

First Sight Estates Limited

**Directors' report and financial
statements**

Registered number 07065391

31 December 2022

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Directors' report

The directors present their directors' report and financial statements for the year ended 31 December 2022.

The directors have taken advantage of the small companies exemption in preparing the directors' report and in not preparing a strategic report.

Principal activities

The principal activity of the company is property development and the operation of a historic country house exclusive use venue.

Business review

The trading results for the year and the company's financial position at the end of the year are shown on pages 6 and 7.

Proposed dividend

The directors do not recommend the payment of a dividend (2021: £nil).

Directors

The directors who held office during the year and up to the date of signing this report were as follows:

JDR Fothergill
JP Pickering
JKR Fothergill

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the period as part of a group-wide policy. These provisions remain in force at the reporting date.

Political contributions

The company made no political donations or incurred any political expenditure during the year.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and RSM UK Audit LLP will therefore continue in office.

By order of the board


JDR Fothergill
Director

Cleveland House
Norton Road
Stockton-on-Tees
Cleveland
TS20 2AQ

20 September 2023

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

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

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

Independent auditor's report to the members of First Sight Estates Limited

Opinion

We have audited the financial statements of First Sight Estates Limited (the 'company') for the year ended 31 December 2022 which comprise the profit and loss account, balance sheet, statement of changes in equity and 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 company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

Independent auditor's report to the members of First Sight Estates Limited (continued)

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the directors' report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, 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's responsibilities for the audit of the financial statements

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

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

Independent auditor's report to the members of First Sight Estates Limited (continued)

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included but were not limited to reviewing financial statement disclosures.

The audit engagement team identified the risk of management override of controls and the existence of revenue as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed regarding the risk of management override of controls included but were not limited to testing journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business. Audit procedures performed regarding the existence of revenue included but were not limited to agreeing a sample of revenue transactions during the course of the year to supporting documentation such as customer contracts.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://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 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.

Michael Thornton

Michael Thornton

(Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor

Chartered Accountants

Central Square, 5th Floor

29 Wellington Street

Leeds

LS1 4DL

20 September 2023

Profit and loss account
for year ended 31 December 2022

	<i>Note</i>	2022 £000	2021 £000
Turnover		932	1,481
Cost of sales		(400)	(671)
		<hr/>	<hr/>
Gross profit		532	810
Administrative expenses		(1,565)	(1,353)
Other operating income	2	-	46
		<hr/>	<hr/>
Loss before taxation	2-5	(1,033)	(497)
Tax on loss	6	186	(5)
		<hr/>	<hr/>
Loss for the financial year		(847)	(502)
		<hr/>	<hr/>

The company had no other comprehensive income during the current or preceding financial year.

Balance sheet
at 31 December 2022

	Note	2022 £000	2021 £000	2021 £000
Fixed assets				
Tangible assets	7		3,770	4,340
Investments	8		-	-
			<u>3,770</u>	<u>4,340</u>
Current assets				
Stocks	9	18	20	
Debtors	10	9,584	8,915	
Cash at bank and in hand		7	77	
		<u>9,609</u>	<u>9,012</u>	
Creditors: amounts falling due within one year	11	<u>(13,668)</u>	<u>(13,283)</u>	
Net current liabilities			<u>(4,059)</u>	<u>(4,271)</u>
Total assets less current liabilities			<u>(289)</u>	<u>69</u>
Provisions for liabilities				
Deferred tax liability	12		(247)	(305)
Net (liabilities)/assets			<u>(536)</u>	<u>(236)</u>
Capital and reserves				
Called up share capital	14		-	-
Capital contribution reserve			7,103	6,556
Profit and loss account			<u>(7,639)</u>	<u>(6,792)</u>
Shareholders' (deficit)/funds			<u>(536)</u>	<u>(236)</u>

These financial statements were approved by the board of directors on 20 September 2023 and were signed on its behalf by:


JDR Fothergill
Director

Company registered number: 07065391

Statement of changes in equity

	Called up share capital £000	Capital contribution reserve £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2021	-	6,469	(6,290)	179
Total comprehensive income for the period				
Profit or loss	-	-	(502)	(502)
Transactions with owners, recorded directly in equity				
Capital contribution	-	87	-	87
Balance at 31 December 2021	-	6,556	(6,792)	(236)
Balance at 1 January 2022	-	6,556	(6,792)	(236)
Total comprehensive income for the period				
Profit or loss	-	-	(847)	(847)
Transactions with owners, recorded directly in equity				
Capital contribution	-	547	-	547
Balance at 31 December 2022	-	7,103	(7,639)	(536)

Notes

(forming part of the financial statements)

1 Accounting policies

First Sight Estates Limited (the "company") is a private company limited by shares and incorporated, domiciled and registered in England and Wales.

The company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The company's ultimate parent undertaking, Kiplun Limited, includes the company in its consolidated financial statements. The consolidated financial statements of Kiplun Limited are available to the public and may be obtained from Cleveland House, Norton Road, Stockton-on-Tees, Cleveland, TS20 2AQ, which is also the registered office of the company. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash flow statement and related notes; and
- Key management personnel compensation.

As the consolidated financial statements of Kiplun Limited include the equivalent disclosures, the company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 17.

Measurement convention

The financial statements are prepared on the historical cost basis.

Going concern

As the company is subject to cross guaranteed banking arrangements with other Group undertakings the going concern status of the Company is intrinsically linked with the overall Group position. Detailed information regarding the financial position of the Group headed by Kiplun Limited, its cashflows, liquidity position and borrowing facilities are included in the Group financial statements of Kiplun Limited, which can be obtained from Companies House.

Notwithstanding net current liabilities of £4.1m at the balance date, which include amounts owed to group undertakings of £13.3m, these financial statements have been prepared on the going concern basis. As explained above, the company is reliant on the continued financial support of its parent group to fund its working capital needs and has received confirmation of continuing financial support from Kiplun Limited, such that it will continue to make sufficient funds available to the company for at least the next 12 months following approval of these financial statements, to allow the company to meet its liabilities as they fall due in the normal course of business and will not seek repayment of amounts currently made available to the company by group undertakings.

At the date of approval of these financial statements, the Directors have concluded that the company will have adequate resources to continue in operational existence for at least the next 12 months. Accordingly, the Directors continue to prepare the financial statements on a going concern basis.

Notes (continued)

1 Accounting policies (continued)

Classification of financial instruments issued by the company

In accordance with FRS 102.22, financial instruments issued by the company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

The company assesses at each reporting date whether tangible fixed assets are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. The estimated useful lives are as follows:

- freehold buildings 10-25 years
- plant and machinery 10 years
- fixtures and fittings 10 years
- motor vehicles 5 years

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost includes expenditure incurred in acquiring the stocks, production or conversion costs and other costs in bringing them to their existing location and condition.

1 Accounting policies (*continued*)

Impairment excluding stocks and deferred tax assets

Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the company's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Employee benefits

Defined contribution plans and other long term employee benefits

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

Termination benefits

Termination benefits are recognised as an expense when the company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the company has made an offer of voluntary redundancy, it is probably that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the reporting date, then they are discounted to their present value.

Notes (continued)

1 Accounting policies (continued)

Provisions

A provision is recognised in the balance sheet when the company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

Where the company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

Grant income

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

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

Turnover

Turnover represents the amounts receivable in the ordinary course of business from the provision of goods and services to customers. Turnover is measured at the fair value of the right to consideration net of sales related rebates, discounts and value added tax.

The company recognises revenue at the point of sale of goods and for services when they have been provided. Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers.

Turnover is derived from the principal activity, wholly undertaken in the UK.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

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.

Notes (continued)

2 Other operating income

	2022 £000	2021 £000
Government grants – job retention scheme	-	20
Local council grants	-	26
	<u>-</u>	<u>46</u>

3 Expenses and auditor's remuneration

Included in the loss for the year are the following:

	2022 £000	2021 £000
Depreciation of tangible fixed assets	595	654

Auditor's remuneration:

	2022 £000	2021 £000
Audit of these financial statements	13	12

Amounts receivable by the company's auditor and its associates in respect of services to the company and its associates, other than the audit of the company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the company's parent, Kiplun Limited.

4 Staff numbers and costs

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

	Number of employees 2022	2021
Directors	3	2
Administration	21	16
	<u>24</u>	<u>18</u>

The aggregate payroll costs of these persons were as follows:

	2022 £000	2021 £000
Wages and salaries	390	299
Social security costs	33	23
Contributions to defined contribution plans (see note 13)	8	7
	<u>431</u>	<u>329</u>

Notes (continued)

5 Directors' remuneration

The directors' remuneration figure is £nil as the directors of the company are remunerated by another group entity and no allocation of their services to this company is made.

6 Taxation

Total tax expense recognised in the profit and loss account

	2022 £000	2022 £000	2021 £000	2021 £000
<i>Current tax</i>				
Consideration received for losses transferred as group relief		(128)		(20)
<i>Deferred tax (note 12)</i>				
Origination and reversal of timing differences	(58)		(63)	
Change in tax rate	-		88	
Total deferred tax		(58)		25
Total tax expenses/(credit)		(186)		5

Reconciliation of effective tax rate

	2022 £000	2021 £000
Loss for the year	(847)	(502)
Total tax	(186)	5
Loss excluding taxation	(1,033)	(497)
Tax using the UK corporation tax rate of 19% (2021: 19%)	(196)	(94)
Non-deductive expenses	24	26
Effect of decreased tax rate	(14)	73
Total tax expense/(credit) included in profit and loss	(186)	5

Factors that may affect future current and total tax charges

The company has trading losses of £12,000 (2021: £12,000) to carry forward against future taxable profits.

The Chancellor, in his budget in March 2021, announced an increase to the UK corporation tax rate from 19% to 25% for the financial year beginning 1 April 2023. The UK deferred tax liability as at 31 December 2022 has been calculated based on this rate, with any additional movements in the tax charge as a result of the change in rates shown in the reconciliation above.

Notes (continued)

7 Tangible fixed assets

	Freehold land and buildings £000	Plant and machinery £000	Fixtures and fittings £000	Motor vehicles £000	Total £000
Cost					
Balance at 1 January 2022	3,837	13	4,086	158	8,094
Additions	7	-	18	-	25
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 December 2022	3,844	13	4,104	158	8,119
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Depreciation and impairment					
Balance at 1 January 2022	918	8	2,683	145	3,754
Depreciation charge for the year	235	1	351	8	595
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 December 2022	1,153	9	3,034	153	4,349
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Net book value					
At 1 January 2022	2,919	5	1,403	13	4,340
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2022	2,691	4	1,070	5	3,770
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

8 Fixed assets investments

	Shares in the group undertakings £000
Cost and net book value	
At beginning and end of the year	-
	<hr/>

The company has the following investments in subsidiaries:

	Registered office address	Principal activities	Class of shares held	Ownership 2021 and 2022 %
Kiplun Trading Limited	(1)	Non-trading	Ordinary	100%
(1)	Cleveland House, Norton Road, Stockton-on-Tees, TS20 2AQ			

9 Stocks

	2022 £000	2021 £000
Finished goods and goods for resale	18	20
	<hr/>	<hr/>

Raw materials, consumables and changes in finished goods and work in progress recognised as cost of sales in the year amounted to £51,000 (2021: £27,000).

Notes (continued)

10 Debtors

	2022 £000	2021 £000
Trade debtors	-	5
Amounts owed by group undertakings	9,581	8,906
Prepayments and accrued income	3	4
	<u>9,584</u>	<u>8,915</u>
Due within one year	<u>9,584</u>	<u>8,915</u>

The company, together with its parent and fellow subsidiary undertakings has entered into a composite banking arrangement to secure group interest and banking facilities (see note 15). These facilities are secured against certain assets across various companies within the group, including a fixed charge against all the company's property, plant and equipment, stock and book debts, together with a floating charge against all other debtors of the company.

11 Creditors: amounts falling due within one year

	2022 £000	2021 £000
Trade creditors	59	68
Amounts owed to group undertakings	13,331	12,728
Tax and social security	7	99
Accruals and deferred income	271	388
	<u>13,668</u>	<u>13,283</u>

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

12 Deferred tax assets and liabilities

The movement in deferred tax in the year is included in note 6.

Deferred tax assets and liabilities are attributable to the following:

	Assets 2022 £000	2021 £000	Liabilities 2022 £000	2021 £000	Net 2022 £000	2021 £000
Accelerated capital allowances	-	-	(250)	(308)	(250)	(308)
Losses	3	3	-	-	3	3
	<u>3</u>	<u>3</u>	<u>(250)</u>	<u>(308)</u>	<u>(247)</u>	<u>(305)</u>
Net tax assets/(liabilities)	<u>3</u>	<u>3</u>	<u>(250)</u>	<u>(308)</u>	<u>(247)</u>	<u>(305)</u>

13 Employee benefits

The company participates in a defined contribution pension plan. The total expense relating to this plan in the current year was £8,000 (2021: £7,000). Contributions totalling £1,000 (2021: £1,000) were payable to the scheme and are included in accruals.

Notes (continued)

14 Capital and reserves

Share capital

	2022 £000	2021 £000
<i>Allotted, called up and fully paid</i>		
1 ordinary shares of £1 each	-	-

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

Capital contribution reserve

Includes amounts recognised from historic acquisitions and reorganisations of group undertakings and tax losses surrendered to fellow group undertakings.

Profit and loss reserves

Includes all current and prior period comprehensive profits and losses retained, net of dividends paid.

15 Contingencies

The company, together with its parent and fellow subsidiary undertakings has entered into a composite banking arrangement to secure group interest and banking facilities. As part of this arrangement a cross guarantee was given to the bank by the company.

At the year end aggregate group borrowings guaranteed by the company amounted to £5,488,000 (2021: £5,266,000).

These facilities are secured against certain individual assets across various companies within the group.

16 Ultimate parent company and parent company of larger group

The company is a subsidiary undertaking of Kiplun Europe BV, Paasheuvelweg 16, Amsterdam Zuidoost, 1105BH. The ultimate parent company is Kiplun Limited, Cleveland House, Norton Road, Stockton-on-Tees, Cleveland, TS20 2AQ. The ultimate controlling party is JDR Fothergill M.A., M.B.A., Chairman and Managing Director of Kiplun Limited.

The only group in which the results of the company are consolidated is that headed by Kiplun Limited. The consolidated financial statements of this group are available to the public and may be obtained from Cleveland House, Norton Road, Stockton-on-Tees, Cleveland, TS20 2AQ.

17 Accounting estimates and judgements

In the application of the company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty arise from:

Tangible fixed assets – estimated useful lives

Depreciation charges require the entity to estimate the useful economic lives of each part of tangible fixed assets. The depreciation method and useful lives are estimated based on the pattern by which the entity expects to consume an assets future economic benefits and are reviewed where there is an indication of significant change.

Deferred tax

The extent to which deferred tax assets are recognised which arise due to historical trading losses which are expected to be utilised going forward. The factors taken into account are the expectations of the directors of trading results in future periods that indicate taxable profits based on forecasts and projections.