-controlling interest	(27)	91
Owners of the parent Company	(1,261)	(1,741)
	(1,288)	(1,650)
Total comprehensive loss attributable to:		
Non-controlling interest	(22)	91
Owners of the parent Company	(1,195)	(1,650)
	(1,217)	(1,559)

The notes on pages 28 to 56 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 MARCH 2021

	Note		2021 £000		*2020 £000*
Fixed assets					
Intangible assets	12		-		*-*
Tangible assets	13		556		*617*
Investments in associates	14		(269)		*(269)*
Investment property	15		10,000		*10,000*
			10,287		*10,348*
Current assets					
Debtors: Amounts falling due within one year	16	2,736		*9,946*	
Cash at bank	17	4,182		*1,391*	
		6,918		*11,337*	
Creditors: amounts falling due within one year	18	(3,201)		*(9,647)*	
Net current assets			3,717		*1,690*
Total assets less current liabilities			14,004		*12,038*
Creditors: amounts falling due after more than one year	19		(9,131)		*(7,800)*
Provisions for liabilities					
Deferred taxation	23	(1,623)		*(1,267)*	
Other provisions	24	(183)		*-*	
			(1,806)		*(1,267)*
Net assets			3,067		*2,971*

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 30 MARCH 2021

	Note	2021 £000	*2020 £000*
Capital and reserves			
Called up share capital	25	16	*16*
Share premium account	26	5,768	*5,768*
Capital redemption reserve	26	152	*152*
Capital contribution reserve	26	2,156	*843*
Merger reserve	26	359	*359*
Profit and loss account	26	(5,614)	*(4,419)*
Equity attributable to owners of the parent Company		2,837	*2,719*
Non-controlling interests		230	*252*
Total equity		3,067	*2,971*

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

Henrietta Conran (Chairman)
Director

Date: 17 June 2022

The notes on pages 28 to 56 form part of these financial statements.

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 30 MARCH 2021

	Note		**2021** **£000**		*2020* *£000*
Fixed assets					
Investments in subsidiaries	14		4,181		*4,181*
			4,181		*4,181*
Current assets					
Debtors: amounts falling due within one year	16	281		*6,972*	
Cash at bank and in hand	17	1,896		*204*	
		2,177		*7,176*	
Creditors: amounts falling due within one year	18	(1,554)		*(8,782)*	
Net current assets/(liabilities)			623		*(1,606)*
Total assets less current liabilities			4,804		*2,575*
Creditors: amounts falling due after more than one year	19		(9,131)		*(7,800)*
Net liabilities			(4,327)		*(5,225)*
Capital and reserves					
Called up share capital	25		16		*16*
Share premium account	26		5,768		*5,768*
Capital redemption reserve	26		152		*152*
Capital contribution reserve	26		2,156		*843*
Merger reserve	26		8,292		*8,292*
Profit and loss account	26		(20,711)		*(20,296)*
Total equity			(4,327)		*(5,225)*

The Company has elected to take exemption under Section 408 of the Companies Act not to present a Profit or Loss Account. The loss for the year of Conran Holdings Limited was £415,000 (2020: £12,345,000).

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

Henrietta Conran (Chairman)
Director

Date: 17 June 2022

The notes on pages 28 to 56 form part of these financial statements.

COMPANY STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 30 MARCH 2021

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 MARCH 2021

	Called up share capital	Share premium account	Capital redemption reserve	Capital contribution reserve	Merger reserve	Profit and loss account	Equity attributable to owners of parent Company	Minority interest
	£000	£000	£000	£000	£000	£000	£000	£000
At 31 March 2020	16	5,768	152	843	359	(4,419)	2,719	252
Comprehensive loss for the year								
Loss for the year	-	-	-	-	-	(1,261)	(1,261)	(27)
Currency translation differences	-	-	-	-	-	66	66	5
Other comprehensive income for the year	-	-	-	-	-	66	66	5
Total comprehensive expense for the year	-	-	-	-	-	(1,195)	(1,195)	(22)
Fair value adjustment (note 26)	-	-	-	1,313	-	-	1,313	-
Total transactions with owners	-	-	-	1,313	-	-	1,313	-
At 30 March 2021	16	5,768	152	2,156	359	(5,614)	2,837	230

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)
FOR THE YEAR ENDED 30 MARCH 2021

	Total equity £000
At 31 March 2020	2,971
Comprehensive loss for the year	
Loss for the year	(1,288)
Currency translation differences	71
Other comprehensive income for the year	71
Total comprehensive expense for the year	(1,217)
Fair value adjustment (note 26)	1,313
Total transactions with owners	1,313
At 30 March 2021	3,067

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)
FOR THE YEAR ENDED 30 MARCH 2021

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 MARCH 2020

	Called up share capital	Share premium account	Capital redemption reserve	Capital contribution reserve	Merger reserve	Profit and loss account	Equity attributable to owners of parent company	Minority interest
	£000	£000	£000	£000	£000	£000	£000	£000
At 31 March 2019	16	5,768	152	1,227	359	(3,381)	4,141	773
Comprehensive loss for the year								
Loss for the year	-	-	-	-	-	(1,741)	(1,741)	91
Net exchange differences on retranslation of net assets of subsidiary undertakings	-	-	-	-	-	91	91	-
Other comprehensive income for the year	-	-	-	-	-	91	91	-
Total comprehensive expense for the year	-	-	-	-	-	(1,650)	(1,650)	91
Fair value adjustment (note 27)	-	-	-	(384)	-	-	(384)	-
Adjustment following increase in investment	-	-	-	-	-	612	612	(612)
Total transactions with owners	-	-	-	(384)	-	612	228	(612)
At 30 March 2020	16	5,768	152	843	359	(4,419)	2,719	252

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)
FOR THE YEAR ENDED 30 MARCH 2020

	Total equity £000
At 31 March 2019	4,914
Comprehensive loss for the year	
Loss for the year	(1,650)
Net exchange differences on retranslation of net assets of subsidiary undertakings	91
Other comprehensive income for the year	91
Total comprehensive expense for the year	(1,559)
Fair value adjustment (note 27)	(384)
Adjustment following increase in investment	-
Total transactions with owners	(384)
At 30 March 2020	2,971

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 MARCH 2021

	Called up share capital £000	Share premium account £000	Capital redemption reserve £000	Capital contribution reserve £000	Merger reserve £000	Profit and loss account £000	Total equity £000
At 31 March 2019	16	5,768	152	1,227	8,292	(7,951)	7,504
Comprehensive income for the year							
Loss for the year	-	-	-	-	-	(12,345)	(12,345)
Other comprehensive income for the year	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	(12,345)	(12,345)
Fair value adjustment (note 27)	-	-	-	(384)	-	-	(384)
Total transactions with owners	-	-	-	(384)	-	-	(384)
At 31 March 2020	16	5,768	152	843	8,292	(20,296)	(5,225)
Comprehensive income for the year							
Loss for the year	-	-	-	-	-	(415)	(415)
Other comprehensive income for the year	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	(415)	(415)
Fair value adjustment (note 27)	-	-	-	1,313	-	-	1,313
Total transactions with owners	-	-	-	1,313	-	-	1,313
At 30 March 2021	16	5,768	152	2,156	8,292	(20,711)	(4,327)

The notes on pages 28 to 56 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 MARCH 2021

	2021	*2020*
	£000	*£000*
Cash flows from operating activities		
Loss for the financial year	(1,288)	*(1,650)*
Adjustments for:		
Depreciation of tangible assets	220	*948*
Revaluation gain on investment property	-	*(6,521)*
Loss on disposal of tangible assets	39	*3,744*
Interest paid	348	*65*
Taxation charge	239	*1,071*
Decrease in stocks	-	*7,251*
Decrease in debtors	8,924	*83*
Decrease in creditors	(1,542)	*(8,801)*
Increase/(decrease) in provisions	183	*(373)*
Corporation tax received	117	*190*
Net cash used in operating activities	7,240	*(3,993)*
Cash flows used from investing activities		
Purchase of tangible fixed assets	(230)	*(1,885)*
Net cash used in investing activities	(230)	*(1,885)*
Cash flows generated from financing activities		
(Repayment)/increase in loan notes	(5,153)	*2,640*
Interest paid	(348)	*(65)*
Capital contribution	1,313	*-*
Net cash (used in)/generated from financing activities	(4,188)	*2,575*
Net increase/(decrease) in cash and cash equivalents	2,822	*(3,303)*

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED 30 MARCH 2021

	2021 £000	*2020 £000*
Cash and cash equivalents at beginning of year	1,391	*4,694*
Foreign exchange gains and losses	(31)	*-*
Cash and cash equivalents at the end of year	4,182	*1,391*
Cash and cash equivalents at the end of year comprise:		
Cash at bank	4,182	*1,391*
	4,182	*1,391*

The notes on pages 28 to 56 form part of these financial statements.

1. General information

Conran Holdings Limited (the 'Company') is a private company, limited by shares and incorporated in England and Wales. Its registered office is Ground Floor, 30a Great Sutton Street, London, England, EC1V 0DU.

The principal activities of the Company and Group during the period were that of the retail of home furnishings, the operation of an architecture and design practice and brand licensing.

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 Group management to exercise judgment in applying the Group's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The Group financial statements consolidate the financial statements of Conran Holdings Limited and all its subsidiary undertakings to 30 March 2021 together with the Group's share of the net assets and results of associates. The accounts of all the subsidiaries detailed in note 15 have coterminous period-ends apart from the Conran and Partners subsidiaries, whose accounting date ended 31 March. No profit and loss account is presented for Conran Holdings Limited as permitted by Section 408 of the Companies Act 2006. The Company's loss after taxation for the financial year was £415 ,000 (2020: £12,345,000).

In accordance with the transitional exemption available in FRS 102, the Group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 01 April 2014. Therefore, the Group continues to recognise a merger reserve which arose on a past business combination and that was accounted for as a merger in accordance with UK GAAP as applied at that time.

The Company is a qualifying entity for the purposes of FRS 102 and has elected to take the exemption under FRS 102, para 1.12 (b) not to present the Company statement of cash flows.

These financial statements are presented in pound sterling, which is the Company's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

2. Accounting policies (continued)

2.3 Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the business review in the Strategic Report.

The directors recognise the importance of being prepared for significant changes in the factors that affect the group. Covid-19, Brexit, market, various internal and external risk factors, personnel and a slowly recovering economy all represent challenges for the Group and the directors have reviewed the Group's forecasts which have an additional model for stress testing the business and show a cash requirement within the architectural and interior design business post year end. The Group provided this business with a £500,000 loan post year end and a facility of £300,000 available for drawdown until 31 March 2023, of which any draw down would be converted to a long term loan under the same terms as the £500,000 loan. The £300,000 facility is not currently drawn upon. After making enquiries, the directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future, being at least 12 months from the date of signature of these financial statements. Accordingly, the directors continue to adopt the going concern basis in preparing the annual report and accounts.

2.4 Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the Group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the Profit and Loss Account over its useful economic life of 5 years.

2. Accounting policies (continued)

2.5 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the Group assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

The Group adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Group. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Leasehold property - over the period of the lease

Fixtures, fittings and equipment - 3 to 6 years

Office equipment - 3 to 6 years

Computer equipment - 3 to 6 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

2.6 Investment property

Investment property is carried at fair value determined annually by external valuers and derived from the current market rents and investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in profit or loss.

2.7 Investments

In the Group's financial statements, investments in subsidiary undertakings are stated at cost less provision for impairment in value. Investments in associates are accounted for using the equity method and shown in the Group's Statement of Financial Position as the total of the Group's share of net assets and, goodwill arising on acquisition, less any amortisation or write-down. Investments in unlisted trade investments, that are not publicly traded, and whose value cannot otherwise be measured reliably are recognised at cost less impairment.

For investments in subsidiary undertakings which are disposed of during the year, the Consolidated Profit and Loss Account includes transactions relating to income and expenditure up to the date of disposal.

2. Accounting policies (continued)

2.8 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs, including costs incurred in bringing each product to its present location to sell. Cost is based on a weighted average basis.

At each Statement of Financial Position date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.9 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.

2.10 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.

In the Consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

2.11 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.

2.12 Share based payments

The Group has entered into cash-settled share-based payment transactions with certain employees, that are measured at fair value at acquisition date using the Black-Scholes option pricing model. The Group has no obligation to settle the transaction. Until the provision is settled, the Group re-measures the fair value of the provision at each reporting date and at the date of settlement, with any changes in fair value recognised as a movement in the Consolidated Profit and Loss Account for the period.

2.13 Government grants

Government grants are recognised at their fair value where there is a reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the years necessary to match the grant on a systematic basis to the costs that it is intended to compensate.

2. Accounting policies (continued)

2.14 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 discounts and value added tax. The following criteria must also be met before revenue is recognised:

Rendering of services and long term contracts

Revenue from a contract to provide services is recognised in the period in which the services are provided.

Profit on long-term contracts spanning more than one financial period is taken as the work is carried out if the outcome on such projects can be assessed with reasonable certainty. The profit included is calculated on a prudent basis to reflect the proportion of the work carried out at the period end by recording turnover and related costs as contract activity progresses using a percentage of completion method of accounting for long term contracts. Costs and time spent by staff and partners as a proportion of the total costs and time expected to be spent on the contract is used to determine the proportion of expected revenue to be recognised from each contract. Revenue recognition is calculated on a cumulative basis based on known factors at each period end. Full provision is made for losses on all contracts in the period they are first foreseen.

Amounts invoiced in excess of income recognised are included in deferred income. Amounts recognised in excess of amounts billed are included in amounts recoverable on long term contracts.

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2. Accounting policies (continued)

2.15 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

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 profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

2.16 Operating leases

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the lease term.

Lease incentives are recognised over the lease term on a straight line basis.

2.17 Pensions

Certain subsidiary undertakings have contributed to The Conran Shop Limited Money Purchase Plan, a defined contribution scheme administered by Prudential Financial Services Limited. The amount charged to the profit and loss account is the contribution payable for the period.

The Group also make pension contributions to certain employees' personal pension schemes. These contributions are charged to the profit and loss account as they fall due.

Further information on pension costs is provided in note 29.

2.18 Holiday pay accrual

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

2. Accounting policies (continued)

2.19 Interest payable and similar expenses

Finance costs are charged to profit or loss 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.

2.20 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

2.21 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 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 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.

2.22 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Group but are presented separately due to their size or incidence.

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

In applying the Group's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, 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 judgements, 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 period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

3.1 Critical judgments in applying the accounting policies

(i) 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. Material impairments have been identified during the current financial period in respect of Company investments. There have been no further indicators of material impairments identified in the Group.

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). The directors do not consider any investments to have been impaired during the year.

(ii) Work in Progress

In assessing whether there have been any indicators that a contract has not been accounted for in line with FRS 102, the directors have considered both external and internal sources of information such as market conditions to ensure that the amount of work in progress is measured at the most up to date and close to the period end value. There have been no indicators at the period end that the work in progress balance is misstated in the period.

3. Judgements in applying accounting policies (continued)

(iii) Recognition of deferred tax assets

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the losses carry forward can be utilised. Recognition, therefore, involves judgement regarding the prudent forecasting of future taxable profits of the business and in applying an appropriate risk adjustment.

3.2 Key sources of estimation uncertainty

The directors do not consider there to be any key sources of estimation uncertainty.

4. Turnover

An analysis of turnover by geographical market is as follows:

	2021 £000	*2020 £000*
United Kingdom	4,794	*23,740*
France	-	*11,690*
Hong Kong	1,521	*6,947*
	6,315	*42,377*

Analysis of turnover by country of destination:

	2021 £000	*2020 £000*
United Kingdom	4,131	*28,149*
Rest of Europe	55	*11,474*
Rest of the World	2,129	*2,754*
	6,315	*42,377*

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	2021 £000	*2020 £000*
Analysis by sales type		
Sales of goods	-	*35,011*
Rendering of services	5,911	*6,947*
Royalties and other	404	*419*
	6,315	*42,377*

5. Other operating income

	2021	*2020*
	£000	*£000*
Government grants	268	-

During the year ended 31 March 2021, the Group recognised government subsidies of £54,000 (2020: £nil) in respect of the Employment Support Scheme ("ESS") under Anti-epidemic Fund of the Hong Kong SAR Government against salaries and allowances.

Government grants of £214,000 (2020: £nil) relate to the UK Coronavirus Job Retention Scheme (CJRS) the Group received during the year.

6. Operating loss

The operating loss is stated after charging:

	2021	*2020*
	£000	*£000*
Depreciation of tangible fixed assets	220	*948*
Loss on disposal	39	-
Fees payable to the group's auditor for the audit of the Company's annual financial statements	33	*56*
Fees payable to the group's auditor for other services	32	*45*
Exchange differences	141	*(84)*
Operating lease (income)/expense		
- property operating leases	523	*1,331*
- sub-leased property income	-	*(98)*

7. Employees

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

	Group 2021 £000	*Group 2020 £000*
Wages and salaries	3,952	*10,550*
Social security costs	285	*953*
Cost of defined contribution scheme	184	*444*
	4,421	*11,947*

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

	2021 No.	*2020 No.*
Retail	-	*223*
Architecture and interior design	77	*82*
Other	6	*7*
	83	*312*

The Company did not have any employees (2020: £nil).

8. Directors' remuneration

	2021 £000	*2020 £000*
Directors' emoluments	391	*408*
Company contributions to defined contribution pension schemes	23	*20*
	414	*428*

During the year retirement benefits were accruing to 2 directors *(2020: 2)* in respect of defined contribution pension schemes.

The highest paid director received remuneration of £163,000 *(2020: £180,000)*.

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £9,000 *(2020: £10,000)*.

Key management personnel comprise the executive directors as well as members of the senior management board.

9. Interest payable and similar expenses

	2021	*2020*
	£000	*£000*
Interest payable on loan stock	349	*65*

10. Taxation

	2021	*2020*
	£000	*£000*
Corporation tax		
Current tax on profits for the year	-	*10*
Adjustments in respect of previous periods	(113)	*(208)*
Total current tax	(113)	*(198)*
Deferred tax		
Origination and reversal of timing differences	(46)	*30*
Deferred tax on revaluation of investment property	-	*1,239*
Changes in tax rates	391	*-*
Adjustment in respect of prior year	10	*-*
Total deferred tax	355	*1,269*
Tax on loss on ordinary activities	242	*1,071*

10. Taxation (continued)

Factors affecting tax charge for the period

The tax assessed for the period is higher than *(2020: higher than)* the standard rate of corporation tax in the UK of 19% *(2020: 19%)*. The differences are explained below:

	2021 **£000**	*2020* *£000*
Loss before tax	(1,046)	*(579)*
Loss multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	(199)	*(110)*
Effects of:		
Net permanent disallowables and non taxable income	41	*(991)*
Capital allowances for period in excess of depreciation	-	*8*
Double taxation movement	29	*(31)*
Brought forward losses utilised	(39)	*(28)*
Deferred tax not recognised	137	*1,119*
Unrelieved tax losses carried forward	(15)	*43*
Prior year under provision	(103)	*(208)*
Deferred tax movement	391	*1,269*
Total tax charge for the year	242	*1,071*

Factors that may affect future tax charges

The UK Government announced in the 2021 budget that from 1 April 2023, the rate of corporation tax in the United Kingdom will increase from 19% to 25%. Companies with profits of £50,000 or less will continue to be taxed at 19%, which is a new small profits rate. Where taxable profits are between £50,000 and £250,000, the higher 25% rate will apply but with a marginal relief applying as profits increase.

11. Exceptional items

	2021 £000	*2020 £000*
Profit on disposal of subsidiary	-	*(5,764)*
Profit on disposal of long term leasehold property	-	*(4,396)*
Loss on disposal of business assets	-	*9,231*
Provisions for onerous leases (note 25)	183	-
	183	*(929)*

12. Intangible assets

Group and Company

	Goodwill £000
Cost	
At 31 March 2020	4,259
At 30 March 2021	4,259
Amortisation	
At 31 March 2020	4,259
At 30 March 2021	4,259
Net book value	
At 30 March 2021	-
At 30 March 2020	-

13. Tangible fixed assets

Group

	Fixtures, fittings and equipment
	£000
Cost or valuation	
At 31 March 2020	1,656
Additions	230
Loss on disposal	(346)
Exchange adjustments	(41)
At 30 March 2021	1,499
Depreciation	
At 31 March 2020	1,039
Charge for the year	220
Loss on disposal	(307)
Exchange adjustments	(9)
At 30 March 2021	943
Net book value	
At 30 March 2021	556
At 30 March 2020	*617*

The Company does not hold any tangible fixed assets (2020: £nil).

14. Fixed asset investments

Group

	Investments in associates £000	Loans to associates £000	Total £000
Cost			
At 31 March 2020	(269)	420	151
At 30 March 2021	(269)	420	151
Impairment			
At 31 March 2020	-	420	420
At 30 March 2021	-	420	420
Net book value			
At 30 March 2021	(269)	-	(269)
At 30 March 2020	*(269)*	-	*(269)*

The Group holds 17% of the share capital of Content By Terence Conran Limited, a company registered in England and Wales which is held directly by Conran Holdings Limited. The Company is subject to a winding-up order.

Company

	Investments in subsidiary companies	Loans to associates	Total
	£000	£000	£000
Cost			
At 31 March 2020	28,013	420	28,433
At 30 March 2021	28,013	420	28,433
Impairment			
At 31 March 2020	23,832	420	24,252
At 30 March 2021	23,832	420	24,252
Net book value			
At 30 March 2021	4,181	-	4,181
At 30 March 2020	*4,181*	-	*4,181*

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Principal activity	Class of shares	Holding
Retail Holdings 2020 Limited	Dormant	Ordinary	100 %
Retail Shops 2020 Limited	Dormant	Ordinary	100 %
Conran Licence Limited	Brand licensing	Ordinary	100 %
CSM 2021	Dormant	Ordinary	100 %
CFL 2021 Limited	Finance	Ordinary	100 %
Conran Properties (Marylebone) Limited	Property	Ordinary	100 %
TCC 2021 Limited	Dormant	Ordinary	100 %
Conran Limited	Group services	Ordinary	100 %
Conran Roche Limited	Holding company	Ordinary	100 %
Conran and Partners Limited	Architecture and design	Ordinary	92.5 %
Conran and Partners (HK) Limited*	Architecture and design	Ordinary	92.5 %
CB 2021 Limited	Dormant	Ordinary	100 %

* held by subsidiary undertakings

All subsidiary undertakings have a registered address of Ground Floor, 30a Great Sutton Street, EC1V ODU, United Kingdom except for Conran and Partners (HK) Limited, which is Unit G-H, 7/F. Tung Kin Factory Building, 196-202 Tsat Tsz Mui Road, North Point, Hong Kong.

The financial statements for the year ended 30 March 2021 for the following fully owned subsidiaries have not been audited. These subsidiaries have taken the exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies:

- Conran Roche Limited (02374858)

15. Investment property

Group

	Long term leasehold investment property
	£000
Valuation	
At 31 March 2020	10,000
At 30 March 2021	10,000

The valuation was undertaken by an independent valuer who has the appropriate experience in valuing commercial property in Central and Greater London and is qualified for the purpose of the valuation in accordance with RICS Valuation Standards. The valuation was on an open market value for the leasehold interest on an existing use basis. The valuation took place on 6 October 2020 and the directors believe this is an accurate value at the year end.

During the year the revaluation gain amounted to £nil (2020: £6,521,000).

16. Debtors

	Group 2021 £000	*Group 2020 £000*	**Company 2021 £000**	*Company 2020 £000*
Due after more than one year				
Other debtors	338	-	-	-
Due within one year				
Trade debtors	969	*1,761*	1	*55*
Amounts owed by group undertakings	-	-	48	*47*
Other debtors	216	*6,617*	-	*6,544*
VAT recoverable	-	-	-	*68*
Prepayments and accrued income	345	*413*	-	*26*
Amounts recoverable on long term contracts	506	*789*	-	-
Tax recoverable	362	*366*	224	*224*
Deferred taxation	-	-	8	*8*
	2,736	*9,946*	281	*6,972*

An amount of £nil (2020: £6,481,250) is held in other debtors in respect of the unconditional exchange of contracts on the sale of a long term leasehold property and where sales proceeds were received post year end.

Amounts owed by group undertakings are interest free, unsecured and repayable on demand.

Trade debtors are stated after provisions for impairment of £nil (2020: £nil).

17. Cash and cash equivalents

	Group 2021 £000	*Group 2020 £000*	**Company 2021 £000**	*Company 2020 £000*
Cash at bank and in hand	4,182	*1,391*	1,896	*204*

18. Creditors: Amounts falling due within one year

	Group 2021 £000	*Group 2020 £000*	**Company 2021 £000**	*Company 2020 £000*
Unsecured Loan Stock due after one year (note 22)	-	*250*	-	*250*
Secured Loan Stock due after one year (note 22)	-	*6,234*	-	*6,234*
Payments received on account	838	-	-	-
Trade creditors	164	*509*	-	*168*
Amounts owed to group undertakings	-	-	163	*1,384*
Amounts owed to group undertakings in respect of group relief	-	-	137	*137*
Other taxation and social security	1,581	*363*	1,201	-
Other creditors	2	*40*	-	*13*
Accruals and deferred income	616	*2,251*	53	*596*
	3,201	*9,647*	1,554	*8,782*

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

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

	Group 2021 £000	*Group 2020 £000*	**Company 2021 £000**	*Company 2020 £000*
Unsecured Loan Stock due after one year (note 22)	1,218	*1,085*	1,218	*1,085*
Secured Loan Stock due after one year (note 22)	7,913	*6,715*	7,913	*6,715*
	9,131	*7,800*	9,131	*7,800*

20. Share based payments

Group

Shares have been acquired by three directors of the Group's subsidiaries and accounted for as cash-settled share-based payments in accordance with FRS 102. One of the directors did not have a share agreement. Under the terms of the share agreements if the directors cease to be employed by the company in which they have acquired shares, they are required to give transfer notice and offer to sell all shares to the immediate parent of that company, which does not have an obligation to settle the transaction. The provisions reflect the exercise price of the shares based on a valuation formulae set out in the individuals share agreements and will vary in relation to past maintainable profits. The period end provision reflects post year end price for shares settled.

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, shares during the period.

	2021	**2021**	*2020*	*2020*
	No	**WAEP - £**	*No*	*WAEP - £*
Outstanding as at 1 April	-	-	*3,021*	*43*
Change in fair value	-	-	-	-
Settled during the year	-	-	*(3,021)*	*(43)*
Exercisable as at 30 March	-	-	-	-

The fair value of the cash-settled shares are measured at the grant data using the Black-Scholes option pricing model taking into account the terms and conditions set out in the individual share agreements. The provisions are recognised over the expected exercise period. Until the directors cease to be employed with the relevant company, the provision is remeasured at each reporting date with changes in fair value recognised in profit or loss.

The carry amount of the provision at year end is £nil (2020: £nil). All shares were exercised during the prior year.

21. Loans

From 1 April 2007, the repayment terms of the unsecured loan stock was amended to become repayable in six-monthly installments of £125,000 each, in April and October, commencing April 2007 and continuing in that manner until October 2025, at which date the final installment of the loan stock will be due. The loan stock bears no interest and therefore in accordance with FRS 102 has been valued at amortised cost. During the year, there was an agreement to a postponement of the loan repayment. Post year end, the terms of the unsecured loan stock were amended with minimum annual repayments of £31,000 per annum commencing April 2022.

The Company has issued and Sir Terence, the beneficial owner, subscribed to secured loan notes which are secured by fixed and floating charges over certain company assets and of those of certain company subsidiary undertakings. The loan stock bears no interest. In accordance with FRS102, the loan has been valued at amortised cost and the difference in value taken to the capital contribution reserve. During the year, the Company issued, and Sir Terence subscribed to, a further £1,408,000 secured loan notes in June 2020, followed by the Company making a repayment of £5,119,000 of secured loan notes from proceeds of the long leasehold property disposal. In April 2021, the Company agreed amended terms, with minimum annual repayments of £231,000 per annum commencing April 2022 and loan notes were transferred to the executors of Sir Terence.

In accordance with FRS 102, the loans have been valued at amortised cost and difference in value taken to capital contribution reserve.

	Group 2021 £000	*Group 2020 £000*	**Company 2021 £000**	*Company 2020 £000*
Amounts falling due within one year				
Unsecured loan stock wholly payable within one year	-	*250*	-	*250*
Secured loan stock wholly payable within one year	-	*6,234*	-	*6,234*
	-	*6,484*	-	*6,484*
Amounts falling due 2-5 years				
Unsecured loan stock wholly payable between two and five years	115	*442*	115	*442*
Secured loan notes wholly payable within two to five years	748	*6,715*	748	*6,715*
	863	*7,157*	863	*7,157*
Amounts falling due after more than 5 years				
Unsecured loan stock wholly payable after five years	1,103	*643*	1,103	*643*
Secured loan stock wholly payable after five years	7,165	*-*	7,165	*-*
	9,131	*14,284*	9,131	*14,284*

22. Financial instruments

	Group 2021 £000	*Group 2020 £000*	**Company 2021 £000**	*Company 2020 £000*
Financial assets				
Financial assets that are debt instruments measured at amortised cost	6,206	*8,381*	2,734	*6,648*
Financial liabilities				
Financial liabilities measured at amortised cost	(10,098)	*(17,474)*	(9,671)	*(16,194)*

Financial assets measured at amortised cost comprise current asset investments being cash held on deposits, trade debtors, other debtors, amounts owed by group undertakings and amounts recoverable on long term contracts.

Financial liabilities measured at amortised cost comprise loan stock, trade creditors, other creditors (excluding cash-settled share based payment provisions), accruals, deferred income and amounts owed to group undertakings.

23. Deferred taxation

Group

	2021 £000	*2020 £000*
At beginning of period	(1,267)	*2*
Charge to the Profit and Loss Account	(356)	*(1,269)*
At 30 March 2021	(1,623)	*(1,267)*

23. Deferred taxation (continued)

Company

	2021	*2020*
	£000	*£000*
At beginning of period	8	*8*
At 30 March 2021	8	*8*

The provision for deferred taxation is made up as follows:

	Group 2021 £000	*Group 2020 £000*	**Company 2021 £000**	*Company 2020 £000*
Accelerated capital allowances	(28)	*(28)*	8	*8*
Deferred tax on revaluation of investment property	(1,595)	*(1,239)*	-	-
	(1,623)	*(1,267)*	8	*8*

24. Provisions

Group

	Dilapidation provision £000
At 31 March 2020	-
Charged to the Profit and Loss Account	183
At 30 March 2021	183

A provision of £183,000 (2020: £nil) relates to an onerous lease and dilapidation provision for a leased building. The lease is expected to end in December 2022.

25. Called up share capital

	2021 £000	*2020 £000*
Allotted, called up and fully paid		
11,001 *(2020: 11,001)* 'A' ordinary shares of £1 each	11	*11*
5,260 *(2020: 5,260)* 'B' ordinary shares of £1 each	5	*5*
	16	*16*

The 'A' ordinary shares take priority in the event of a distribution of the assets of the company to the shareholders in a return of capital or liquidation or similar distribution. Other than in this event, the 'A' and 'B' shares rank pari passu in all respects.

26. Reserves

Share premium account

Includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Merger reserve

Includes consideration received in excess of the nominal value of the shares issued on acquisition in accordance with merger relief offered by Section 612 of the Companies Act 2006.

Capital contribution reserve

Includes difference between shareholder interest free loan and amortised cost loan valuation under FRS102 effective interest method. The reserve will unwind during the duration of the loan.

Profit and loss account

Includes all current and prior year retained profits and losses.

27. Capital commitments

The Group and the Company had no capital commitments at year end (2020: £nil).

28. Pension commitments

The Group operates a defined contribution pension scheme for employees. The pension cost charge for the period relating to this scheme was £184,000 *(2020: £176,000)*. There were no contributions outstanding at the balance sheet date *(2020: £nil)*.

Other Group undertakings do not operate company pension schemes, but make contributions to the private pension schemes of employees.

29. Commitments under operating leases

At 30 March 2021 the the Group had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2021 £000	*Group 2020 £000*
Not later than 1 year	355	*130*
Later than 1 year and not later than 5 years	1,717	*221*
Later than 5 years	1,907	*4,132*
	3,979	*4,483*

The Company has no commitments under operating leases.

30. Related party transactions and ultimate controlling party

The ultimate controlling party are the executors of Sir Terence Conran, as a result 68% control of the issued share capital of the company.

During the period, the group purchased furniture and equipment from Content by Terence Conran Limited, a company in which Sir Terence Conran and the group each has a beneficial interest, to the amount of £nil (*2020: £24,000*). Amounts payable as at the period end amounted to £nil (*2020: £nil*).

Lady Conran was the owner of £1,550,000 (*2020: £1,550,000*) of unsecured loan stock at period end. Post year end an agreement was entered into for annual repayments to commence from April 2022 of £31,000 per month.

During the period, Michelin House Investment Company Limited, a company in which Sir Terence Conran has a beneficial interest, charged £nil (*2020: £1,355,000*) in respect of rent, insurance and service-related charges. Amounts payable as at the period end amounted to £nil (*2020: £nil*).

During the previous year, Conran Roche Limited, a subsidiary of Conran Holdings Limited, acquired 480 shares of Conran and Partners for a consideration of £37,490 from T Bowder-Ridger, a director of Conran Holdings Limited. During the previous year, Conran Holdings Limited loaned £78,000 to T Bowder-Ridger, the outstanding balance at the 2020 year end amounted to £41,000 which was settled in full during the year ended 30 March 2021.

During the period, the group purchased furniture and equipment from Benchmark Woodworking Ltd, a company controlled by Sir Terence Conran, in the amount of £nil (*2020: £42,000*). Amounts payable as at the period end amounted to £nil (*2020: £nil*).

The group made rental charges, recharges and management fees of £418,000 (2020: £767,000) and made purchases and incurred recharges of £119,000 (*2020: £247,000*) from Conran and Partners Limited, a fellow subsidiary of the parent undertaking, Conran Holdings Limited, which is not wholly owned by the group. In addition, during the period the group paid interest of £nil (*2020: £nil*). Net amounts receivable as at the period end amounted to £7,000 (*2020: £nil*).

During the previous year, Conran and Partners Limited's loan to CFL 2021 Limited of £500,000 was assigned to Conran Holdings Limited. Interest on the loan paid to Conran and Partners Limited last year was £16,000. Conran Holdings Limited repaid the loan in full during the year ended 31 December 2020.

There were no other material related-party transactions.

31. Post balance sheet events

On 24 February 2022 Russian Forces entered Ukraine, resulting in Western Nation reactions including announcements of sanctions against Russia and Russian interests worldwide and an economic ripple effect on the global economy. The directors have carried out an assessment of the potential impact of Russian Forces entering Ukraine on the business, including the impact of mitigation measures and uncertainties, and have concluded that this is a non-adjusting post balance sheet event with the greatest impact on the business expected to be from the economic ripple effect on the global economy.