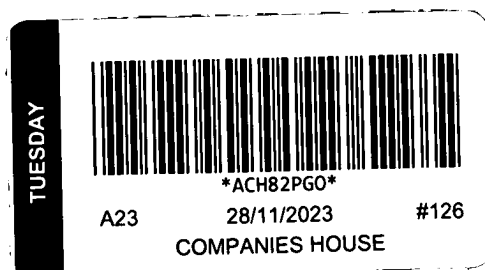


Company Registration No. 03064392 (England and Wales)

TRYZENS LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023



TRYZENS LIMITED

COMPANY INFORMATION

Directors	E Castledine A Burton T Robison G Unwin
Secretary	E Castledine
Company number	03064392
Registered office	4th Floor 20 Appold Street London United Kingdom EC2A 2AS
Auditor	BDO LLP 55 Baker Street London W1U 7EU
Bankers	Barclays Bank Princes Street Ipswich IP1 1PB

TRYZENS LIMITED

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TRYZENS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2023

The directors present their annual report and financial statements for the year ended 31 March 2023.

Principal activities

Tryzens Limited breaks its operations into four main areas; digital transformation (includes digital commerce strategy consulting, ecommerce discovery and implementations, and UI/UX redesign); service delivery (includes 24/7 monitoring, alerting and support, ITIL based service management and feature enhancements); trade and optimisation (analytics and consulting based services to improve online trading performance and the associated ROI around ecommerce, enriching customer experience, deepening consumer engagement, and roadmap planning); and technology integrations (i.e. building reusable integrations between ecommerce platforms and third party solutions in areas such as payments, marketing and translations). The company partners with key digital commerce market players such as Salesforce and Magento/ Adobe.

In keeping with previous years the delivery model for the group is that all work is sold and controlled by Trzens Limited (which is based in the UK) and uses workers that are based in India, Bulgaria and Australia. The group is managed by a central management team based in the UK with work assigned to different parts of the group who provide workers with the appropriate skill set. Localised management teams ensure there are workers available to the UK and overseas subsidiaries are paid the full cost for these workers on an arm's length basis.

Results and dividends

The results for the year are set out on page 7.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

E Castledine
A Burton
T Robison
G Unwin

Auditor

The auditor, BDO LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Going concern

The company is in a net liabilities position, however, this is funded by a loan from the parent company. The parent company does not intend to call in this loan until the company has sufficient funds to make the repayment.

TRYZENS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

Statement of directors' responsibilities

The directors are responsible for preparing 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 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.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Small companies exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

Edd Castledine

.....
E Castledine
Director

18 August 2023 | 4:15 AM PDT

Date:

TRYZENS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF TRYZENS LIMITED

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2023 and of its profit 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.

We have audited the financial statements of Tryzens Limited ("the Company") for the year ended 31 March 2023 which comprise the Profit and Loss Account, 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 Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' 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 Company's ability to continue as a going concern for a period of at least 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.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Directors' 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.

TRYZENS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBER OF TRYZENS LIMITED

Other Companies Act 2006 reporting

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

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

In the 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 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; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

Responsibilities of directors

As explained more fully in the Directors' report, 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 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.

Extent to which the audit is considered capable of detecting irregularities, including fraud

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

Non-compliance with laws and regulations

Based on:

- Our understanding of the Company and the industry in which it operates;
- Discussion with management and those charged with governance; and
- Obtaining and understanding of the Company's policies and procedures regarding compliance with laws and regulations;

we considered the significant laws and regulations to be the applicable accounting framework and UK tax legislation.

TRYZENS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBER OF TRYZENS LIMITED

Extent to which the audit was capable of detecting irregularities, including fraud (continued)

The Company is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be regulations such as NI and VAT requirements.

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondence with tax authorities for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Company's policies and procedures relating to:
 - Detecting and responding to the risks of fraud; and
 - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud; and
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these.

Based on our risk assessment, we considered the areas most susceptible to fraud to be revenue.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation;
- Assessing significant estimates made by management for bias; and
- Our audit planning identified fraud risks in relation to management override of controls and inappropriate or incorrect recognition of revenue (revenue recognition assessed for each stream). We reviewed the revenue recognition process per stream and identified potential gaps in the process to identify what could go wrong and how it could result in incorrect revenue recognition. We obtained an understanding of the processes and controls that the Company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how management monitors that processes and controls.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

TRYZENS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBER OF TRYZENS LIMITED

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:



036EB033AB07430

Matthew Haverson (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor
London, UK

18 August 2023
Date:

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

TRYZENS LIMITED**PROFIT AND LOSS ACCOUNT****FOR THE YEAR ENDED 31 MARCH 2023**

	Notes	2023 £000	2022 £000
Turnover		11,431	7,174
Cost of sales		(7,525)	(5,877)
Gross profit		3,906	1,297
Administrative expenses		(2,215)	(2,357)
Other operating income		155	413
Operating profit/(loss)	3	1,846	(647)
Interest payable and similar expenses		(17)	(26)
Profit/(loss) before taxation		1,829	(673)
Tax on profit/(loss)	5	2,312	220
Profit/(loss) for the financial year		4,141	(453)

The notes on pages 10 to 20 form an integral part of the financial statements.

TRYZENS LIMITED**BALANCE SHEET****AS AT 31 MARCH 2023**

		2023		2022	
	Notes	£000	£000	£000	£000
Fixed assets					
Tangible assets	7		23		15
Investments	8		89		89
			<u>112</u>		<u>104</u>
Current assets					
Debtors - deferred tax	10	2,074		-	
Debtors - other	10	2,086		1,593	
Cash at bank and in hand		3,952		1,283	
		<u>8,112</u>		<u>2,876</u>	
Creditors: amounts falling due within one year	11	(22,050)		(20,947)	
Net current liabilities			<u>(13,938)</u>		<u>(18,071)</u>
Net liabilities			<u>(13,826)</u>		<u>(17,967)</u>
Capital and reserves					
Called up share capital	13		-		-
Profit and loss reserves			(13,826)		(17,967)
Total equity			<u>(13,826)</u>		<u>(17,967)</u>

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

18 August 2023 | 4:15 AM

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

The notes on pages 10 to 20 form an integral part of the financial statements.

Edd Castledine

.....
E Castledine
Director

Company Registration No. 03064392

TRYZENS LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2023**

	Share capital	Profit and loss reserves	Total
	£000	£000	£000
Balance at 1 April 2021	-	(17,514)	(17,514)
Year ended 31 March 2022:			
Loss and total comprehensive expense for the year	-	(453)	(453)
Balance at 31 March 2022	-	(17,967)	(17,967)
Year ended 31 March 2023:			
Profit and total comprehensive income for the year	-	4,141	4,141
Balance at 31 March 2023	-	(13,826)	(13,826)

The notes on pages 10 to 20 form an integral part of the financial statements.

TRYZENS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

1 Accounting policies

Company information

Tryzens Limited is a private company limited by shares incorporated in England and Wales. The registered office is 4th Floor, 20 Appold Street, London, United Kingdom, EC2A 2AS.

1.1 Accounting convention

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

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £000.

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

The company is eligible for exemption under section 400 of the Companies Act 2006 as a wholly owned subsidiary of Tryzens Holdings Limited. The results of Tryzens Limited and its subsidiaries are included in the consolidated financial statements of Tryzens Holdings Limited which are available from Companies House.

1.2 Going concern

The financial statements have been prepared using the going concern basis of accounting. Based on consideration of a detailed cash flow forecast and the information stated within the accounts the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the 12 month period following the date of approval of these financial statements. Accordingly, they continue to adopt the going concern basis in preparing the financial statements and the Directors do not believe there to be any material uncertainty in the group's ability to continue as a going concern.

The business has access to enough cash resources to sustain its activities for the foreseeable future based on its planned revenue performance. Revenues have shown to increase consistently and the longer term prospects are even more positive for the business with the heightened importance placed on digital transformation and digital commerce.

The company is in a net liabilities position, however, this is funded by a loan from the parent company. The parent company does not intend to call in this loan until the company has sufficient funds to make the repayment.

1.3 Turnover

Turnover shown in the profit and loss account represents amounts recognised in relation to work undertaken during the year.

Turnover is the revenue arising from the sale of services. It is stated at the fair value of the consideration receivable, net of value added tax, rebates and discounts.

Revenue from services provided by the company is recognised when the company has performed its obligations and in exchange obtained the right to consideration.

Revenue is recognised in accordance with the stage of completion of contractual obligations to the customer. The stage of completion is ascertained by assessing the fair value of the services provided to the reporting date as a proportion of the total fair value of the contract. Losses on contracts are recognised in the period in which the loss first becomes foreseeable.

TRYZENS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

1 Accounting policies

(Continued)

1.4 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

1.5 Intangible fixed assets other than goodwill

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

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

Development costs	10% straight line
Trademarks and branding	10% straight line

1.6 Tangible fixed assets

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

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

Leasehold improvements	Over the life of the lease
Office equipment	33% straight line
Fixtures, fittings and equipment	33% straight line

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

1.7 Fixed asset investments

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

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

1.8 Impairment of fixed assets

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

TRYZENS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

1 Accounting policies

(Continued)

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the profit and loss account.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the profit and loss account.

1.9 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand and deposits held at call with banks. Bank overdrafts are shown within borrowings in current liabilities.

1.10 Financial instruments

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

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

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

Basic financial assets

Basic financial assets, which include certain debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

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

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

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

TRYZENS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

1 Accounting policies

(Continued)

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

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

Basic financial liabilities

Basic financial liabilities, including certain creditors and loans from fellow group companies, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.11 Equity instruments

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

1.12 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

TRYZENS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

1 Accounting policies

(Continued)

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.13 Employee benefits

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

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

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

1.14 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.15 Leases

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

1.16 Government grants

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

Government grants are recognised in accordance with the accruals model. Government grants relating to turnover are recognised as income over the periods when the related costs are incurred. Grants relating to an asset are recognised in income systematically over the asset's expected useful life. If part of such a grant is deferred it is recognised as deferred income rather than being deducted from the asset's carrying amount.

1.17 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in the profit and loss account.

TRYZENS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Revenue recognition

Management are required to exercise judgement in determining the amount of revenue to recognise in respect of project work ongoing at the year end. Factors taken into account in assessing the amount of revenue to recognise include project activity phases and hours worked.

Impairment of financial assets

Management are required to determine whether there is any impairment to the carrying value of financial assets. Factors considered in making this assessment include payments received post year end, previous payment history and the ongoing relationship with the client.

The carrying value of the company's financial assets are outlined within note 10.

Deferred tax asset

The company has recognised a deferred tax asset in respect of certain losses which are available for offset against the company's future trading profits. In assessing the extent of losses on which a deferred tax asset is recognised, management consider the probability and likelihood of being able to utilise losses against forecast profitability.

Details of the deferred tax asset recognised is outlined at note 12.

3 Operating profit/(loss)

	2023	2022
	£000	£000
Operating profit/(loss) for the year is stated after charging/(crediting):		
Exceptional costs	312	-
Government grants	(155)	(413)
Depreciation of owned tangible fixed assets	15	24
Amortisation of intangible assets	-	2
Defined contribution pension costs	180	81
Operating lease charges	306	292
	<u> </u>	<u> </u>

Exceptional costs have been incurred in the prospective pursuit of a financing transaction.

TRYZENS LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
FOR THE YEAR ENDED 31 MARCH 2023**4 Employees**

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

	2023	2022
	Number	Number
Total	54	64
	<u> </u>	<u> </u>

5 Taxation

	2023	2022
	£000	£000
Current tax		
Adjustments in respect of prior periods	(238)	(220)
	<u> </u>	<u> </u>
Deferred tax		
Origination and reversal of timing differences	(2,074)	-
	<u> </u>	<u> </u>
Total tax credit	(2,312)	(220)
	<u> </u>	<u> </u>

The actual credit for the year can be reconciled to the expected charge/(credit) for the year based on the profit or loss and the standard rate of tax as follows:

	2023	2022
	£000	£000
Profit/(loss) before taxation	1,829	(673)
	<u> </u>	<u> </u>
Expected tax charge/(credit) based on the standard rate of corporation tax in the UK of 19.00% (2022: 19.00%)	348	(128)
Tax effect of expenses that are not deductible in determining taxable profit	63	3
Change in unrecognised deferred tax assets	(2,662)	37
Adjustments in respect of prior years	(267)	(220)
Effect of change in corporation tax rate	141	-
Group relief	65	88
	<u> </u>	<u> </u>
Taxation credit for the year	(2,312)	(220)
	<u> </u>	<u> </u>

A change in the future UK Corporation tax rate to 25% with effect from 1 April 2023 was announced in the March 2021 budget and substantively enacted on 24 May 2021. This change will have a consequential effect on the company's future tax charge in the UK and as the 25% tax rate was substantively enacted prior to the reporting date, deferred tax has been calculated at 25% as opposed to the current tax rate of 19%.

TRYZENS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

6 Intangible fixed assets

	Development costs £000	Trademarks and branding £000	Total £000
Cost			
At 1 April 2022 and 31 March 2023	27	6	33
Amortisation			
At 1 April 2022 and 31 March 2023	27	6	33
Carrying amount			
At 31 March 2023	-	-	-
At 31 March 2022	-	-	-

7 Tangible fixed assets

	Leasehold improvements £000	Office equipment £000	Fixtures, fittings and equipment £000	Total £000
Cost				
At 1 April 2022	361	65	165	591
Additions	-	-	23	23
At 31 March 2023	361	65	188	614
Depreciation				
At 1 April 2022	361	63	152	576
Depreciation charged in the year	-	2	13	15
At 31 March 2023	361	65	165	591
Carrying amount				
At 31 March 2023	-	-	23	23
At 31 March 2022	-	2	13	15

8 Fixed asset investments

	2023 £000	2022 £000
Shares in group undertakings and participating interests	89	89

TRYZENS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

9 Subsidiaries

Details of the company's subsidiaries at 31 March 2023 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct
Tryzens Bulgaria Limited	26 Cherni Vrah Blvd, 1421 Sofia, Bulgaria	Provision of workers	Ordinary	100.00
Tryzens India PVT Limited	3rd Floor, M-Squared Annexe Building, Technopark, Trivandrum-695581, Kerala, India	Provision of workers	Ordinary	100.00

10 Debtors

	2023 £000	2022 £000
Amounts falling due within one year:		
Trade debtors	1,356	1,103
Corporation tax recoverable	135	-
Amounts owed by group undertakings	52	69
Other debtors	543	421
	<u>2,086</u>	<u>1,593</u>
Amounts falling due after more than one year:		
Deferred tax asset (note 12)	2,074	-
	<u>4,160</u>	<u>1,593</u>

11 Creditors: amounts falling due within one year

	2023 £000	2022 £000
Trade creditors	482	374
Amounts owed to group undertakings	19,136	19,403
Taxation and social security	584	406
Other creditors	145	139
Accruals and deferred income	1,703	625
	<u>22,050</u>	<u>20,947</u>

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

The company has a £750,000 overdraft facility with Barclays Bank which is available for immediate drawdown. The facility is secured against a fixed and floating charge covering all the property or debtors of the company.

TRYZENS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

12 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the company and movements thereon:

	Assets 2023 £000	Assets 2022 £000
Balances:		
Decelerated capital allowances	20	-
Tax losses	2,039	-
Short term timing differences	15	-
	<u>2,074</u>	<u>-</u>
	<u><u>2,074</u></u>	<u><u>-</u></u>
Movements in the year:		2023 £000
Liability at 1 April 2022		-
Credit to profit or loss		(2,074)
		<u>(2,074)</u>
Asset at 31 March 2023		<u>(2,074)</u>
		<u><u>(2,074)</u></u>

The company had estimated UK tax losses of £8.2m (2022 - £10.5m) available for carry forward against future trading profits.

13 Called up share capital

	2023 Number	2022 Number	2023 £	2022 £
Ordinary share capital				
Issued and fully paid				
Ordinary shares of 2.22p each	100	100	2	2
	<u>100</u>	<u>100</u>	<u>2</u>	<u>2</u>
	<u><u>100</u></u>	<u><u>100</u></u>	<u><u>2</u></u>	<u><u>2</u></u>
			2023 £000	2022 £000
Total equity share capital (rounded £000's)			<u>-</u>	<u>-</u>
			<u><u>-</u></u>	<u><u>-</u></u>

TRYZENS LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****14 Operating lease commitments****Lessee**

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

	2023	2022
	£000	£000
Within one year	234	224
	<u>234</u>	<u>224</u>
	<u>234</u>	<u>224</u>

15 Related party transactions**Transactions with related parties**

The company has taken advantage of the exemption available in FRS 102 Section 1A whereby it has not disclosed transactions with the immediate parent or any wholly owned subsidiary undertaking of the group.

16 Parent company

The parent undertaking of the smallest group within which the company belongs and for which group financial statements are prepared is Tryzens Holdings Limited, which has its registered office at 4th Floor 20 Appold Street, London, EC2A 2AS.