

BHOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2021



BHOLDINGS LIMITED

COMPANY INFORMATION

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

BHOLDINGS LIMITED

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BHOLDINGS LIMITED

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2021

Introduction

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 2021.

Principal activities

The principal activities of the Group and Company continue to be the sale of retail goods, including womenswear clothing, bath and beauty products and organic foods, as well as the provision of leisure services such as spa treatments. The Group also licences the JCB brand and earns royalty income from these licence agreements, although has ceased this activity after the year-end with the sale of JCB Consumer Products Limited (as explained further in note 23).

Business review and key financial and non-financial performance indicators (KPIs)

Company

The Company's loss for the year was £3,844,055 (2020: £3,096,966). The increase in the loss was primarily driven by an increase in salary expenditure and one-off payments required to terminate lease agreements.

Group

The Group's turnover in the year increased by 15.1% from £47,325,969 to £54,466,088 whilst gross profit increased by £1,648,336 to £21,061,698 leading to a gross profit margin of 38.7% (2020: 48%).

The revenue growth was driven by increased trade through its wholesale and online channels although turnover was impacted by the temporary closure of several of the Group's clothing stores and cafes due to lockdown measures implemented in the UK. This also led to the reduction in the gross profit margin as the Group's wholesale channels operate at a lower margin than that of its retail operations.

In addition to turnover and gross profit, the Group also measures its performance with reference to EBITDA which, in addition to the turnover growth mentioned above, has increased due to the Group managing its cost base well and utilising government support schemes where possible to mitigate the impact of COVID-19. The Group's EBITDA for the year was a £2,014,055 loss (2020: £2,860,984 loss).

The Group's net liability position increased from £50,181,857 to £55,564,759 due to the loss for the year. With regard to its cafes, clothing stores, and spas the Group continues to experience challenging industry conditions due to COVID-19.

Based on this, and with the Group retaining the operational and financial support of its shareholders (as explained further in note 2.3), the directors are confident that the trading results will continue to improve.

The directors also use non-financial key performance indicators which they consider to be effective in measuring the delivery of the strategy of the business. The non-financial KPIs are:

Staff turnover

Staff turnover for the year was 25.5% (2020: 43.4%). The improvement in staff turnover was generated through a combination of better staff retention policies implemented by the directors in the year and the impact of COVID-19.

Employee satisfaction

The directors monitor the satisfaction of the Group's employees through the completion of Pulse surveys. The average satisfaction score of the Group's employees was 3.9/5 (2020: 3.9/5). The directors continue to implement best working practices for the employees in an attempt to increase these scores.

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2021**

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, Lady Bamford has 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

COVID-19 continues to have an impact on the business, particularly in respect of its retail stores and cafes which were temporarily closed during the year due to lockdown measures implemented in the UK. The Group has taken steps to mitigate the impact of the pandemic including trading more through the wholesale and online channels and making use of government support schemes (further details of these can be found in note 5). The Group continues to monitor the ongoing situation and will respond accordingly were restrictions to change.

Market risk

The continuingly 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.

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2021

Stakeholder engagement - Section 172(1) Statement

Each individual director must act in the way they consider, in good faith, would be the most likely to promote the success of the Group and Company for the benefit of its members as a whole, and in doing so, the directors have had regard to the matters set out in Section 172(1) of the Companies Act when performing their duty under this section of the act. The matters set out are:

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

As we grow, our business and our risk environment also become more complex so we continue to evolve our approach to risk management. We regularly meet with all senior managers to effectively identify, evaluate, manage and mitigate the risks we face such that these can inform any decisions we make in the long-term.

In the year ended 31 March 2021, there were no material decisions taken by the directors which would affect the Group or Company and their stakeholders.

b) The interests of the Company's employees

Our employees are fundamental to our business and we aim to be a responsible employer in our approach to the pay and benefits our employees receive. The health, safety and well-being of our employees is one of our primary considerations and protecting our teams during the COVID-19 pandemic has been a priority of the directors. We encourage employee engagement through newsletters, surveys, team events and career development opportunities.

c) The need to foster the Company's business relationship with suppliers, customers and others

Our strategy prioritises organic growth, through the development and maintenance of strong client relationships. We value all of our suppliers and have built multi-year relationships with our key suppliers which we foster by meeting with them regularly to discuss our partnership in detail.

d) The impact of the Company's operations in the community and environment

As directors, we consider it fundamental to the Group and Company's purpose that we promote sustainability and being environmentally friendly across all of our operations. Our approach is to create positive change for the people and communities with which we interact and to act as a responsible company and neighbour in the local communities in which we operate.

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

As the Board of Directors, our intention is to behave responsibly and fairly to ensure that management operate the business in this manner, operating within the high standards of business conduct and good governance expected for a business such as ours and thus nurturing our reputation. We monitor the conduct of senior management by meeting with them regularly to receive updates across all of the business' operations.

f) The need to act fairly as between members of the Company

The directors take active engagement in ensuring that its communications are transparent and are in accordance with the objective of promoting the long-term success of the Group and Company.

Business relationships statement

The directors are conscious that the Group and Company's operations affect a range of stakeholders, and they take care to consider and engage, to the greatest extent possible, all affected stakeholders in their decision making. There have been no key or principal decisions taken by the directors in the year ended 31 March 2021 which materially affect the Group, Company or their stakeholders.

BHOLDINGS LIMITED

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2021**

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



**Lady Bamford
Director**

Date: 15/2/22

BHOLDINGS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2021**

The directors present their report and the financial statements for the year ended 31 March 2021.

Results and dividends

The loss for the year, after taxation, amounted to £5,382,902 (2020 - loss £6,338,978).

The directors do not recommend the payment of a dividend in respect of the year ended 31 March 2021 (2020: £nil).

Directors

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

Lady Bamford
Lord Bamford
Ruth Kennedy

Future developments

The directors intend to continue to grow the Group's retail, wholesale and online 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.

Engagement with employees

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.

BHOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

Greenhouse gas emissions, energy consumption and energy efficiency action

The Group's energy usage for the year is as follows:

- 1,246,500kWh of combustion of gas (2020: 1,432,200Kwh, as restated), which is the equivalent of 233.9 tonnes of CO2 emissions (2020: 271.6 tonnes of CO2 emissions, as restated).
- 3,493,800kWh of purchased electricity (2020: 3,544,800Kwh, as restated), which is the equivalent of 814.5 tonnes of CO2 emissions (2020: 906.1 tonnes of CO2 emissions, as restated).

The Group has consumed 87,100kWh of energy per every £1,000,000 of revenue (2020: 105,200Kwh, as restated), which is the equivalent of 19 tonnes of CO2 emissions per £1,000,000 of revenue (2020: 24.9 tonnes, as restated).

This data was calculated by aggregating the energy usage data provided to the Group by its energy suppliers for each of the Group's retail stores.

Sustainability is at the heart of everything we do and is part of our core values. We have three key elements when it comes to our sustainability:

- Regenerate | Farm for the Future - enhancing soils, growing organically, and bringing farming and nature closer together to tackle the climate and ecological crisis;
- Protect | Restore the Planet - Sourcing sustainably and reducing our resource use across the whole supply chain; and
- Inspire | Lead the Change - Leading a movement in organic food and farming, enabling people to live in harmony with nature.

In this reporting period the Group has seen a reduction in all energy use and carbon emissions. This is in part due to reduced operations throughout the national lockdowns, but also through expanded use of renewable energies; a total of 1,245,000 kWh was generated from photovoltaic panels and biomass boilers at the farm site where several of the Group's flagship stores are based. Compared to conventional mains energy this is a carbon reduction of 290 tonnes. Innovative construction projects have channelled heat directly from the biomass boilers into all of our farm site buildings, including the laundry and newly built spa facility.

The corporate carbon assessment report commissioned last year was expanded to cover more of the Group's scope 1, 2 and 3 emissions, allowing us to set more realistic business reduction targets. The first product-level carbon assessment was also completed. Following a detailed review of our oldest London site we intend to upgrade its lighting, air conditioning and refrigeration to make our operations more efficient. The Group has also started the transition of all sites to renewable energy tariffs which is expected to be completed in 2024 on the renewal of our contracts.

Matters covered in the strategic report

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

BHOLDINGS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2021**

Disclosure of information to auditors

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

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

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

Post balance sheet events

See note 23 for details of significant events affecting the Group since the year end.

Auditors

The auditors, Nexia Smith & Williamson, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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



**Lady Bamford
Director**

Date: 15/2/22

BHOLDINGS LIMITED

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 MARCH 2021**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Group for that period.

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

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

BHOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BHOLDINGS LIMITED

Opinion

We have audited the financial statements of BHoldings Limited (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 March 2021 which comprise the Consolidated Statement of Comprehensive Income, Consolidated and Company Balance Sheets, Consolidated and Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows and the notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 March 2021 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the 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 opinion.

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 Group and Parent 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.

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 the majority shareholder. Our opinion is not modified in respect of this matter.

BHOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BHOLDINGS LIMITED (CONTINUED)

Other information

The other information comprises the information included in the Annual Report and Financial Statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report and Financial Statements. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the 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

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.

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 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; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 8, 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BHOLDINGS LIMITED (CONTINUED)

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.

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:

We obtained a general understanding of the Group and Parent Company's legal and regulatory framework through enquiry of management in respect of their understanding of relevant laws and regulations and the entity's policies and procedures regarding compliance. We also drew on our existing understanding of the Group and Parent Company's industry and regulation.

We understand that the Group and Parent Company complies with the framework through:

- Subscribing to relevant updates from external experts, including from Public Health England and updating operating procedures, manuals and internal controls as legal and regulatory requirements change and requiring employees to read these and follow the policies and procedures of the business. Employees are also required to attend training on a regular basis and when requirements change.
- Close oversight by senior management, meaning that any litigation, claims or possible instances of non-compliance with the regulations would come to their attention directly.
- Regular audits to ensure compliance with appropriate food safety standards.
- Ensuring third party suppliers are safety assessed and approved.
- Outsourcing payroll, accounts preparation and tax compliance to external service providers.

In the context of the audit, we considered those laws and regulations which determine the form and content of the financial statements and which are central to the Group and Parent Company's ability to conduct its business and where failure to comply could result in material penalties. We identified the following laws and regulations as being of significance in the context of the Group and Parent Company:

- The Companies Act 2006 and FRS 102 in respect of the preparation and presentation of the financial statements.
- The Food Standards Act 1999 which governs food safety standards including hygiene and cleanliness requirements.

We performed the following procedures to gain evidence about compliance with the significant laws and regulations identified above:

- We reviewed audit certificates confirming compliance with relevant food safety standards of accredited bodies.
- We made enquiries of management regarding their knowledge of any possible non-compliance with laws and regulations.
- We obtained written management representations that they have disclosed to us all known instances of non-compliance or suspected non-compliance with laws and regulations and accounted for and disclosed all known actual or possible litigation and claims in the financial statements.

BHOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BHOLDINGS LIMITED (CONTINUED)

The senior statutory auditor led a discussion with senior members of the engagement team regarding the susceptibility of the entity's financial statements to material misstatement, including how fraud might occur. The key areas identified in this discussion were with regard to the manipulation of the financial statements through manual journal entries and incorrect recognition of revenue.

The procedures we carried out to gain evidence in the above area included:

- Testing journal entries selected based on specific risk assessments applied based on the Group and Parent Company's processes and controls surrounding manual journals.
- Testing a sample of revenue transactions to underlying documentation.

A further description of our responsibilities is available 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: 18/03/2022

BHOLDINGS LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2021

	Note	2021 £	2020 £
Turnover	4	54,466,088	47,325,969
Cost of sales		(33,404,390)	(24,615,935)
Gross profit		21,061,698	22,710,034
Administrative expenses		(27,504,947)	(28,329,320)
Government grants receivable		1,442,000	-
Other operating income		66,600	-
Operating loss	6	(4,934,649)	(5,619,286)
Interest payable and similar expenses		(448,253)	(719,692)
Loss before taxation		(5,382,902)	(6,338,978)
Loss for the financial year		(5,382,902)	(6,338,978)

There was no other comprehensive income for 2021 (2020: £nil).

The notes on pages 19 to 37 form part of these financial statements.

BHOLDINGS LIMITED
REGISTERED NUMBER: 03064811

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2021

	Note	2021 £	2020 £
Fixed assets			
Intangible assets	11	403,650	-
Tangible assets	12	11,435,359	13,007,194
		<u>11,839,009</u>	<u>13,007,194</u>
Current assets			
Stocks - finished goods		8,592,981	7,698,231
Debtors	14	10,689,907	7,882,089
Cash at bank and in hand		9,054,122	7,529,435
		<u>28,337,010</u>	<u>23,109,755</u>
Creditors: amounts falling due within one year	15	(95,740,778)	(86,298,806)
Net current liabilities		<u>(67,403,768)</u>	<u>(63,189,051)</u>
Net liabilities		<u>(55,564,759)</u>	<u>(50,181,857)</u>
Capital and reserves			
Called up share capital	16	37,400,389	37,400,389
Retained earnings	17	(92,965,148)	(87,582,246)
		<u>(55,564,759)</u>	<u>(50,181,857)</u>

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



Lady Bamford
Director

Date: 15/2/22

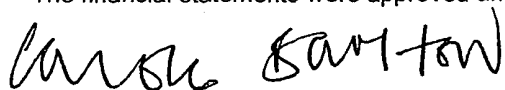
The notes on pages 19 to 37 form part of these financial statements.

BHOLDINGS LIMITED
REGISTERED NUMBER: 03064811

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2021

	Note	2021 £	2020 £
Fixed assets			
Tangible assets	12	1,259,836	1,080,224
Investments	13	4	4
		<u>1,259,840</u>	<u>1,080,228</u>
Current assets			
Debtors	14	63,332,200	57,134,209
		<u>63,332,200</u>	<u>57,134,209</u>
Creditors: amounts falling due within one year	15	(96,278,100)	(86,056,442)
Net current liabilities		<u>(32,945,900)</u>	<u>(28,922,233)</u>
Net liabilities		<u><u>(31,686,060)</u></u>	<u><u>(27,842,005)</u></u>
Capital and reserves			
Called up share capital	16	37,400,389	37,400,389
Retained earnings brought forward		(65,242,394)	(62,145,428)
Loss for the year		(3,844,055)	(3,096,966)
Retained earnings carried forward		<u>(69,086,449)</u>	<u>(65,242,394)</u>
		<u><u>(31,686,060)</u></u>	<u><u>(27,842,005)</u></u>

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


Lady Bamford
 Director

The notes on pages 19 to 37 form part of these financial statements.

BHOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2021**

	Called up share capital £	Retained earnings £	Total equity £
At 1 April 2019	37,400,389	(81,243,268)	(43,842,879)
Loss for the year	-	(6,338,978)	(6,338,978)
At 1 April 2020	37,400,389	(87,582,246)	(50,181,857)
Loss for the year	-	(5,382,902)	(5,382,902)
At 31 March 2021	37,400,389	(92,965,148)	(55,564,759)

The notes on pages 19 to 37 form part of these financial statements.

BHOLDINGS LIMITED

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2021**

	Called up share capital £	Retained earnings £	Total equity £
At 1 April 2019	37,400,389	(62,145,428)	(24,745,039)
Loss for the year	-	(3,096,966)	(3,096,966)
At 1 April 2020	37,400,389	(65,242,394)	(27,842,005)
Loss for the year	-	(3,844,055)	(3,844,055)
At 31 March 2021	37,400,389	(69,086,449)	(31,686,060)

The notes on pages 19 to 37 form part of these financial statements.

BHOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2021**

	2021 £	2020 £
Loss for the financial year	(5,382,902)	(6,338,978)
Adjustments for:		
Depreciation of tangible fixed assets	2,920,594	2,758,302
Loss on disposal of tangible fixed assets	250,117	-
Interest payable	448,253	719,692
Increase in stocks	(894,750)	(1,216,260)
Increase in debtors	(2,809,579)	(1,138,927)
Increase in creditors	10,230,229	7,060,302
Net cash generated from operating activities	4,761,962	1,844,131
 Purchase of intangible assets	 (57,250)	 -
Purchase of tangible fixed assets	(1,945,276)	(2,442,497)
Net cash used in investing activities	(2,002,526)	(2,442,497)
 Net increase/(decrease) in cash at bank and in hand	 2,759,436	 (598,366)
Cash at bank and in hand at beginning of year	4,843,886	5,442,252
Cash at bank and in hand at the end of the year	7,603,322	4,843,886
 Cash at bank and in hand at the end of year comprises:		
Cash at bank and in hand	9,054,122	7,529,435
Bank overdrafts	(1,450,800)	(2,685,549)
	7,603,322	4,843,886

See note 18 for an analysis of changes in net debt during the year.

BHOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1. General 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 it's registered number is 03064811.

2. Accounting policies

2.1 Basis of preparation of 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, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

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

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 following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

2.3 Going concern

The financial statements have been prepared on a going concern basis. In the year, the Group made a loss of £5,382,902 and as at 31 March 2021, the Group had a net liability position of £55,564,759. In making their going concern assessment, the directors have given consideration to current performance, market conditions, future profit & loss forecasts, the ongoing impact of the COVID-19 pandemic and its reliance on a written letter of support provided from Lady Bamford, the majority shareholder, to the Group.

In this letter, Lady Bamford has confirmed she will continue to provide support to the Group for the foreseeable future to enable it to continue in operational existence and to settle its liabilities as they fall due, being for a period of no less than 12 months from the date of the authorisation of the financial statements. For this reason, the directors are confident the Group can continue to operate as a going concern for this period and therefore the accounts have been prepared on the going concern basis. The accounts do not include any adjustments that would be required in the event of the withdrawal of this support.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

2. Accounting policies (continued)**2.4 Foreign currency translation****Functional and presentation currency**

The Company's functional and presentational currency is GBP.

Transactions and balances

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

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

2.5 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 that 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 such as the provision of spa treatments. Revenue for services is recognised initially within deferred income then released to the Consolidated Statement of Comprehensive Income over the period of time in which the service is provided to the customer.

2.6 Operating leases: the Group as lessor

Rental income from operating leases is credited to the Consolidated Statement of Comprehensive Income on a straight line basis over the lease term.

Temporary rent concessions occurring as a direct consequence of the COVID-19 pandemic have been recognised on a systematic basis over the periods that the change in lease income is intended to compensate. This is conditional on:

- the change in lease income resulting in revised consideration for the lease that is less than the consideration for the lease immediately preceding the change;
- any reduction in lease income affecting only income originally due on or before 30 June 2021;
- there being no significant change to other terms and conditions of the lease.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

2. Accounting policies (continued)**2.7 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.

Temporary rent concessions occurring as a direct consequence of the COVID-19 pandemic have been recognised on a systematic basis over the periods that the change in lease payments is intended to compensate. This is conditional on:

- the change in lease payments resulting in revised consideration for the lease that is less than the consideration for the lease immediately preceding the change;
- any reduction in lease payments affecting only payments originally due on or before 30 June 2021;
- there being no significant change to other terms and conditions of the lease.

2.8 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants of a revenue nature are recognised in the Consolidated Statement of Comprehensive Income in the same period as the related expenditure when reasonable assurance is gained that the Group will comply with the conditions attached to the grant and the grant will be received.

2.9 Finance costs

Finance costs are 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.

2.10 Pensions**Defined contribution pension plan**

The Group operates a defined contribution plan for its employees, which is administered by a related entity. 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 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 2021**

2. Accounting policies (continued)**2.11 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss 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 Statement of Financial Position 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; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.12 Intangible assets**Other intangible assets**

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

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

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Software under development	-	not amortised until ready for use
Software and product development	-	3 - 5 years

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

2. Accounting policies (continued)**2.13 Tangible fixed assets**

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

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

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

Depreciation is provided on the following basis:

Leasehold improvements	- over the life of the lease
Motor vehicles	- over two to seven years
Fixtures, fittings and equipment	- 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.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.14 Investments in subsidiaries

Investments in subsidiaries are measured at cost less accumulated impairment.

2.15 Stocks

Stocks are stated at the lower of cost and net realisable value. At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the Consolidated Statement of Comprehensive Income.

2.16 Debtors

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

2.17 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 are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

2. Accounting policies (continued)

2.18 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.

2.19 Financial instruments

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

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 debtors and creditors, 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 cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position 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 2021**

3. Judgments 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 2021, the Company was owed £62,441,300 (2020: £56,830,441) 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 (2020: £nil).

Key sources of estimation uncertainty*Bad debt provisions*

Trade debtors of £5,175,477 (2020: £4,459,556) 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 2021 was £nil (2020: £nil).

Stock provisions

The Group's stock consists of a diverse range of products including clothing ranges, organic food produce, beverages, home furnishings and bath and beauty products.

The Group has a policy to recognise a 30% provision against unsold stock relating to that financial year's clothing ranges. Clothing stock which has been unsold for greater than a year is provided for in full whilst food and drink products are scrapped when they become obsolete, which is considered to be when their sell-by date passes. Provisions are rarely made against other products.

The expense recognised in the Consolidated Statement of Comprehensive Income for the year in relation to stock shrinkage and wastage, including write-downs of clothing stock, was £2,352,464 (2020: £1,130,774). The stock balance at the balance sheet date of £8,592,981 (2020: £7,698,231) is presented net of this expenditure and is considered to be held at the lower of the stock's cost and its net realisable value. A risk remains that the stock which has not been provided against cannot be sold and therefore would not have a net realisable value.

BHOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

4. Turnover

An analysis of turnover by class of business is as follows:

	2021 £	2020 £
Sale of goods	48,667,988	41,531,225
Provision of services	2,998,100	3,265,325
Royalty income	2,800,000	2,529,419
	<u>54,466,088</u>	<u>47,325,969</u>

Analysis of turnover by country of destination:

	2021 £	2020 £
United Kingdom	52,733,579	45,739,257
Rest of the world	1,732,509	1,586,712
	<u>54,466,088</u>	<u>47,325,969</u>

5. Government grant income

	2021 £	2020 £
Eat out to help out scheme	66,100	-
Coronavirus job retention scheme	1,375,900	-
	<u>1,442,000</u>	<u>-</u>

In addition to the government grants received of £1,442,000 (2020: £nil), the Company also received government assistance in the form of business rates relief and a reduction to its VAT rate during the year.

For the 2020-21 tax year, the government reduced business rates payable by retail stores and therefore the Company received relief of £970,690.

On 8 July 2020, the government announced that it would introduce a temporary 5% reduced rate of VAT for certain supplies of hospitality, including food and non-alcoholic beverages sold for on-premises consumption and hot takeaway food, which came into force on 15 July 2020. The Company applied this temporary reduced VAT rate from this date to the applicable supplies.

BHOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

6. Operating loss

The operating loss is stated after charging:

	2021 £	2020 £
Defined contribution pension cost	448,185	527,304
Foreign exchange loss	313,140	48,990
Depreciation of tangible fixed assets	2,920,524	2,758,302
Other operating lease rentals	2,344,138	2,923,328
Stock shrinkage and wastage	2,352,464	1,130,774

During the period, the Group received and recognised rent concessions of £455,890 (2020: £nil) due to COVID-19. The Group has adopted the temporary amendments to FRS 102 which permit these rent concessions to be recognised in the same period that the change in the lease payments is intended to compensate, providing that the change in the lease payments occur as a direct consequence of the COVID-19 pandemic.

Prior year restatement

The stock shrinkage and wastage balance for the year ended 31 March 2020 has been restated to £1,130,774 to include the total shrinkage of the business for the prior year. This restatement is limited to this disclosure note and this has not had any impact on the net assets of the Group at 31 March 2020.

7. Auditors' remuneration

	2021 £	2020 £
Fees payable to the Group's auditor for the audit of the Group and subsidiary's annual financial statements	86,960	68,460

Fees payable to the Group's auditor and its associates in respect of:

Taxation compliance services	25,000	24,500
All other assurance services	8,965	8,675
	33,965	33,175

BHOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

8. Employees

Staff costs were as follows:

	Group 2021 £	<i>Group 2020 £</i>	Company 2021 £	<i>Company 2020 £</i>
Wages and salaries	13,021,713	13,722,840	2,771,100	2,733,900
Social security costs	871,973	1,025,643	-	-
Cost of defined contribution scheme	448,185	528,307	50,100	101,000
	<u>14,341,871</u>	<u>15,276,790</u>	<u>2,821,200</u>	<u>2,834,900</u>

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

	2021 No.	<i>2020 No.</i>
Sales	384	482
Management and administration	112	40
	<u>496</u>	<u>522</u>

BHOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

9. Taxation

	2021 £	2020 £
Total current tax	-	-
Deferred tax		
Total deferred tax	-	-
Taxation on loss on ordinary activities	-	-

Factors affecting tax charge for the year

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

	2021 £	2020 £
Loss on ordinary activities before tax	(5,382,902)	(6,338,978)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	(1,022,751)	(1,204,406)
Effects of:		
Expenses not deductible for tax purposes	181,775	173,954
Fixed asset timing differences	346,197	141,061
Adjust deferred tax to average rate of 19%	-	(1,052,481)
Other short term timing differences	-	195,006
Deferred tax not recognised	494,779	1,746,866
Total tax charge for the year	-	-

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. These changes are not included above as Finance Bill 2021 was not substantively enacted by the year-end.

BHOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

10. Parent company loss for the year

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 loss after tax of the parent Company for the year was £3,844,055 (2020 - loss £3,096,966).

11. Intangible assets

Group

	Software under development £	Software and product development £	Total £
Cost			
Additions	57,250	-	57,250
Transferred from tangible fixed assets	-	1,147,500	1,147,500
At 31 March 2021	<u>57,250</u>	<u>1,147,500</u>	<u>1,204,750</u>
Amortisation			
Transferred from tangible fixed assets	-	801,100	801,100
At 31 March 2021	<u>-</u>	<u>801,100</u>	<u>801,100</u>
Net book value			
At 31 March 2021	<u>57,250</u>	<u>346,400</u>	<u>403,650</u>
At 31 March 2020	<u>-</u>	<u>-</u>	<u>-</u>

The Company holds no intangible assets (2020: £nil).

BHOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

12. Tangible fixed assets

Group

	Leasehold improvements £	Motor vehicles £	Fixtures, fittings and equipment £	Assets under construction £	Total £
Cost or valuation					
At 1 April 2020	15,188,313	170,259	12,896,020	143,010	28,397,602
Additions	121,860	-	1,443,377	380,039	1,945,276
Disposals	(739,276)	(13,100)	(3,952,320)	-	(4,704,696)
Transferred to intangible assets	-	-	(1,147,500)	-	(1,147,500)
Transfers between classes	367,647	-	(51,437)	(316,210)	-
At 31 March 2021	<u>14,938,544</u>	<u>157,159</u>	<u>9,188,140</u>	<u>206,839</u>	<u>24,490,682</u>
Depreciation					
At 1 April 2020	6,396,070	147,879	8,846,459	-	15,390,408
Charge for the year	1,337,854	17,303	1,565,437	-	2,920,594
Disposals	(492,137)	(13,100)	(3,949,342)	-	(4,454,579)
Transferred to intangible assets	-	-	(801,100)	-	(801,100)
Transfers between classes	394,100	-	(394,100)	-	-
At 31 March 2021	<u>7,635,887</u>	<u>152,082</u>	<u>5,267,354</u>	<u>-</u>	<u>13,055,323</u>
Net book value					
At 31 March 2021	<u>7,302,657</u>	<u>5,077</u>	<u>3,920,786</u>	<u>206,839</u>	<u>11,435,359</u>
At 31 March 2020	<u>8,792,243</u>	<u>22,380</u>	<u>4,049,561</u>	<u>143,010</u>	<u>13,007,194</u>

BHOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

12. Tangible fixed assets (continued)

Company

	Long-term leasehold property £	Motor vehicles £	Fixtures and fittings £	Total £
Cost or valuation				
At 1 April 2020	835,280	15,208	1,239,527	2,090,015
Additions	66,860	-	585,913	652,773
Disposals	(257,140)	-	(532,540)	(789,680)
At 31 March 2021	645,000	15,208	1,292,900	1,953,108
Depreciation				
At 1 April 2020	198,957	6,970	803,864	1,009,791
Charge for the year	148,500	3,802	214,676	366,978
Disposals	(150,957)	-	(532,540)	(683,497)
At 31 March 2021	196,500	10,772	486,000	693,272
Net book value				
At 31 March 2021	448,500	4,436	806,900	1,259,836
At 31 March 2020	636,323	8,238	435,663	1,080,224

BHOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

13. Investments in subsidiaries

Company

	Investments in subsidiary companies £
Cost or valuation	
At 1 April 2020	4
At 31 March 2021	<u>4</u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Daylesford Organic Limited	19 Mossop Street, London, SW3 2LY	Ordinary	100%
Bamford Limited	19 Mossop Street, London, SW3 2LY	Ordinary	100%
JCB Consumer Products Limited	Lakeside Works, Staffordshire, ST14 5JP	Ordinary	100%
JCB World Brands India Private Limited	B-1/I-1, 2nd Floor, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi, DL 110044	Ordinary	100%
JCB Groundcare Limited	19 Mossop Street, London, SW3 2LY	Ordinary	100%
Bamford Home Limited	19 Mossop Street, London, SW3 2LY	Ordinary	100%
Bamford Architecture Limited	19 Mossop Street, London, SW3 2LY	Ordinary	100%
Bamford France	455 Promenade, DES Anglais, 06200 Nice	Ordinary	100%

BHOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

14. Debtors

	Group 2021 £	Group 2020 £	Company 2021 £	Company 2020 £
Trade debtors	5,175,477	4,459,556	184,600	136,754
Amounts owed by group undertakings	-	-	62,441,300	56,830,441
Other debtors	2,593,636	1,022,296	471,000	34,099
Prepayments and accrued income	2,920,794	2,398,476	235,300	132,915
Deferred taxation	-	1,761	-	-
	<u>10,689,907</u>	<u>7,882,089</u>	<u>63,332,200</u>	<u>57,134,209</u>

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 22.

15. Creditors: Amounts falling due within one year

	Group 2021 £	Group 2020 £	Company 2021 £	Company 2020 £
Bank overdrafts	1,450,800	2,685,549	1,450,800	1,787,591
Other loans	59,608,100	59,150,446	59,608,100	59,150,446
Trade creditors	9,605,379	10,238,774	470,600	88,582
Amounts owed to group undertakings	-	-	14,873,500	14,873,542
Other creditors	18,522,736	10,255,269	17,980,500	9,538,182
Accruals and deferred income	6,553,763	3,968,768	1,894,600	618,099
	<u>95,740,778</u>	<u>86,298,806</u>	<u>96,278,100</u>	<u>86,056,442</u>

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 22.

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 20.

BHOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

16. Share capital

	2021 £	2020 £
Allotted, called up and fully paid		
100 (2020 - 100) Ordinary shares shares of £1.00 each	100	100
37,400,289 (2020 - 37,400,289) Ordinary A shares shares of £1.00 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.

17. Reserves

Retained earnings

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

18. Analysis of net debt

	At 1 April 2020 £	Cash flows £	Non-cash changes £	At 31 March 2021 £
Cash at bank and in hand	7,529,435	1,524,687	-	9,054,122
Bank overdrafts	(2,685,549)	1,234,749	-	(1,450,800)
Other loans	(59,151,543)	-	(457,654)	(59,609,197)
	<u>(54,307,657)</u>	<u>2,759,436</u>	<u>(457,654)</u>	<u>(52,005,875)</u>

Non-cash changes relate to interest accruing on the other loans of £457,654.

BHOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

19. Contingent liabilities

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 2021 were £1,450,800 (2020: £2,685,549).

20. Pension commitments

The Group makes contributions to a defined contribution pension scheme on behalf of its employees. During the year, contributions totalled £448,185 (2020: £525,304) and all pension liabilities as at the balance sheet date are included within other creditors in note 15.

21. Commitments under operating leases

At 31 March 2021 the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2021 £	Group 2020 £	Company 2021 £	Company 2020 £
Not later than 1 year	2,667,485	2,444,494	204,849	150,000
Later than 1 year and not later than 5 years	9,696,293	8,645,429	907,726	64,167
Later than 5 years	10,580,403	7,756,264	1,098,740	-
	<u>22,944,181</u>	<u>18,846,187</u>	<u>2,211,315</u>	<u>214,167</u>

BHOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

22. 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 (2020: £nil).

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 £754,191 (2020: £215,816) from entities related by virtue of common control and received recharges of £15,880,516 (2020: £15,772,972) from these entities. Recharges of £4,820,369 (2020: £2,753,709) and a net payment of £2,543,712 (2020: £6,300,193) were made to these entities too. As at 31 March 2021, the amount owed to these entities and included in other creditors was £18,839,229 (2020: £9,568,603).

During the year, the Company made recharges of £228,271 (2020: £42,764 of recharges received) to a limited liability partnership under common control. In the prior year, sales of £49,193 were also made to this LLP. As at 31 March 2021, the amount due from this entity was £166,157 and this is included in other debtors (2020: £62,114 owed to the LLP and included in other creditors).

Company and Group

As at 31 March 2021, the Company and Group had loans owed to its shareholders of £59,608,100 (2020: £59,150,448). During the current year, interest charges of £457,652 (2020: £718,597) 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 £6,323,588 to entities related by virtue of common control (2020: £4,000,730). Purchases and recharges of costs from these entities were £28,337,023 (2020: £23,671,122). As at 31 March 2021, £24,480,542 was owed to these entities and is included within trade and other creditors (2020: £17,733,742), whilst £1,404,008 was owed from these entities and is included within trade and other debtors (2020: £696,548).

During the year, the Group made sales of £26,740 (2020: £253,638) to directors and their families. As at 31 March 2021, £174,097 was owed to the Group by these individuals (2020: £271,358).

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.

23. Post balance sheet events

On 22 September 2021, the Company sold the full amount of its shareholding in its subsidiary JCB Consumer Products Limited to a related entity for total consideration of £54,900,000. The Company used the proceeds to repay £14,873,500 of loans to JCB Consumer Products Limited and the Group used the proceeds to repay a further £20,900,000 to other related entities.

24. Controlling party

Lady Carole Bamford is the ultimate controlling party of the Group.