

Company's registered number: 03064811

BHoldings Limited

Report and financial statements
for the year ended

31 March 2019

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BHoldings Limited

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BHoldings Limited

COMPANY INFORMATION

Directors	Lady Carole Bamford Lord A P Bamford Ruth Kennedy
Secretary	Steven Ovens
Registered office	19 Mossop Street London SW3 2LY
Registered number	03064811
Independent auditor	Nexia Smith & Williamson Statutory Auditor & Chartered Accountants 25 Moorgate London EC2R 6AY

BHoldings Limited

GROUP STRATEGIC REPORT for the year ended 31 March 2019

The directors present the Group Strategic Report and the consolidated financial statements for Bholdings Limited (the "Company") and its subsidiaries (together, the "Group") for the year ended 31 March 2019.

On 4 February 2019, the Group disposed of three of its subsidiaries (see note 10 for more details) and has therefore presented their results as discontinued operations in the Consolidated Statement of Comprehensive Income. The results of these entities are consolidated for the 10 months up to this disposal date and therefore the prior year results for discontinued operations will not be entirely comparable as they are presented for the period of one year.

Principal activities

The principal activities of the Group and Company continue to be the provision of retail goods, primarily womenswear clothing and bath and body products, organic foods and leisure services such as the provision of holiday cottage accommodation.

The principal activities of the Group's discontinued operations (see note 10 for more details) were the manufacture, installation, supply and after sale support of diesel generators.

Business review of the year

Company

The Company's profit for the year was £5,105,881 (2018: £3,321,417 loss). This was primarily generated through a one-off profit of £45,900,000 earned on the disposal of three of the Company's subsidiaries, net of a one-off impairment charge recognised relating to investments in other subsidiaries of £37,300,382. Further details of these can be found in note 14.

Group

Over the past year, the Group has invested in its subsidiaries' activities to support growth and profitability within these companies. Although turnover arising from continuing operations has increased by 13.5%, in line with the Group's growth strategy, the Group's loss arising from continuing operations increased from £4,333,079 to £4,798,433 as a result of the continued investment in infrastructure to support the Group's advances towards profitability. As part of the Group's growth strategy, the Group's subsidiaries opened new stores at the Royal Exchange and Brompton Cross.

The Group's turnover arising from discontinued operations was £41,883,795 (2018: £72,910,645), a decrease of 42.5%. This decrease is because the turnover in the current year only represents 10 months of operations up to the disposal date of these subsidiaries (compared to 12 months in the prior year) and also due to these companies refocusing their efforts on consolidating their product ranges and expanding into new markets.

The Group's net liability position decreased from £81,117,954 as at 31 March 2018 to £43,842,879. This decrease was primarily due to the profit for the year attributable to the owners of the parent of £38,403,364 (2018: £6,074,190 loss), which arose due to the disposal of three of the Group's subsidiaries, further details of which can be found in note 10.

The directors are confident that trading results will continue to improve as the Group advances towards profitability.

BHoldings Limited

GROUP STRATEGIC REPORT for the year ended 31 March 2019 (continued)

Financial and non-financial performance indicators (KPI's)

The directors use several KPIs which they consider are effective in measuring delivery of the strategy of the business. The following main financial and non-financial KPIs are used in assessing the performance of the Group:

Revenue

A discussion of revenue is included in the business review of the year section above.

Gross profit and gross margin

The Group's gross profit arising from continuing operations for the year was £20,876,768 (2018: £17,825,924), representing a gross profit margin of 49.6% (2018: 48%).

EBITDA

The Group's EBITDA arising from continuing operations for the year was a £1,976,915 loss (2018: £1,738,267 loss). EBITDA is a non-statutory measure of profitability that the Group uses to present profitability before financing and investment charges. EBITDA is calculated as follows:

	2019	2018
Operating loss from continuing operations	(4,105,068)	(3,580,534)
Depreciation	2,128,153	1,842,267
EBITDA arising from continuing operations	<u>(1,976,915)</u>	<u>(1,738,267)</u>

The EBITDA loss for the year arising from continuing operations increased due to additional staff expenditure incurred, as the Group continues to grow & strives to employ the best possible workforce to carry out its operations.

Staff turnover

The Group's staff turnover for the year was 59% (2018: 59.8%). The improvement to staff turnover was generated through better staff retention policies implemented by the directors in the year.

Employee satisfaction

The directors monitor the satisfaction of the Group's employees through the completion of bi-annual Pulse surveys. The average satisfaction score of the Group's employees was 3.9/5 (2018: 4.05/5). The directors continue to implement best working practices for the employees in an attempt to increase these scores.

BHoldings Limited

GROUP STRATEGIC REPORT for the year ended 31 March 2019 (continued)

Principal risks and uncertainties, including financial risk management

The Group's operations expose it to a variety of financial and non-financial risks including credit risk, liquidity risk, foreign currency exchange rate risk and market risk. The policies set by the board of directors in respect of financial risks are implemented by the Group's finance department.

Credit risk

The Group's credit risk is primarily attributable to its trade debtors. The Group has implemented policies that require appropriate credit checks on potential customers before significant contracts are entered into. Additionally, as payment is required for the sale of goods at the point of purchase, and in advance for services provided to customers, the Group's exposure to credit risk is vastly reduced, but not fully eliminated and some credit risk therefore remains.

The carrying amount of financial assets represents the maximum credit exposure.

Liquidity risk

The Group continues to invest in its operations and therefore has to closely monitor its liquidity in order to ensure working capital requirements are met in addition to the cost of the investments made. Cash forecasts are maintained which include a range of possible outcomes and scenarios, with the outputs discussed at operational and board levels such that any operational or financing requirements are agreed in advance of any large spend.

The Group monitors its levels of working capital to ensure that it can meet its liabilities and obligations as they fall due and to provide further comfort of this, Lord and Lady Bamford have confirmed continuing financial support to the Company and Group, should it be required, for the foreseeable future, being a period of no less than 12 months from the date of the authorisation of the financial statements.

Interest rate risk

The Group has both interest-bearing assets and interest-bearing liabilities. Interest bearing assets comprise only cash at bank and in hand which earn interest at a variable rate. The Group has a policy of maintaining debt at fixed rates to ensure certainty of future interest cash flows. The directors will revisit the appropriateness of this policy should the Group's operations change in size or nature.

Foreign currency exchange rate risk

The Group is exposed to foreign currency exchange rate risk as a result of trade debtors and trade creditors which are received and settled in foreign currencies. The Group has no material financial exposure to foreign exchange gains and losses on financial assets or liabilities at the year end and does not hedge any of its trading activities.

Operational and financial impacts of COVID-19

On 17 March 2020, COVID-19 was declared a global pandemic by the World Health Organisation. A discussion of the impacts of COVID-19 and the mitigating factors, including future risks arising, is included in note 2.3.

Market Risk

The continually challenging conditions being experienced in the UK retail market, including any inability to predict accurately or fulfill customer preferences, poses a threat to the Group's growth strategy and its desired level of profitability. To manage this risk, the Group takes into consideration market trends and consumer research when developing its growth strategy and the Group ensures its pricing is competitive, and that its promotional activity is appropriate for its intended market. Additionally, the shift towards online sales from in-store operations presents future opportunities for the Group.

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



Lady Carole Bamford
Director

Date: 26/7/21

BHoldings Limited

DIRECTORS' REPORT for the year ended 31 March 2019

The directors present their report and the financial statements for the year ended 31 March 2019.

Results for the year and dividends proposed

The Group's profit for the year after taxation attributable to the owners of the parent was £38,403,364 (2018: £6,074,190 loss). The directors do not recommend the payment of a dividend in respect of the year ended 31 March 2019 (2018: £nil).

Directors

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

Lady Carole Bamford
Lord A P Bamford
Ruth Kennedy

Future developments

The directors intend to continue to grow the Group's retail operations with a view to increasing turnover and achieving profitability. No changes to the Company or Group's principal activities are foreseen at the time of writing, and the directors, having considered the impact of COVID-19 and the support provided to the business by shareholders, as detailed in note 2.3, are aware of no significant threats to the Group's ability to continue to operate.

Employee engagement

It is the Group's policy that the selection of employees for recruitment, training, development and promotion should be determined solely on their skills, abilities and other requirements that are relevant to the job, regardless of their sex, race, religion or disability.

The Group recognises the value of its employees and places importance on communications with employees which take place at many levels throughout the organisation on both a formal and informal basis. The personal development of employees is closely monitored so that appropriate training programmes can be designed with a view to assisting employees to achieve their own objectives as well as those of the Group.

Disabled employees

The Group's policy is to recruit disabled workers for those vacancies that they are able to fill. All necessary assistance with initial training courses is given. Once employed, a career plan is developed so as to ensure suitable opportunities for development exist for each disabled person. Arrangements are made wherever possible for retraining employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities.

Matters covered in the Group Strategic Report

Reviews of the Company and Group's results, risks and uncertainties are included within the Group Strategic Report.

Disclosure of information to auditors

Each of the persons who are directors at the time when this report was approved has confirmed that:

- so far as that director was aware there was no relevant audit information of which the Company's auditors were unaware; and
- that director had taken all steps that the director ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the Company's auditors were aware of that information.

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

BHoldings Limited

DIRECTORS' REPORT for the year ended 31 March 2019 (continued)

Post balance sheet events

See note 26 for details of significant events affecting the Group since the year end.

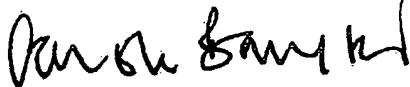
Going concern

Information regarding the Company and Group's going concern status, including any current and potential future impacts arising from COVID-19, is included within note 2.3.

Auditor

The auditor, Nexia Smith & Williamson, will be proposed for reappointment in accordance with s485 of the Companies Act 2006.

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



Lady Carole Bamford
Director

Date: 26/7/21

Registered number: 03064811

DIRECTORS' RESPONSIBILITIES STATEMENT

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the Group and Company financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the 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 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 Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and 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 Group and Company and hence for taking responsible steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOLDINGS LIMITED**Qualified opinion**

We have audited the financial statements of BHoldings Limited (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 March 2019 which comprise the Consolidated Statement of Comprehensive Income, Consolidated and Company Balance Sheets, Consolidated and Company Statements of Changes in Equity, the Consolidated Statement of Cash Flows and the 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, except for the possible effects of the matters described in the basis for qualified opinion section of our report, the financial statements:

- give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 March 2019 and of the Group's 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.

Basis for qualified opinion

As explained in note 10, three subsidiaries of the Parent Company were disposed of during the current year and their results for the year have been presented as discontinued operations within the Consolidated Statement of Comprehensive Income. The directors of these entities identified a number of errors within the subsidiary accounting records in relation to related party transactions. Total adjustments of £3,220,000 have been processed to correct these and these adjustments have been processed to cost of sales and administrative expenses in the Consolidated Statement of Comprehensive Income for the year ended 31 March 2019. A judgement has had to be made regarding the required adjustments within the Consolidated Statement of Comprehensive Income in relation to the classification of these amounts between cost of sales and administrative expenses and also the period of recognition for these adjustments (see note 3). We were unable to obtain audit evidence which supported the classification element and were therefore unable to determine whether any further adjustments were needed in this respect. This qualification is limited to the discontinued operations column only.

Furthermore, we were unable to obtain sufficient audit evidence for the assets and liabilities of these subsidiaries at the disposal date, which is used to calculate the profit recognised on disposal. Therefore, the amounts presented as Profit on disposal of subsidiaries within the discontinued operations column of the Consolidated Statement of Comprehensive Income for the current year could be materially misstated. This is however limited to being a classification adjustment, as any resultant adjustment to Profit on disposal of the subsidiaries would be reflected in the other profit and loss line items presented in this discontinued operations column for the year ended 31 March 2019.

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 Group and Parent 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 qualified opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Group's or the 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.

Emphasis of matter - going concern

We draw attention to note 2.3 of the financial statements, which describes the Parent Company and Group's reliance on the continued financial support of shareholders. Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHOLDINGS LIMITED (continued)

Other information

The other information comprises the information included in the Report and financial statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

As described in the basis for qualified opinion section of our report, we were unable to satisfy ourselves concerning the discontinued operations column of the Consolidated Statement of Comprehensive Income and the Profit on disposal of subsidiaries balance contained within this column. We have concluded that where the other information refers to these balances or to other areas of the financial statements affected by this, they may be materially misstated for the same reason.

Opinion on other matters prescribed by the Companies Act 2006

Except for the possible effects of the matter described in the basis for qualified opinion section of our report, in our opinion, based on the work undertaken in the course of the audit:

- the information given in the Group 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 Group 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

Except for the matters described in the basis for qualified opinion section of our report, in the light of the knowledge and understanding of the Group and the Parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Directors' Report.

Arising solely from the limitation of scope of our work relating to the discontinued operations column of the Consolidated Statement of Comprehensive Income, referred to above:

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit.

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

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHOLDINGS LIMITED (continued)

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 9, 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's and the 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 either intend to liquidate the Group or the 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.

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 our report

This report is made solely to the Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Nexia Smith & Williamson

Timothy Adams
Senior Statutory Auditor, for and on behalf of
Nexia Smith & Williamson
Statutory Auditor
Chartered Accountants

25 Moorgate
London
EC2R 6AY

Date: 05/08/2021

BHoldings Limited

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME for the year ended 31 March 2019

	Notes	2019 Continuing operations £	2019 Discontinued operations £	2019 Total £	2018 Continuing operations £	2018 Discontinued operations £	2018 Total £
Revenue	4	42,075,041	41,883,795	83,958,836	37,070,547	72,910,645	109,981,192
Cost of sales		(21,198,273)	(37,059,847)	(58,258,120)	(19,244,623)	(60,121,930)	(79,366,553)
Gross profit		20,876,768	4,823,948	25,700,716	17,825,924	12,788,715	30,614,639
Administrative expenses		(24,981,836)	(19,783,353)	(44,765,189)	(21,406,458)	(14,409,414)	(35,815,872)
Operating loss	5	(4,105,068)	(14,959,405)	(19,064,473)	(3,580,534)	(1,620,699)	(5,201,233)
Interest payable	9	(692,880)	(316,847)	(1,009,727)	(752,545)	(83,339)	(835,884)
Profit on disposal of subsidiaries	10	-	56,720,836	56,720,836	-	-	-
(Loss)/profit before taxation		(4,797,948)	41,444,584	36,646,636	(4,333,079)	(1,704,038)	(6,037,117)
Taxation charge	11	(485)	(233,551)	(234,036)	-	(140,007)	(140,007)
(Loss)/profit after taxation		(4,798,433)	41,211,033	36,412,600	(4,333,079)	(1,844,045)	(6,177,124)
Attributable to shareholders of BHoldings Ltd		(4,798,433)	43,201,797	38,403,364	(4,333,079)	(1,741,111)	(6,074,190)
Attributable to minority interests		-	(1,990,764)	(1,990,764)	-	(102,934)	(102,934)
		(4,798,433)	41,211,033	36,412,600	(4,333,079)	(1,844,045)	(6,177,124)

Other comprehensive income for the year ended 31 March 2019 was a £442,774 loss (2018: £5,590 loss) and related to foreign exchange losses arising on consolidation of the Group's subsidiaries. All of this other comprehensive income was attributable to the owners of the parent. Total comprehensive income was therefore £35,969,826 (2018: £6,182,714 loss) of which £37,960,590 (2018: £6,079,780 charges) were attributable to shareholders of BHoldings Ltd and £1,990,764 (2018: £102,934) of total comprehensive charges were attributable to minority interests.

The notes on pages 19 to 32 form part of these financial statements.

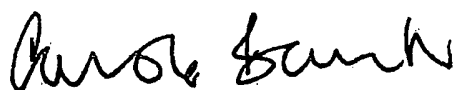
BHoldings Limited

CONSOLIDATED BALANCE SHEET as at 31 March 2019

	Notes	2019 £	As restated 2018 £
Fixed assets			
Tangible assets	12	13,322,999	8,680,836
Current assets			
Stocks	15	6,481,971	15,769,866
Debtors	16	6,743,162	35,411,279
Cash at bank and in hand		5,834,431	7,551,793
Creditors: amounts falling due within one year	17	(76,225,442)	(147,218,773)
Net current liabilities		(57,165,878)	(88,485,835)
Total assets less current liabilities		(43,842,879)	(79,804,999)
Creditors: amounts falling due after more than one year	18	-	(1,312,955)
Net liabilities		(43,842,879)	(81,117,954)
Capital and reserves			
Share capital	19	37,400,389	37,400,389
Retained earnings	20	(81,243,268)	(119,423,023)
Foreign exchange reserve	20	-	116,230
		(43,842,879)	(81,906,404)
Equity minority interests		-	788,450
		(43,842,879)	(81,117,954)

The notes on pages 19 to 32 form part of these financial statements.

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



Lady Carole Bamford
Director

Date: 26/7/21

Registered number: 03064811

BHoldings Limited

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY for the year ended 31 March 2019

	Share Capital	Retained Earnings	Foreign exchange reserve	Non-controlling interest (NCI)	Total equity
	£	£	£	£	£
Balance at 1 April 2017	37,400,389	(113,348,833)	121,820	891,384	(74,935,240)
Loss for the year	-	(6,074,190)	-	(102,934)	(6,177,124)
<u>Other comprehensive income:</u>					
Foreign exchange loss	-	-	(5,590)	-	(5,590)
Balance at 31 March 2018	37,400,389	(119,423,023)	116,230	788,450	(81,117,954)
Profit/(loss) for the year	-	38,403,364	-	(1,990,764)	36,412,600
<u>Other comprehensive income:</u>					
Foreign exchange loss	-	-	(442,774)	-	(442,774)
Transfer between reserves	-	(326,544)	326,544	-	-
NCI eliminated on disposal of subsidiary	-	102,935	-	1,202,314	1,305,249
Balance at 31 March 2019	37,400,389	(81,243,268)	-	-	(43,842,879)

The notes on pages 19 to 32 form part of these financial statements.

BHoldings Limited

CONSOLIDATED STATEMENT OF CASH FLOWS for the year ended 31 March 2019

	2019 £	<i>As restated</i> 2018 £
Profit/(loss) for the financial year	36,412,600	(6,177,124)
Adjustments for:		
Depreciation of tangible assets	2,321,073	1,842,267
Loss on disposal of tangible assets	223,826	34,755
Interest payable	1,009,727	835,884
Taxation charge	234,036	140,007
Decrease/(increase) in stock	9,287,895	(6,519,102)
Decrease/(increase) in debtors	28,668,117	(25,028,705)
(Decrease)/increase in creditors	(58,424,884)	27,630,658
Cash received on sale of subsidiaries	(45,900,000)	-
Corporation tax paid	(234,036)	(140,007)
Loss on foreign exchange	(442,774)	(5,590)
Movement in non-controlling interest through equity	1,305,249	-
Net cash used in operating activities	(25,539,171)	(7,386,957)
Purchase of tangible assets	(7,187,063)	(1,914,054)
Proceeds on disposal of subsidiaries	45,900,000	-
Net cash generated from/(used in) investing activities	38,712,937	(1,914,054)
Repayment of borrowings	-	(536,150)
Interest paid	(317,510)	(835,884)
Net cash used in financing activities	(317,510)	(1,372,034)
Net increase/(decrease) in cash and cash equivalents	12,856,256	(10,673,045)
Cash and cash equivalents at beginning of the year	(7,414,004)	3,259,041
Cash and cash equivalents at the end of the year	5,442,252	(7,414,004)
<u>Cash and cash equivalents at the end of the year comprises:</u>		
Cash at bank and in hand	5,834,431	7,551,793
Bank overdrafts (see note 17)	(392,179)	(14,965,797)
	5,442,252	(7,414,004)

See note 21 for an analysis of changes in net debt during the year.

The notes on pages 19 to 32 form part of these financial statements.

BHoldings Limited

COMPANY BALANCE SHEET as at 31 March 2019

	Notes	2019 £	2018 £
Fixed assets			
Tangible assets	13	326,287	199,878
Investments	14	4	37,300,391
		<hr/>	<hr/>
Current assets			
Debtors	16	52,126,984	44,303,299
		<hr/>	<hr/>
Creditors: amounts falling due within one year	17	(77,198,314)	(111,654,488)
		<hr/>	<hr/>
Net current liabilities		(25,071,330)	(67,351,189)
		<hr/>	<hr/>
Net liabilities		(24,745,039)	(29,850,920)
		<hr/>	<hr/>
Capital and reserves			
Share capital	19	37,400,389	37,400,389
Retained earnings	20	(62,145,428)	(67,251,309)
		<hr/>	<hr/>
		(24,745,039)	(29,850,920)
		<hr/>	<hr/>

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The profit after tax of the Company for the year was £5,105,881 (2018: £3,321,417 loss).

The notes on pages 19 to 32 form part of these financial statements.

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



Lady Carole Bamford
Director

Date: 26/7/21

Registered number: 03064811

BHoldings Limited

COMPANY STATEMENT OF CHANGES IN EQUITY for the year ended 31 March 2019

	Share Capital £	Retained Earnings £	Total equity £
Balance at 1 April 2017	37,400,389	(63,929,892)	(26,529,503)
Loss for the year	-	(3,321,417)	(3,321,417)
Balance at 31 March 2018	37,400,389	(67,251,309)	(29,850,920)
Profit for the year	-	5,105,881	5,105,881
Balance at 31 March 2019	37,400,389	(62,145,428)	(24,745,039)

The notes on pages 19 to 32 form part of these financial statements.

BHoldings Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019

1. Statutory information

BHoldings Limited (the "Company") is a private company limited by shares, registered in England and Wales under the Companies Act to provide retail and leisure services. The Company's registered office is 19 Mossop Street, London, SW3 2LY and its registered number is 03064811.

2. Accounting policies

2.1 Basis of preparation of the financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102 ('FRS 102'), the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The Group has elected to apply all amendments to FRS 102, as set out in the triennial review published in December 2017, prior to the mandatory adoption for accounting periods beginning on or after 1 January 2019. The adoption of these amendments has not resulted in any prior period adjustments.

All figures in the financial statements are presented in the Company's functional currency, sterling.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. See note 3 for details of the key accounting estimates and judgements applied.

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The Company has also taken advantage of the exemption allowed under FRS 102 and has not presented its own Statement of Cash Flows.

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its subsidiaries (together, "the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. Control is achieved where the Company has the power to govern the financial and operating policies of an investee entity so as to obtain benefits from its activities. They are deconsolidated from the date control ceases.

2.3 Going concern

The financial statements have been prepared on a going concern basis. The Group's continuing operations for the year made a loss of £4,798,433 and as at 31 March 2019, the Group had a net liability position of £43,842,879.

In making their going concern assessment, the directors have given consideration to current performance, market conditions, future profit & loss forecasts, the impact of the COVID-19 pandemic on the Group and a written letter of support provided from Lord and Lady Bamford to the Group.

It is widely accepted that the economic impact of COVID-19 will be severe and therefore, the directors have given consideration to the impact that COVID-19 could have on the Group, which has been factored into their going concern assessment. Lord and Lady Bamford have confirmed they will provide financial support to enable the Group to continue as a going concern and settle its liabilities as they fall due for the foreseeable future, being a period of at least 12 months from the date of the authorisation of these financial statements. Whilst there is currently no indication that Lord and Lady Bamford's support would be withdrawn due to COVID-19, or for any other reason, in practical terms, the Group cannot obligate them to continue to provide this support should they so desire to remove it.

On this basis, the directors consider it appropriate to prepare the financial statements on a going concern basis.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

2.4 Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, including royalty income, net of discounts, VAT and other sales related taxes.

Sales of goods are recognised when goods are delivered and title has passed, which is considered to be the point in time that the Group has transferred the significant risks and rewards of ownership to the buyer, the amount of revenue and costs can be measured reliably and it is probable the Group will receive the consideration is due under the transaction.

Royalty income is recognised on an accruals basis in accordance with the relevant licence agreements when it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Revenue for services rendered relates to fees for holiday cottage stays and other contracts to provide services. Revenue for holiday cottage stays is recognised initially within deferred income then released to the Consolidated Statement of Comprehensive Income over the period of time in which the customer stays within the cottages.

Revenue from other contracts to provide services is recognised in accordance with the stage of completion of the contract and when all of the following conditions are satisfied:

- the amount of the turnover can be measured reliably;
- it is probable that the consideration due under the contract will be received;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.5 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to the Consolidated Statement of Comprehensive Income on a straight line basis over the lease term. Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.6 Foreign currency

Transactions in foreign currencies are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at the balance sheet date. Exchange differences are taken to operating profit, unless they relate to exchange differences arising on re-translation of overseas subsidiaries at the balance sheet date, in which case, these differences are taken to equity through other comprehensive income.

2.7 Interest payable

Interest payable is charged to the Consolidated Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount.

2.8 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in the Consolidated Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Consolidated Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

2.9 Taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Consolidated Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- the recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Group relieved losses are paid for by the subsidiary taking relief at the value of the losses.

2.10 Tangible 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.

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.

The estimated useful lives range as follows:

Long-term leasehold property	- over the period of the lease
Fixtures, fittings and equipment	- over two to seven years
Plant and machinery	- over two to seven years
Motor vehicles	- over two to seven years
Assets under construction	- not depreciated until ready for use

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.

At each balance sheet date, tangible assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). If there is an indication of possible impairment, the recoverable amount of any affected asset (or group of related assets) is estimated and compared with its carrying amount. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in profit or loss.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated Statement of Comprehensive Income.

The land element of long-term leasehold property is not depreciated.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

2.11 Investments

Investments in subsidiaries are measured at cost less accumulated impairment. At each balance sheet date, the Company's investments are reviewed to determine whether there is any indication that the investments are impaired. For the purposes of assessing impairment, investments are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). If there is an indication of possible impairment, the recoverable amount of any affected investment (or group of related investments) is estimated and compared with its carrying amount. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in the Consolidated Statement of Comprehensive Income.

2.12 Stocks

Stocks are stated at the lower of cost and net realisable value.

2.13 Debtors

Short term debtors are measured at transaction price, less any impairment.

2.14 Cash at bank and in hand

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. In the Consolidated Statement of Cash Flows, cash at bank and in hand is shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

2.15 Creditors

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

2.16 Financial instruments

The Group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities such as trade and other receivables, payables and loans from banks and other third parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade receivables and payables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Consolidated Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Consolidated Balance Sheet when there is an 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.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

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

In preparing these financial statements, the directors have necessarily made use of judgements and estimates. This results in a certain degree of uncertainty. The primary judgements and estimates applied are as follows:

Judgements

Impairment of intercompany debtors

As at 31 March 2019, the Company was owed £51,683,977 (2018: £44,118,772) by its subsidiaries. The directors have assessed whether these debtors are subject to impairment and have concluded that on the basis of Lady Bamford's financial support provided to these entities, as evidenced in writing, the debtors are considered to be recoverable and accordingly, no impairment charge has been recognised against the debtors in the year (2018: £nil).

Impairment of investments in subsidiaries

During the year, the directors of the Company assessed the carrying value of the Company's investments in subsidiaries and concluded that, due to the net liabilities position of these subsidiaries, an impairment charge should be recognised against these carrying values of £37,300,382. Further details of this can be found in note 14.

Related party transactions

In preparing the financial statements, the directors of some of the Group's subsidiaries identified a number of errors within their accounting records in relation to related party transactions. Total adjustments of £3,220,000 have been processed to correct the position for these related party transactions. These adjustments have been processed to cost of sales and administrative expenses in the Consolidated Statement of Comprehensive Income for the year ended 31 March 2019. A judgement has been made regarding the required adjustments within the Consolidated Statement of Comprehensive Income in relation to the classification of this amount between cost of sales and administrative expenses.

The rationale for this allocation has been based on the underlying nature of transactions entered into with the relevant entities. A judgement has been made regarding the date of recognition. Some of the errors occurred over a period of a number of years however management found it impracticable to identify the exact timing of the errors, and as such management have accounted for the full adjustment in the year ended 31 March 2019 rather than correcting prior periods, in accordance with s10.22 of FRS 102.

Key sources of estimation uncertainty

Useful economic lives of non-current assets

Useful economic lives have been assessed on the basis of the directors' experience of similar assets in comparable use patterns. Occasionally assets will be used past a typical useful economic life, or else damaged or destroyed earlier than predicted. However, the lives applied are considered the directors' best available estimate.

Bad debt provisions

Trade debtors of £2,963,184 (2018: £24,502,753 as restated) are recorded in the Group's balance sheet as at the year-end. A review of trade debtors is performed on a line by line basis. Whilst every attempt is made to ensure that the bad debt provisions are as accurate as possible, there remains a risk that the provisions do not match the level of debts which ultimately prove to be uncollectible. The bad debt provision applied as at 31 March 2019 was £nil (2018: £nil).

BHoldings Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

4. Revenue

An analysis of the Group's revenue is as follows:

	2019	2019	2019	2018	2018	2018
	Continuing operations	Discontinued operations	Total	Continuing operations	Discontinued operations	Total
	£	£	£	£	£	£
Sale of goods	35,057,742	41,883,795	76,941,537	30,990,184	72,910,645	103,900,829
Provision of services	4,012,593	-	4,012,593	3,081,087	-	3,081,087
Royalty income	3,004,706	-	3,004,706	2,999,276	-	2,999,276
	42,075,041	41,883,795	83,958,836	37,070,547	72,910,645	109,981,192

An analysis of the Group's revenue by geographical market is as follows:

	2019	2019	2019	2018	2018	2018
	Continuing operations	Discontinued operations	Total	Continuing operations	Discontinued operations	Total
	£	£	£	£	£	£
United Kingdom	40,715,575	19,852,507	60,568,082	35,950,877	43,997,302	79,948,179
Rest of the world	1,359,466	22,031,288	23,390,754	1,119,670	28,913,343	30,033,013
	42,075,041	41,883,795	83,958,836	37,070,547	72,910,645	109,981,192

5. Operating loss

The operating loss is stated after charging/(crediting):

	2019	2018
	£	£
Depreciation of tangible assets	2,321,073	1,842,267
Other operating lease rentals	3,153,658	1,644,672
Defined contribution pension cost	756,239	793,582
Foreign exchange gain	(173,984)	(565,532)
Write down of stock	1,343,198	919,410

6. Auditor's remuneration

	2019	2018
	£	£
Fees payable to the Group's auditor for the audit of the Group and subsidiaries' annual financial statements	173,842	78,128
<i>Fees payable to the Group's auditor in respect of:</i>		
Accounts preparation and other accounting services	16,000	32,422
Taxation compliance services	48,615	27,117
Total non-audit fees	64,615	59,539

BHoldings Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

7. Employees

Staff costs were as follows:

	Group 2019 £	Group 2018 £	Company 2019 £	Company 2018 £
Wages and salaries	17,265,438	18,064,535	2,697,136	2,301,106
Social security costs	1,519,263	1,701,570	375,542	312,141
Costs of defined contribution scheme	756,239	793,582	120,758	24,814
	19,540,940	20,559,687	3,193,436	2,638,061

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

	Group 2019 £	Group 2018 £	Company 2019 £	Company 2018 £
Management, sales & administration	570	453	40	40
Production	40	32	-	-
	610	485	40	40

8. Directors' remuneration

	Group 2019 £	Group 2018 £	Company 2019 £	Company 2018 £
Directors' emoluments	-	66,918	-	66,918
	-	66,918	-	66,918

9. Interest payable

	2019 £	2018 £
Bank interest payable	317,511	202,206
Interest on other loans (see note 17)	692,216	633,678
	1,009,727	835,884

10. Profit recognised on disposal of subsidiaries - Group

	2019 £	2018 £
Proceeds received	45,900,000	
Net liabilities of subsidiaries at disposal date	12,023,149	
Elimination of non-controlling interest on disposal	(1,202,313)	-
Profit recognised on disposal of subsidiaries	56,720,836	-

On 4 February 2019, the Group sold its subsidiaries JCB Power Products Limited, JCB Power Products Broadcrown Limited and JCB Power Products India Private Limited.

BHoldings Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

11. Taxation

	2019 £	2018 £
Corporation tax		
Current tax	-	-
Foreign tax	234,037	140,007
	<hr/>	<hr/>
Tax on profit/(loss)	234,037	140,007
	<hr/>	<hr/>

The tax assessed for the year is lower than (2018 - higher than) the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below:

Factors affecting current tax charges for the year

	2019 £	2018 £
Profit/(loss) on ordinary activities before tax	36,646,636	(6,037,117)
	<hr/>	<hr/>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018: 19%).	6,962,861	(1,147,052)
Effects of:		
Expenses not deductible for tax purposes - tangible assets	-	205,560
Expenses not deductible for tax purposes	7,313,400	92,679
Income not subject to taxation under SSE rules	(8,720,999)	-
Transfer pricing adjustments	-	2,667
Other short term timing differences	(648,071)	164,082
Adjust deferred tax to average rate of 19%	155,300	62,111
Deferred tax not recognised	(5,062,491)	619,953
	<hr/>	<hr/>
Current tax charge for period	-	-
	<hr/>	<hr/>

Factors that may affect future tax charges

Finance Bill 2021 includes legislation to increase the main rate of corporation tax from 19% to 25% from 1 April 2023. A small-profits rate will also apply from that date reducing tax for profits up to £250k to a minimum of 19%. In addition, a temporary 130% super-deduction for expenditure on new plant and machinery will apply for two years from 1 April 2021. These changes are not included above as Finance Bill 2021 has not yet been substantively enacted.

BHoldings Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

12. Tangible assets - Group

	Long-term leasehold property £	Fixtures, fittings and equipment £	Plant and machinery £	Motor vehicles £	Assets under construction £	Total £
Cost						
At 1 April 2018	10,071,735	7,123,103	2,329,649	-	-	19,524,487
Additions	4,386,527	1,700,953	952,070	15,208	132,305	7,187,063
Disposals	-	(217,012)	(539,433)	-	-	(756,445)
Transfers between classes	-	(155,051)	-	155,051	-	-
At 31 March 2019	14,458,262	8,451,993	2,742,286	170,259	132,305	25,955,105
Depreciation						
At 1 April 2018	4,262,057	5,082,010	1,499,584	-	-	10,843,651
Charge for the year	916,793	876,871	505,188	22,221	-	2,321,073
Disposals	-	(83,725)	(448,893)	-	-	(532,618)
Transfers between classes	-	(108,283)	-	108,283	-	-
At 31 March 2019	5,178,850	5,766,873	1,555,879	130,504	-	12,632,106
Net book value						
At 31 March 2019	9,279,412	2,685,120	1,186,407	39,755	132,305	13,322,999
At 31 March 2018	5,809,678	2,041,093	830,065	-	-	8,680,836

13. Tangible assets - Company

	Long-term leasehold property £	Fixtures, fittings and equipment £	Motor vehicles £	Assets under construction £	Total £
Cost					
At 1 April 2018	124,271	733,442	-	-	857,713
Additions	-	132,268	15,208	132,305	279,781
Disposals	-	(10,121)	-	-	(10,121)
At 31 March 2019	124,271	855,589	15,208	132,305	1,127,373
Depreciation					
At 1 April 2018	123,444	534,391	-	-	657,835
Charge for the year	275	147,865	3,168	-	151,308
Disposals	-	(8,057)	-	-	(8,057)
At 31 March 2019	123,719	674,199	3,168	-	801,086
Net book value					
At 31 March 2019	552	181,390	12,040	132,305	326,287
At 31 March 2018	827	199,051	-	-	199,878

BHoldings Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

14. Investments

	Shares in subsidiary undertakings £
Cost	
At 1 April 2018	74,600,782
Disposals	(9)
At 31 March 2019	74,600,773
Impairment	
At 1 April 2018	37,300,391
Charge for the year	37,300,382
Disposals	(4)
At 31 March 2019	74,600,769
Net book value	
At 31 March 2019	4
At 31 March 2018	37,300,391

On 4 February 2019, the Company sold its investments in its subsidiaries JCB Power Products Limited, JCB Power Products Broadcrown Limited and JCB Power Products India Private Limited for total consideration of £45,900,000. The discontinued operations presented in the Consolidated Statement of Comprehensive Income represent gains and losses made in respect of these subsidiaries during the year.

Additionally, during the current period, the directors took a decision to impair several of the Company's subsidiaries to a nominal amount of £1 and this led to an impairment charge of £37,300,382 being recognised.

Direct subsidiary undertakings

The following entities are direct and indirect subsidiary undertakings of the Company as at 31 March 2019:

Entity	Principal Activity	Class of Shares	Holding
Daylesford Organic Limited	Retail & leisure	Ordinary	100%
Bamford Limited	Retail & leisure	Ordinary	100%
JCB Consumer Products Limited	Licensing & branding	Ordinary	100%
JCB World Brands India Private Limited	Retail & leisure	Ordinary	100%
JCB Groundcare Limited	Dormant	Ordinary	100%
Bamford Home Limited	Dormant	Ordinary	100%
Bamford Architecture Limited	Dormant	Ordinary	100%
Bamford France	Dormant	Ordinary	100%

Registered offices and countries of incorporation

Entity	Registered Office	Country of Incorporation
Daylesford Organic Limited	19 Mossop Street, London, SW3 2LY	England & Wales
Bamford Limited	19 Mossop Street, London, SW3 2LY	England & Wales
JCB Consumer Products Limited	Lakeside Works, Staffordshire, ST14 5JP	England & Wales
JCB Groundcare Limited	19 Mossop Street, London, SW3 2LY	England & Wales
Bamford Home Limited	19 Mossop Street, London, SW3 2LY	England & Wales
Bamford Architecture Limited	19 Mossop Street, London, SW3 2LY	England & Wales
Bamford France	455 Promenade, DES Anglais, 06200 Nice	France
JCB World Brands India Private Limited	B-1/I-1, 2nd Floor, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi, DL 110044	India

BHoldings Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

15. Stocks

Group	2019 £	2018 £
Raw materials	715	6,626,858
Finished goods	6,481,256	8,891,014
Goods in transit	-	251,994
	6,481,971	15,769,866

16. Debtors

	Group 2019 £	<i>As restated</i> Group 2018 £	Company 2019 £	Company 2018 £
Trade debtors	2,963,184	24,502,753	89,861	21,750
Other debtors	1,202,823	8,434,300	39,995	35,565
Prepayments and accrued income	2,575,394	2,397,101	313,151	127,212
Deferred tax asset	1,761	77,125	-	-
Amounts owed by group undertakings	-	-	51,683,977	44,118,772
	6,743,162	35,411,279	52,126,984	44,303,299

Amounts owed by group undertakings are unsecured, interest-free and repayable on demand. Additionally, included within other debtors are amounts owed by related parties, further details of which can be found in note 25. See note 17 for details of the prior year restatement made to the creditors and debtor balances.

17. Creditors: amounts falling due within one year

	Group 2019 £	<i>As restated</i> Group 2018 £	Company 2019 £	<i>As restated</i> Company 2018 £
Bank overdrafts	392,179	14,965,797	91,018	834,193
Other loans	58,431,851	57,739,635	58,431,851	57,739,635
Trade creditors	9,685,175	23,589,803	363,216	86,225
Other creditors	3,734,906	41,069,003	2,513,276	28,520,513
Accruals and deferred income	3,981,331	9,854,535	925,411	766,755
Amounts owed to group undertakings	-	-	14,873,542	23,707,167
	76,225,442	147,218,773	77,198,314	111,654,488

Amounts owed to group undertakings are unsecured, interest-free and repayable on demand. Additionally, included within other creditors are amounts owed to related parties, further details of which can be found in note 25.

Terms of other loans and bank overdrafts

Other loans are unsecured and represent amounts due to shareholders. The other loans attract interest of 1% plus the base rate per annum, with unpaid interest being accrued into the principal of the loan. Bank overdrafts are secured on other cash balances within the Group, as explained further in note 24.

Prior year restatement

An adjustment has been made to the 2018 figures to recognise the invoice discounting facility within creditors as opposed to debtors. This has led to restatement of the balance sheet debtor and creditor notes by an amount of £8,523,321 equivalent to the outstanding balance as at 31 March 2018. This restatement had no impact on the net assets of the Group as at 31 March 2018. The debtor and creditor note for both the Group and Company has also been represented to show a more informative analysis of the balances as at the end of the current and comparative years.

BHoldings Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

18. Creditors: amounts falling due after more than one year

	Group 2019 £	Group 2018 £	Company 2019 £	Company 2018 £
Unsecured term loans	-	1,312,955	-	-
	<u>-</u>	<u>1,312,955</u>	<u>-</u>	<u>-</u>

Unsecured terms loans attracted interest of 8.5% per annum and became repayable in less than a year at 31 March 2019.

19. Called up share capital

	2019 £	2018 £
100 (2018: 100) ordinary shares of £1 each	100	100
37,400,289 (2018: 37,400,289) A shares of £1 each	37,400,289	37,400,289
	<u>37,400,389</u>	<u>37,400,389</u>

The ordinary shares and the A shares rank *pari passu*, except the holders of A shares shall not be entitled to receive notice of or to attend and vote at any general meeting of the company, unless the business of the meeting includes the consideration of a resolution for winding-up the company, a reduction in the capital of the company or any resolution directly or adversely modifying or abrogating any of the special rights or privileges attaching to the A shares, in which case such resolution shall also be required to be passed at a separate meeting of holders of A shares.

The A shares will not confer on the holders of such shares any right to participate in the profits of the Company.

The A shares rank in priority to the ordinary shares on a return of assets on a winding-up or liquidation of the company, after payment of other unsecured loans.

20. Reserves

Retained earnings

This reserve relates to the cumulative retained earnings less amounts distributed to shareholders.

Foreign exchange reserve

This reserve relates to foreign exchange movements arising on consolidation.

21. Analysis of changes in net debt

	<i>As restated</i> At 1 April 2018 £	Cash flows £	Non-cash changes £	At 31 March 2019 £
Cash at bank and in hand	7,551,793	(1,717,362)	-	5,834,431
Bank overdrafts	(14,965,797)	14,573,618	-	(392,179)
Other loans	(57,739,635)	-	(692,216)	(58,431,851)
Unsecured terms loans falling due in greater than one year	(1,312,955)	-	1,312,955	-
	<u>(66,466,594)</u>	<u>12,856,256</u>	<u>620,739</u>	<u>(52,989,599)</u>

Non-cash changes relate to interest accruing on the other loans of £692,216 and unsecured term loans no longer being payable by the Group as at 31 March 2019 because these loans were held in the subsidiaries which were disposed of on 4 February 2019, as explained further in note 10.

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NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

22. Commitments under operating leases

At 31 March 2019, the Group and Company had future minimum lease payments under non-cancellable operating leases as follows:

	Group 2019 £	Group 2018 £	Company 2019 £	Company 2018 £
Not later than 1 year	2,533,277	2,425,234	294,160	286,200
Later than 1 year and not later than 5 years	9,196,613	9,672,117	214,167	545,000
Later than 5 years	9,929,459	12,035,264	-	-
	21,659,349	24,132,615	508,327	831,200

23. Pension commitments

The Group makes contributions to a defined contribution pension scheme on behalf of its employees. During the year, contributions totalled £756,239 (2018: £793,582) and all pension liabilities as at the balance sheet date are included within other creditors in note 17.

24. Contingent liability

There is an unlimited cross guarantee to the bank with the Company and other subsidiaries within the Group in respect of bank overdrafts and an On-Demand Multi-Option Facility of £500,000. Under the terms of the agreement and the guarantees, the bank is authorised to set-off for interest purposes and in certain circumstances, to seize credit balances and apply them in the reduction of liabilities including debit balances within the composite accounting system. The total bank overdrafts of the Group covered under the guarantee at 31 March 2019 were £392,179 (2018: £1,333,144).

25. Related party transactions

Key management personnel are those persons having authority and responsibility for planning, controlling and directing the activities of the Group. The key management personnel of the Group and Company are considered to be the Company's directors who did not earn any remuneration from the Group or Company during the year (2018: £66,918).

Company

The Company has taken advantage of an exemption available under FRS 102 not to disclose transactions with 100%-owned group companies.

During the year, the Company purchased goods of £200,174 from entities related by virtue of common control and received recharges of £14,621,002 from these entities. Recharges of £3,026,059 and a net payment of £37,396,281 were made to these entities too. As at 31 March 2019, the amount owed to these entities and included in other creditors was £2,625,349 (2018: £28,406,513).

As at 31 March 2018, the Company owed £7,949,464 to its former subsidiary, JCB Power Products Limited, which, prior to its disposal on 4 February 2019, was 90% owned. During the year, interest charges of £258,294 (2018: £255,134) accrued on these loans at 2.5% above the Bank of England base rate and recharges of £221,266 were made to this entity. A net repayment of £7,978,124 was made to this entity in the year leaving £8,368 owed as at the balance sheet date which is included within other creditors in note 17.

During the year, the Company made sales of £25,157 to a limited liability partnership under common control and purchased goods of £27,688 from this LLP. The LLP also made recharges to the Company of £17,391 and made a net payment to the Company of £17,193. As at 31 March 2019, the amount due to this entity and included in other creditors was £48,126 (2018: £11,011).

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NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2019 (continued)

25. Related party transactions (continued)

Company and Group

On 4 February 2019, the Company sold its investments in its subsidiaries JCB Power Products Limited, JCB Power Products Broadcrown Limited and JCB Power Products India Private Limited to JCB Services, a related party through virtue of common control, for total consideration of £45,900,000.

As at 31 March 2019, the Company and Group had loans owed to its directors and their families of £58,431,851 (2018: £57,738,041). During the current year, interest charges of £693,810 (2018: £493,786) accrued on these loans at 1% above the Bank of England base rate.

Group

During the year, the Group made sales and recharged costs of £8,079,946 to entities related by virtue of common control (2018: £3,487,212). Purchases and recharges of costs from these entities were £29,420,481 (2018: £9,347,379). As at 31 March 2019, £9,732,860 was owed to these entities and is included within other creditors (2018: £42,221,038), whilst £1,043,452 was owed from these entities and is included within other debtors (2018: £591,592).

During the year, the Group made sales of £132,226 (2018: £205,260) to directors and their families. As at 31 March 2019, £153,570 was owed to the Company by these individuals (2018: £228,456). £615,770 of goods were also purchased from these directors and their families in the year ended 31 March 2018.

Unless otherwise stated, the aforementioned balances outstanding at the balance sheet date, either owed to or from related parties, have no formal repayment terms so are considered interest-free, unsecured and repayable on demand.

26. Post balance sheet events

The COVID-19 worldwide pandemic is affecting companies in a number of industries including the retail and leisure market in which the Group operates. At the date of the approval of these financial statements, the Directors believe it difficult to estimate the total impact that COVID-19 will have on the Group but the pandemic is expected to reduce operations. See note 2.3 for details of the impact of the COVID-19 pandemic on the going concern status of the Group.

27. Ultimate controlling party

Lady Carole Bamford is the ultimate controlling party.