

Shop TJC Limited

Annual Report and Financial Statements
for the Year Ended 31 March 2023

DSK Partners LLP
Chartered Accountants and Statutory Auditors
D S House
306 High Street
Croydon
Surrey
CR0 1NG

Shop TJC Limited

Contents

Company Information	<u>1</u>
Strategic Report	<u>2</u> to <u>6</u>
Directors' Report	<u>7</u> to <u>10</u>
Independent Auditor's Report	<u>11</u> to <u>14</u>
Income Statement	<u>15</u>
Statement of Comprehensive Income	<u>16</u>
Statement of Financial Position	<u>17</u>
Statement of Changes in Equity	<u>18</u>
Notes to the Financial Statements	<u>19</u> to <u>32</u>

Shop TJC Limited

Company Information

Directors	Harsh Bahadur Srikant Jha Sanjeev Agrawal Stephanie Renee Spong
Company secretary	Mr Ravi Gupta
Registered office	Surrey House Plane Tree Crescent Feltham Middlesex TW13 7HF
Auditors	DSK Partners LLP Chartered Accountants and Statutory Auditors D S House 306 High Street Croydon Surrey CR0 1NG

Shop TJC Limited

Strategic Report for the Year Ended 31 March 2023

The directors present their strategic report for the year ended 31 March 2023.

Principal activity

The principal activity of the company is the selling of jewellery and fashion accessories through television home shopping channels and the internet.

Review of Business

The results for the year and financial position of the company are as shown in the annexed financial statements.

Trading condition on the market were challenging, but our unique and unrivalled offer of stunning products at outstanding price has continued to be popular.

The business achieved a turnover of £74.9m (2021-22: £81.4m) with a 7.96% drop over last year. Gross profit reduced by £1.57m year on year to £28.76m (2021-2: £30.3m) with 5.2% decline over last year. The business continues to develop and enhance its product range to reach new and existing customers and grow market share.

Distribution cost decreased from £5.9m to £5.4m primarily on account of lower volumes. Administrative expenses increased from £18.2m to £21.3m mainly as a result increased employment costs and higher depreciation on investments in technological and other initiatives.

As a result, operating profit for the year reduced to £8m compared to £13.4m in 2021-22.

Principal risks and uncertainties

The principal risk is any elongated downturn and may impact consumer spending. Company is managing risk though focus on offering to customer affordable lower price point products line. The company has very agile sourcing system and will adopt very fast.

The business continues to develop its online growth strategy through own website and marketplace to increase reach to new and existing customers.

The company has implemented processes to manage inventory levels and has implemented process and control to monitor the performance, minimize financial risks and meet all regulatory requirements.

Shop TJC Limited

Strategic Report for the Year Ended 31 March 2023 (continued)

Future Development

The company will continue to invest in developing new brands and bringing new and exciting products to its customers. Company is also heavily investing in digital transformation to provide an enhanced omni channel experience.

Parent Company

The company is a subsidiary of a much larger group, Vaibhav Global Limited (VGL). VGL is a professionally managed, end-to-end vertically integrated Jewellery & fashion business organisation. The Company is operating dedicated 24-hour television home shopping channels in the US, the UK and Germany. The Company has robust sourcing organisation in China, Hongkong, Thailand and Indonesia, while core manufacturing operations are in Jaipur, India. With the expansion of product line to include lifestyle products, such sourcing organisations assume greater significance.

Employees

The company takes pride in its highly motivated and trained human resource, which has contributed its best for the Company to achieve newer heights.

Within the bounds of commercial confidentiality, the Company endeavours to keep staff at all levels informed of matters that affect the progress of the company and are of interest to them as employees. The company has continued to invest in staff to nurture and develop those people who are at the heart of everything we do. In addition, the senior management gives regular presentation to staff on business development and brief the objective of the company. Company also ensuring all of the employees' health and safety during COVID-19 situation by providing them Masks, Sanitizers and ensuring social distancing.

Charitable Activities

The company is proud sponsor of 'Your Purchase feeds' programme where for every item sold, it donates one meal to a hungry child through Akshaya Patra in India and Magic breakfast in UK. In addition to your purchase feeds program, TJC team have been helping local schools/ care homes with employees participating in social and community giveback programs.

Section 172(1) statement

The Directors understand their responsibilities to promote the success of the company in accordance with Section 172 of the Companies Act. The board consider the key stake holders to be customers, employees, suppliers and the community & environment.

Shop TJC Limited

Strategic Report for the Year Ended 31 March 2023 (continued)

Stakeholder	Form of engagement	Outcome
1) Customers <hr/> <p>The company put their customers at the heart of everything the Company does and is a foundation stone of the Company's culture and purpose.</p>	<p>The Company has put in place a community forum on website which ensures that the Company puts the Customer at the heart of its business; ensures feedback from Customers is understood and acted upon.</p> <p>The Company has formed a Customer Experience Team which engages divisional leaders and ambassadors to continue to review the way Customers are served.</p> <p>The company has also introduced new engraving project and personalised jewellery project for customers.</p>	<p>A new online community forum improves customer experience and create high level of trust with the company.</p> <p>Customer feedback was considered in the formulation of the three-year strategy.</p>
2) Employees <hr/> <p>The company's regular engagement takes place throughout the year to update, inform and gather feedback from employees.</p>	<p>Employee survey, townhalls and weekly departmental meetings.</p> <p>The company hold discussion with a cross section of leadership team members.</p> <p>The company holding Regular coffee morning meetings to discuss each level of issues.</p> <p>The Company also ensuring health & safety of all employees</p> <p>The company has arranged Flu jabs for all the employees</p> <p>The company is conducting weekly meditation session to improve mindfulness at work.</p> <p>The company also conducted health awareness week to inspire employees to adapt health lifestyle.</p>	<p>Employee feedback was considered in the formulation of the three-year strategy.</p> <p>The company has started to provide daily free breakfast, fruits and lunches.</p> <p>Company also ensuring all the employees' health and safety during COVID-19 situation by providing them Masks, Sanitizers and ensuring social distancing.</p>
3) Suppliers <hr/>		

Shop TJC Limited

Strategic Report for the Year Ended 31 March 2023 (continued)

The Company's suppliers are key to the smooth running of its business.

Regular meetings are held with key suppliers

New suppliers are subject to formal due diligence which includes data and information security consideration

Offering long term partnership to help the business.

Whenever necessary considering early payments to them.

4) Community & Environment

The Company embraces social responsibility, community engagement, environmental sustainability, and supports employees in improving the lives of others and making a difference in its communities.

The CSR programme includes partnering with charities that align with purchase feeds program.

The company has partnership with Magic breakfast to donate more meals to schools in UK

All Employees are actively encouraged to get involved with CSR activities.

Staff volunteered through Magic Breakfast at St. Paul's School in Hammersmith in October'22. Employees also participated with Cards for Humanity, making Christmas cards for terminally ill children.

TJC tied up with ISKCON Hungary for supporting the Ukraine refugees, where our employees travelled to support along with the monetary contributions.

TJC is also committed to the Year-on-year energy consumption reduction.

TJC has integrated waste management system to improve recycling rates.

TJC is also promoting other campaign such as Cycle to work program & Litter picking campaign.

Shop TJC Limited

Strategic Report for the Year Ended 31 March 2023 (continued)

Acknowledgment:

The Directors wish to thank all the employees for their continued contribution, hard work and dedication throughout the year.

The Directors also wish to thank the company's valued and esteemed customers for their continued patronage.

The Directors take this opportunity to thank and place on record their sincere appreciation of the wholehearted support extended by Company's bankers, vendors, auditors and various statutory authorities.

Approved and authorised by the Board on 16 May 2023 and signed on its behalf by:

Srikant Jha

Director

Shop TJC Limited

Directors' Report for the Year Ended 31 March 2023

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

Dividends

The total distribution of dividends for the year ended 31 March 2023 will be £6,668,796.

Future developments

The company will continue to invest in developing new brands and bringing new and exciting products to its customers. The company is also heavily investing in digital transformation to provide an enhanced omni channel experience.

Parent Company

The company is a subsidiary of a much larger group, Vaibhav Global Limited (VGL). VGL is a professionally managed, end-to-end vertically integrated Jewellery & fashion business organisation. The Company is operating dedicated 24-hour television home shopping channels in the US, the UK and Germany. The Company has robust sourcing organisation in China, Hongkong, Thailand and Indonesia, while core manufacturing operations are in Jaipur, India. With the expansion of product line to include lifestyle products, such sourcing organisations assume greater significance.

Charitable Activities

The company is proud sponsor of 'Your Purchase feeds' programme where for every item sold, it donates one meal to a hungry child through Akshaya Patra in India and Magic breakfast in UK. In addition to your purchase feeds program, TJC team have been helping local schools/ care homes with employees participating in social and community giveback programs.

The company has made charitable donation of £11,786 (2022: £55,254) during the year.

Acknowledgements

The Directors wish to thank all the employees for their continued contribution, hard work and dedication throughout the year.

The Directors also wish to thank the company's valued and esteemed customers for their continued patronage.

The Directors take this opportunity to thank and place on record their sincere appreciation of the wholehearted support extended by the company's bankers, vendors, auditors and various statutory authorities.

Directors of the company

The directors who held office during the year were as follows:

Harsh Bahadur

Srikant Jha

Sanjeev Agrawal

Stephanie Renee Spong (appointed 26 September 2022)

Post Balance Sheet Events

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations or the state of affairs of the company in the financial year subsequent to the financial year ended 31st March 2023.

Shop TJC Limited

Directors' Report for the Year Ended 31 March 2023 (continued)

Engagement with employees

The company takes pride in its highly motivated and trained human resource, which has contributed its best for the company to achieve newer heights.

Within the bounds of commercial confidentiality, the company endeavours to keep staff at all levels informed of matters that affect the progress of the company and are of interest to them as employees. The company has continued to invest in staff to nurture and develop those people who are at the heart of everything we do. In addition, the senior management gives regular presentation to staff on business development and brief the objective of the company.

Engagement with suppliers, customers and other relationships

The company trades with a large number of suppliers including group companies. The company also has airtime partnerships with a number of retailers to broaden our offerings without social risk. The company manages its supply chain to minimize stock risk and exposure. The company also undertakes QC testing and compliance to ensure the right quality of product.

The company has long term relationships with all our platform providers and maintain good relationship with them to ensure we are made aware of capacity opportunities. Increased marketing activities is helping us drive consumers to our TV channels and website. The company continue to update its website and improve navigation and customer web service.

Statement of Corporate Governance Arrangements

Corporate Governance is the application of best management practices, compliance of law and adherence to ethical standards to achieve the company's objectives of enhancing shareholder value and discharging social responsibilities. Adopting high standards gives comfort to all existing and potential stakeholders, including government and regulatory authorities, customers, suppliers, bankers, employees and shareholders.

The company believes in adopting and adhering to the best standards of Corporate Governance. The company philosophy on Corporate Governance enshrines the goal of achieving the highest levels of transparency, disclosures, accountability and equity in all spheres of its operations.

The company is committed towards transparency in all its dealings and places high emphasis on business principles and believes good Corporate Governance goes beyond working results and financial priority and is a pre-requisite for the attainment of excellent performance.

Shop TJC Limited

Directors' Report for the Year Ended 31 March 2023 (continued)

Board Composition

The Board of Directors has an optimum combination of Executive & Managing Directors. The composition of the Board and category of directors during the financial year 2022-23 are as follows::

S.No	Category	Name	Date of appointment
1	Managing Director	Mr Srikant Jha	24-Sep-2019
2	Executive Director	Mr Sanjeev Agrawal	30-Jul-2007
3	Executive Director	Mr Harsh Bahadur	01-Feb-2009
4	Executive Director	Ms Stephanie Renee Spong	26-Sept-2022

Director Responsibilities

The Directors accept responsibility for establishing and maintaining internal controls for financial reporting and that have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the Auditors, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

Opportunity and Risk

The company's approach to strategic opportunities is set out by the Executive Directors and Managing Director. We seek to capitalise on opportunities while mitigating risks where possible. The company has many opportunities in digital expansion, that can be great advantage for the company during current period of changing market conditions. However, can also be the company's biggest risk with possibility of changing customer's shopping behaviour moving from tele shopping to digital shopping experience

Stakeholders

We always try to engage with our key stakeholders, including our workforce, shareholders, suppliers, local communities and customers. As well as informing business-level decisions, an overview of the output of this engagement and related developments is reported to the Board and Committees to ensure due consideration is given to stakeholders and the output of this engagement when decisions are taken at those levels.

There was no non-compliance, penalty imposed on the Company by any statutory authority. All mandatory requirements of HMRC have been complied during the year.

Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Shop TJC Limited

Directors' Report for the Year Ended 31 March 2023 (continued)

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

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

Statement as to Disclosure of Informations to Auditors

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Reappointment of auditors

In accordance with section 485 of the Companies Act 2006, a resolution for the re-appointment of DSK Partners LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved and authorised by the Board on 16 May 2023 and signed on its behalf by:

Srikant Jha
Director

Shop TJC Limited

Independent Auditor's Report to the Members of Shop TJC Limited

Opinion

We have audited the financial statements of Shop TJC Limited (the 'company') for the year ended 31 March 2023, which comprise the Income Statement, Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

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

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

We have nothing to report in this regard.

Shop TJC Limited

Independent Auditor's Report to the Members of Shop TJC Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and 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 our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

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

Responsibilities of directors

As explained more fully in the director's report [set out on pages 9-10], the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor Responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Shop TJC Limited

Independent Auditor's Report to the Members of Shop TJC Limited (continued)

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 key laws and regulations we have considered in this context included the Companies Act 2006, pension and tax legislation. In addition, we have considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- Using our general commercial and sector experience and through discussions with the directors and management, we identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements as well as those arising from management's own assessment of the risks that irregularities may occur either as a result of fraud or error.

- We examined the company's regulatory and legal correspondence and discussed with the directors and management any known or suspected instances of fraud or non-compliance with laws and regulations.

- We communicated identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

- In addressing the risk of management override of controls, we tested the appropriateness of journal entries. We also challenged assumptions and judgements made by management in their significant accounting estimates and judgements.

There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentation, or through collusion."

A further description of our responsibilities for the audit of the financial statements is available on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

As part of an audit in accordance with ISAs (UK), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

Shop TJC Limited

Independent Auditor's Report to the Members of Shop TJC Limited (continued)

Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the company audit. We remain solely responsible for our audit opinion.

- activities within the company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the company audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Use of our report

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

.....
Dhiraj ShahFCA (Senior Statutory Auditor)

For and on behalf of DSK Partners LLP, Statutory Auditor

D S House

306 High Street

Croydon

Surrey

CR0 1NG

16 May 2023

Shop TJC Limited

Income Statement for the Year Ended 31 March 2023

	Note	2023 £	2022 £
Turnover	<u>3</u>	74,946,990	81,432,743
Cost of sales		<u>(46,191,076)</u>	<u>(51,110,645)</u>
Gross profit		28,755,914	30,322,098
Distribution costs		(5,431,479)	(5,963,469)
Administrative expenses		(21,366,856)	(18,165,174)
Other operating income		<u>76,376</u>	<u>128,530</u>
Operating profit	<u>4</u>	<u>2,033,955</u>	<u>6,321,985</u>
Income from shares in group undertakings		6,668,796	8,333,609
Other interest receivable and similar income		289	4,436
Interest payable and similar expenses		<u>(221,536)</u>	<u>(38,977)</u>
		<u>6,447,549</u>	<u>8,299,068</u>
Profit before tax		8,481,504	14,621,053
Tax on profit	<u>7</u>	<u>(400,577)</u>	<u>(1,268,135)</u>
Profit for the financial year		<u><u>8,080,927</u></u>	<u><u>13,352,918</u></u>

Shop TJC Limited

Statement of Comprehensive Income for the Year Ended 31 March 2023

	2023 £	2022 £
Profit for the year	<u>8,080,927</u>	<u>13,352,918</u>
Total comprehensive income for the year	<u><u>8,080,927</u></u>	<u><u>13,352,918</u></u>

Shop TJC Limited

(Registration number: 05654854)

Statement of Financial Position as at 31 March 2023

	Note	2023 £	2022 £
Fixed assets			
Intangible assets	<u>8</u>	8,185,146	9,886,800
Tangible assets	<u>9</u>	2,340,661	3,110,405
Investments	<u>10</u>	140,989,127	140,989,127
		<u>151,514,934</u>	<u>153,986,332</u>
Current assets			
Stocks	<u>11</u>	13,149,884	15,696,155
Debtors	<u>12</u>	9,933,843	7,508,995
Cash at bank and in hand		2,097,666	927,119
		<u>25,181,393</u>	<u>24,132,269</u>
Creditors: Amounts falling due within one year	<u>13</u>	<u>(17,473,058)</u>	<u>(18,934,605)</u>
Net current assets		<u>7,708,335</u>	<u>5,197,664</u>
Total assets less current liabilities		159,223,269	159,183,996
Provisions for liabilities	<u>14</u>	<u>(677,845)</u>	<u>(361,536)</u>
Net assets		<u>158,545,424</u>	<u>158,822,460</u>
Capital and reserves			
Called up share capital		23,083,930	23,083,930
Other reserves		125,150,783	125,150,783
Retained earnings		<u>10,310,711</u>	<u>10,587,747</u>
Shareholders' funds		<u>158,545,424</u>	<u>158,822,460</u>

Approved and authorised by the Board on 16 May 2023 and signed on its behalf by:

Srikant Jha
Director

Shop TJC Limited

Statement of Changes in Equity for the Year Ended 31 March 2023

	Share capital £	Other reserves £	Retained earnings £	Total £
At 1 April 2022	23,083,930	125,150,783	10,587,747	158,822,460
Profit for the year	-	-	8,080,927	8,080,927
Dividends	-	-	(8,357,963)	(8,357,963)
At 31 March 2023	23,083,930	125,150,783	10,310,711	158,545,424

	Share capital £	Other reserves £	Retained earnings £	Total £
At 1 April 2021	23,083,930	125,150,783	5,568,438	153,803,151
Profit for the year	-	-	13,352,918	13,352,918
Dividends	-	-	(8,333,609)	(8,333,609)
At 31 March 2022	23,083,930	125,150,783	10,587,747	158,822,460

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023

1 General information

The company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:

Surrey House
Plane Tree Crescent
Feltham
Middlesex
TW13 7HF

The financial statements are prepared in sterling which is also the functional currency of the company and rounded to the nearest pound.

These financial statements were authorised for issue by the Board on 16 May 2023.

2 Accounting policies

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland and the Companies Act 2006'.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

Going concern

As part of the directors' assessment of going concern, they have prepared detailed cash flow and profit and loss forecasts for the next 13 months. The forecasts have been prepared on an appropriate basis, taking into account the current economic conditions that exist.

The directors believe the going concern basis is appropriate as the parent company will continue to support the company if necessary. After making appropriate enquires, the directors have a reasonable expectation that the company has adequate resources to enable it to continue in operational existence for the foreseeable future.

Financial Reporting Standard 102 - reduced disclosure exemptions

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

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

2 Accounting policies (continued)

Preparation of consolidated financial statements

The financial statements contain information about Shop TJC Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 401 of the Companies Act 2006 from the requirements to prepare consolidated financial statements.

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

2 Accounting policies (continued)

Significant judgements and estimates

Preparation of the financial statements requires management to make significant judgements and estimates. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Significant judgements are applied to the following accounting policies

Stock

Stock is valued at the lower of cost and cost to sell after making allowance for slow moving or obsolete items. The judgement in this case is with regards to the slow moving or obsolete items which are no longer suitable for sale. The company uses its vast knowledge of the industry and current fashion trends in order to make these judgements. The carrying value of stock at the year end is £13,149,884.

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell (net realisable value). Costs, which comprise direct production costs, are based on the method most appropriate to the type of inventory class, but usually on a weighted average method basis. Overheads are charged to profit or loss as incurred. Net realisable value is based on the estimated selling price less any estimated completion or selling costs.

When stocks are sold, the carrying amount of those stocks is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of stocks to net realisable value and all losses of stocks are recognised as an expense in the period in which the write-down or loss occurs. The amount of any reversal of any write-down of stocks is recognised as a reduction in the amount of stocks recognised as an expense in the period in which the reversal occurs.

Sources of estimation uncertainty

The Company makes estimates and assumptions concerning the future and ultimately Going Concern. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Fixed assets

Depreciation is estimated in order to write off the assets over the remaining useful life of the asset. These estimates are based on the companies experience, considered reasonable, and are consistent with prior years. The future value of the assets themselves are however subject to any potential disposals, replacement, damage or improvement. As at the date of this report the directors believe that the carrying value of fixed assets is £10,525,807.

Turnover

Turnover represents total invoiced value (which includes postage) excluding value added tax of goods sold. Turnover is recognised for the sale of goods at the point the order is taken and payment received from the customer. Provision is also made for anticipated returns.

Patents and licenses

Patents and licenses relates to the Television channel broadcast rights and licenses owned by the company. Amortisation of the television channel broadcast rights is calculated to write off the cost in equal instalments over its estimated useful life which the company believes to be infinite, but the directors have set the amortisation policy over 3 - 10 years straight line.

Computer software

Amortisation is provided at the following annual rates in order to write off each asset over its estimated useful life.
Computer software - 25% on cost

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

2 Accounting policies (continued)

Significant judgements and estimates

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Computer software

Amortisation is provided at the following annual rates in order to write off each asset over its estimated useful life.
Computer software - 25% on cost

Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Improvements to property	Useful life of leased asset
Plant and machinery	20% on cost
Fixtures & fittings	20% on cost

Computer equipment

33% on cost

Assets held under finance leases are depreciated in the same way as owned assets.

At each statement of financial position date, the company reviews the carrying amount of its tangible fixed assets to determine whether there is any indication that any items have suffered an impairment loss. If any such indication exists, the recoverable amount of an asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of the asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Investments in subsidiaries

Investments in subsidiary undertakings are recognised at fair value at the date of acquisition.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the income statement over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

2 Accounting policies (continued)

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Share based payments

Employees of the Company participate in the stock option plan established by Vaibhav Global Limited, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The above cost is recharged by VGL and charged to the statement of income and retained earnings of the Company over the vesting period.

Financial instruments

Classification

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities, or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

3 Revenue

Turnover by Geographical market

	2022-23 £	2021-22 £
United Kingdom	73,392,703	79,924,046
Europe	738,516	626,957
Rest of the world	815,770	881,739
Total	<u>74,946,990</u>	<u>81,432,742</u>

4 Operating profit

Arrived at after charging/(crediting)

	2023 £	2022 £
Depreciation expense	1,005,149	679,937
Amortisation expense	1,121,148	421,641
Auditor's remuneration	15,500	13,650
Auditors' remuneration - non audit work	15,264	72,139
Foreign exchange losses	<u>361,836</u>	<u>269,625</u>

5 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2023 £	2022 £
Wages and salaries	9,519,747	9,557,343
Social security costs	905,258	1,013,263
Pension costs, defined contribution scheme	130,093	137,399
Share-based payment expenses	<u>331,274</u>	<u>177,787</u>
	<u>10,886,372</u>	<u>10,885,792</u>

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

5 Staff costs (continued)

	2023 No.	2022 No.
Production	29	29
Administration and support	42	51
Sales, marketing and distribution	120	136
	<u>191</u>	<u>216</u>

6 Directors' remuneration

The directors' remuneration for the year was as follows:

	2023 £	2022 £
Remuneration	<u>263,333</u>	<u>270,835</u>

In respect of the highest paid director:

	2023 £	2022 £
Remuneration	<u>263,333</u>	<u>270,835</u>

7 Taxation

Tax charged/(credited) in the income statement

	2023 £	2022 £
Current taxation		
UK corporation tax	84,267	1,130,942
Deferred taxation		
Arising from origination and reversal of timing differences	<u>316,310</u>	<u>137,193</u>
Tax expense in the income statement	<u>400,577</u>	<u>1,268,135</u>

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2022 - lower than the standard rate of corporation tax in the UK) of 25% (2022 - 19%).

The differences are reconciled below:

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

7 Taxation (continued)

	2023 £	2022 £
Profit before tax	8,481,504	14,621,053
Corporation tax at standard rate	1,611,486	2,778,000
Effect of expense not deductible in determining taxable profit (tax loss)	62,942	33,780
Deferred tax expense from unrecognised temporary difference from a prior period	316,309	137,193
Decrease in UK and foreign current tax from adjustment for prior periods	(285,643)	-
Tax decrease from effect of capital allowances and depreciation	(37,446)	(97,452)
Tax decrease from effect of dividends from UK companies	(1,267,071)	(1,583,386)
Total tax charge	400,577	1,268,135

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

8 Intangible assets

	Patents and licences £	Computer software £	Intangible assets under development £	Total £
Cost or valuation				
At 1 April 2022	8,450,000	1,885,301	1,841,574	12,176,875
Additions	-	73,685	1,464,104	1,537,789
Disposals	-	-	(2,118,295)	(2,118,295)
Transfer of assets from other categories	-	1,187,383	(1,187,383)	-
At 31 March 2023	8,450,000	3,146,369	-	11,596,369
Amortisation				
At 1 April 2022	900,569	1,389,506	-	2,290,075
Amortisation charge	845,000	276,148	-	1,121,148
At 31 March 2023	1,745,569	1,665,654	-	3,411,223
Carrying amount				
At 31 March 2023	6,704,431	1,480,715	-	8,185,146
At 31 March 2022	7,549,431	495,795	1,841,574	9,886,800

Patents and Licences include Television channel rights that relate to broadcasting licences owned by the company for broadcasting of programs.

Intangible assets under development includes the development costs for CRM Software, Tablet and IOS application.

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

9 Tangible assets

	Improvements to property £	Fixtures and fittings £	Plant and machinery £	Computer equipment £
Cost or valuation				
At 1 April 2022	1,063,701	343,122	3,803,610	563,424
Additions	25,960	-	127,053	82,392
At 31 March 2023	1,089,661	343,122	3,930,663	645,816
Depreciation				
At 1 April 2022	692,445	250,250	1,292,494	450,544
Charge for the year	246,917	31,977	665,254	50,880
At 31 March 2023	939,362	282,227	1,957,748	501,424
Carrying amount				
At 31 March 2023	150,299	60,895	1,972,915	144,392
At 31 March 2022	371,256	92,872	2,511,116	112,880
			Motor vehicles £	Total £
Cost or valuation				
At 1 April 2022			102,702	5,876,559
Additions			-	235,405
At 31 March 2023			102,702	6,111,964
Depreciation				
At 1 April 2022			80,421	2,766,154
Charge for the year			10,121	1,005,149
At 31 March 2023			90,542	3,771,303
Carrying amount				
At 31 March 2023			12,160	2,340,661
At 31 March 2022			22,281	3,110,405

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

10 Investments

Subsidiaries	£
Cost or valuation	
At 1 April 2022	<u>140,989,127</u>
Provision	
Carrying amount	
At 31 March 2023	<u><u>140,989,127</u></u>
At 31 March 2022	<u><u>140,989,127</u></u>

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Registered office	Holding	Proportion of voting rights and shares held		
			2023	2022	
Subsidiary undertakings					
Shop LC Global Inc. USA	Corridor Park, Building 'D' Suit 300, 100 Michael Angelo Way, Austin, TX 78728 USA	Ordinary	100%	100%	

Subsidiary undertakings

Shop LC Global Inc. USA

The principal activity of Shop LC Global Inc. USA is Online Retail Store. The profit for the financial period of Shop LC Global Inc. USA was £9,442,270 (2022: £16,565,288) and the aggregate amount of capital and reserves at the end of the period was £51,921,469 (2022: £46,349,870).

Investment details

On 11th March 2020, the company issued 15,833,930 shares of £1 each to enable it to acquire the shares of Shop LC Global Inc. This was a share for share exchange. The new shares rank pari-passu in all respects with the existing shares.

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

11 Stocks

	2023 £	2022 £
Finished goods and goods for resale	13,149,884	15,696,155

12 Debtors

Current	Note	2023 £	2022 £
Trade debtors		6,241,990	4,925,002
Amounts owed by group undertakings		1,852,334	1,058,422
Other debtors		362,605	382,534
Prepayments		1,124,587	1,143,037
Income tax asset	<u>7</u>	352,327	-
		<u>9,933,843</u>	<u>7,508,995</u>

Included in the other debtors, is a rent deposit of £179,150 held by the landlords. The landlords have a charge over this deposit.

13 Creditors

	Note	2023 £	2022 £
Due within one year			
Trade creditors		2,775,440	1,185,139
Amounts due to group undertakings		10,572,438	14,773,981
Social security and other taxes		395,368	728,949
Other payables		2,422,528	842,386
Accruals		1,307,284	1,044,364
Income tax liability	<u>7</u>	-	359,786
		<u>17,473,058</u>	<u>18,934,605</u>

14 Provisions for liabilities

	Deferred tax £	Total £
At 1 April 2022	361,536	361,536
Provided during the year	316,309	316,309
At 31 March 2023	<u>677,845</u>	<u>677,845</u>

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

15 Share capital

Allotted, called up and fully paid shares

	2023		2022	
	No.	£	No.	£
Ordinary of £1 each	23,083,930	23,083,930	23,083,930	23,083,930

16 Ultimate Parent Company

Brett Enterprises Pvt. Ltd. is the beneficial owner of 55.78% of the shareholding in the group. It is incorporated in India and its financial statements are available from 5, Kitab Mahal, 192 Dr. D.N. Road, Fort, Mumbai-400 001.

The largest group in which the results of the company are consolidated is that headed by Vaibhav Global Limited, a publicly quoted company incorporated in India. Its financial statements are available from K-6-B Fateh Tiba, Adarsh Nagar, Jaipur, India.

The immediate parent undertaking is VGL Retail Ventures Limited, a company incorporated in Mauritius.

17 Ultimate Controlling Party

Sheela Agarwal and her family members jointly control 55.78% of the company through their holding in Brett Enterprises Pvt. Ltd

18 Security

The company has granted a fixed and floating charge over its assets in favour of its bankers Barclays bank PLC.

Shop TJC Limited

Notes to the Financial Statements for the Year Ended 31 March 2023 (continued)

19 Obligations under leases and hire purchase contracts

Operating leases

The total of future minimum lease payments is as follows:

	2023	2022
	£	£
Not later than one year	3,946,031	4,707,004
Later than one year and not later than five years	3,110,123	2,371,841
	<u>7,056,154</u>	<u>7,078,845</u>

20 Share based Payments

The Shop TJC Limited employees received shares in Vaibhav Global Limited, in accordance with the terms of the employee share option plan.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.