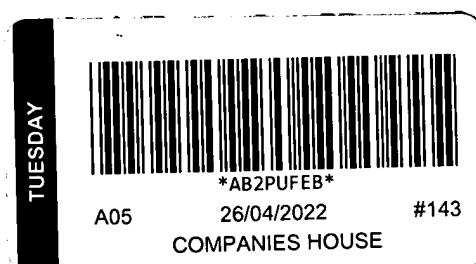


**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2021**

**FOR**

**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**



**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC (REGISTERED NUMBER: 08593858)**

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FOR THE YEAR ENDED 31 OCTOBER 2021**

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**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 31 OCTOBER 2021**

**DIRECTORS:**

C Hooper  
F Wasson  
R Patel

**SECRETARY:**

MH Secretaries Ltd.

**REGISTERED OFFICE:**

Staple Court  
11 Staple Inn Buildings  
London  
WC1V 7QH

**REGISTERED NUMBER:**

08593858 (England and Wales)

**AUDITORS:**

Johnsons, Chartered Accountants  
Statutory Auditor  
1-2 Craven Road  
Ealing  
London  
W5 2UA

**SOLICITORS:**

Marriott Harrison  
Staple Court  
11 Staple Inn Buildings  
London  
WC1V 7QH

**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**

**STRATEGIC REPORT  
FOR THE YEAR ENDED 31 OCTOBER 2021**

The directors present their strategic report for the year ended 31 October 2021.

**REVIEW OF BUSINESS**

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

The company derived revenue totalling £77,846 (2020: £49,319) during the year.

**PRINCIPAL RISKS AND UNCERTAINTIES**

The Board will continue to review the major risks to which the company is exposed and put in place systems to mitigate those risks.

The principal risks and uncertainties to which the company is exposed are:

Coronavirus Covid-19

The Coronavirus Covid-19 pandemic resulted in UK wide lockdowns since March 2020 and this continued to have some impact on the company's business during the course of this year.

In response to this risk the company:

- a) Furloughed staff where possible and applied for the government grant to meet the cost of the furloughed staff.
- b) Applied and received lottery funds administered by the British Film Institute to assist during the Covid-19 pandemic.

Cash flow risks

The cash flow risks to which the company is exposed are:

- a) The timing and level of receipts from sales contracts is uncertain.
- b) The varying time lag between the conclusion of sales agency contracts and inflow of revenue from distributors.

In response to these risks, the company continues to source new channels of distribution and markets in order to maintain revenue although the directors recognise that by its very nature the film industry is a high risk business.

**SECTION 172(1) STATEMENT**

The Board of directors of Carnaby International Sales and Distribution plc consider that they have acted in the way that would be most likely to promote the success of the company for the benefit of members (having regard to the matters set out in s172(1) (a) to (f) of the Companies Act 2006. Both the directors and management continue to operate the business with good budgetary controls in place.

**ON BEHALF OF THE BOARD:**

X *C. Hooper* X

C Hooper - Director

21 April 2022

## **CARNABY INTERNATIONAL SALES AND DISTRIBUTION PLC**

### **REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 OCTOBER 2021**

The directors present their report with the financial statements of the company for the year ended 31 October 2021.

#### **PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of a sales agent to producers of independent films and television productions.

#### **DIVIDENDS**

No dividends will be distributed for the year ended 31 October 2021.

#### **DIRECTORS**

The directors shown below have held office during the whole of the period from 1 November 2020 to the date of this report.

C Hooper  
F Wasson  
R Patel

#### **ENGAGEMENT WITH SUPPLIERS, CUSTOMERS AND OTHERS**

The Board is committed to engaging with our shareholders. The Board considers that fostering business relationships with its customers and suppliers is also important for the success of the business.

#### **STATEMENT OF CORPORATE GOVERNANCE ARRANGEMENTS**

The Board of directors has overall responsibility for decision making and for setting best practice. The directors partly fulfil their duties through a governance framework that delegates day-to-day decision making to the management of the company with whom they are in regular contact.

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Strategic report, the Report of the directors 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 these financial statements, the directors are required to:

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

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**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 31 OCTOBER 2021**

**AUDITORS**

The auditors, Johnsons, Chartered Accountants, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**ON BEHALF OF THE BOARD:**

*x C Huo x*

C Hooper - Director

21 April 2022

# **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF CARNABY INTERNATIONAL SALES AND DISTRIBUTION PLC**

## **Opinion**

We have audited the financial statements of Carnaby International Sales and Distribution plc (the 'company') for the year ended 31 October 2021 which comprise the Statement of comprehensive income, Balance sheet, Statement of changes in equity, Cash flow statement and Notes to the cash flow statement, 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 October 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' 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 directors are responsible for the other information. The other information comprises the information in the Strategic report and the Report of the directors, but does not include the financial statements and our Report of the auditors 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Opinions on other matters prescribed by the Companies Act 2006**

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

- the information given in the Strategic report and the Report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Report of the directors have been prepared in accordance with applicable legal requirements.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**

**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 Strategic report or the Report of the directors.

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 Statement of directors' responsibilities set out on page three, 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 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.



## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF CARNABY INTERNATIONAL SALES AND DISTRIBUTION PLC**

### **Auditors' 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 a Report of the auditors 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 our procedures are capable of detecting irregularities, including fraud is detailed below:

### **Extent to which the audit was considered capable of detecting irregularities, including fraud**

We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.

### **Identification and assessment of potential risks**

In identifying and assessing potential risks related to irregularities in identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we conducted:

- Discussions with those charged with governance and those who review the company's internal ethics and compliance reporting summaries, including those concerning investigations;
- Enquiries of management, including obtaining and reviewing supporting documentation, concerning the company's material policies and procedures relating to identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance relating to the detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations;
- Our reviews of the company's remuneration policies, and key drivers for remuneration and bonus levels;
- Our assessment of the influence of public officials over the operations of the company including any material transactions with related parties and key individuals; and
- Discussions among the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud. The engagement team includes the Audit Director and staff who have extensive experience of working with companies in the same sectors as the company, and this experience was relevant to the discussion about where fraud risks may arise.

### **Risks arising from legal and regulatory frameworks**

We are also required to perform specific procedures to respond to the risk of management override. We also obtained an understanding of the legal and regulatory frameworks in which the company operates, focusing on provisions of those areas that had a direct effect on the determination of material amounts and disclosures in the financial statements.

We did not identify any material audit matters related to the potential risk of fraud or non-compliance with laws and regulations from our work:

- (i) Reviewing management override of controls;
- (ii) Testing the appropriateness of journal entries and other accounting adjustments;
- (iii) Assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and
- (iv) Evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated our assessment of the relevant 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Report of the auditors.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**

**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 a Report of the auditors 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.

Edmund Cartwright (Senior Statutory Auditor)  
for and on behalf of Johnsons, Chartered Accountants  
Statutory Auditor  
1-2 Craven Road  
Ealing  
London  
W5 2UA

Date: .....21-04-2022.....

**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 OCTOBER 2021**

	Notes	2021 £	2020 £
<b>TURNOVER</b>		77,846	49,319
Administrative expenses		157,334	285,428
		<u>(79,488)</u>	<u>(236,109)</u>
Other operating income		14,765	25,167
		<u>14,765</u>	<u>25,167</u>
<b>OPERATING LOSS and LOSS BEFORE TAXATION</b>		(64,723)	(210,942)
Tax on loss	5	-	-
		<u>-</u>	<u>-</u>
<b>LOSS FOR THE FINANCIAL YEAR</b>		(64,723)	(210,942)
<b>OTHER COMPREHENSIVE INCOME</b>		-	-
		<u>-</u>	<u>-</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u>(64,723)</u>	<u>(210,942)</u>

The notes form part of these financial statements

**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC (REGISTERED NUMBER: 08593858)**

**BALANCE SHEET  
31 OCTOBER 2021**

	Notes	2021 £	2020 £
<b>FIXED ASSETS</b>			
Intangible assets	6	296,331	370,413
Tangible assets	7	-	-
		<u>296,331</u>	<u>370,413</u>
<b>CURRENT ASSETS</b>			
Debtors	8	95,940	134,940
Cash at bank		108,770	56,662
		<u>204,710</u>	<u>191,602</u>
<b>CREDITORS</b>			
Amounts falling due within one year	9	(104,337)	(100,588)
<b>NET CURRENT ASSETS</b>		<u>100,373</u>	<u>91,014</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>396,704</u>	<u>461,427</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	10	11,229,313	11,229,313
Retained earnings	11	(10,832,609)	(10,767,886)
<b>SHAREHOLDERS' FUNDS</b>		<u>396,704</u>	<u>461,427</u>

The financial statements were approved by the Board of Directors and authorised for issue on 21 April 2022 and were signed on its behalf by:

*x Chris Hooper x*

C Hooper - Director

The notes form part of these financial statements

**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**

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

	Called up share capital £	Retained earnings £	Total equity £
<b>Balance at 1 November 2019</b>	11,229,313	(10,556,944)	672,369
<b>Changes in equity</b>			
Total comprehensive income	-	(210,942)	(210,942)
<b>Balance at 31 October 2020</b>	<u>11,229,313</u>	<u>(10,767,886)</u>	<u>461,427</u>
<b>Changes in equity</b>			
Total comprehensive income	-	(64,723)	(64,723)
<b>Balance at 31 October 2021</b>	<u><u>11,229,313</u></u>	<u><u>(10,832,609)</u></u>	<u><u>396,704</u></u>

The notes form part of these financial statements

**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**

**CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31 OCTOBER 2021**

	Notes	2021 £	2020 £
<b>Cash flows from operating activities</b>			
Cash generated from operations	1	52,108	16,463
Net cash from operating activities		<u>52,108</u>	<u>16,463</u>
 <b>Increase in cash and cash equivalents</b>		 52,108	 16,463
<b>Cash and cash equivalents at beginning of year</b>	2	56,662	40,199
 <b>Cash and cash equivalents at end of year</b>	2	 <u><u>108,770</u></u>	 <u><u>56,662</u></u>

The notes form part of these financial statements

**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**

**NOTES TO THE CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31 OCTOBER 2021**

**1. RECONCILIATION OF LOSS BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS**

	2021	2020
	£	£
Loss before taxation	(64,723)	(210,942)
Depreciation charges	74,082	175,070
	<u>9,359</u>	<u>(35,872)</u>
Decrease in trade and other debtors	39,000	126,289
Increase/(decrease) in trade and other creditors	3,749	(73,954)
	<u>52,108</u>	<u>16,463</u>
<b>Cash generated from operations</b>	<u>52,108</u>	<u>16,463</u>

**2. CASH AND CASH EQUIVALENTS**

The amounts disclosed on the Cash flow statement in respect of cash and cash equivalents are in respect of these Balance sheet amounts:

**Year ended 31 October 2021**

	31/10/21	1/11/20
	£	£
Cash and cash equivalents	<u>108,770</u>	<u>56,662</u>

**Year ended 31 October 2020**

	31/10/20	1/11/19
	£	£
Cash and cash equivalents	<u>56,662</u>	<u>40,199</u>

**3. ANALYSIS OF CHANGES IN NET FUNDS**

	At 1/11/20	Cash flow	At 31/10/21
	£	£	£
<b>Net cash</b>			
Cash at bank	56,662	52,108	108,770
	<u>56,662</u>	<u>52,108</u>	<u>108,770</u>
<b>Total</b>	<u>56,662</u>	<u>52,108</u>	<u>108,770</u>

The notes form part of these financial statements

## **CARNABY INTERNATIONAL SALES AND DISTRIBUTION PLC**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2021**

#### **1. STATUTORY INFORMATION**

Carnaby International Sales and Distribution Plc is a public company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

#### **2. ACCOUNTING POLICIES**

##### **BASIS OF PREPARING THE FINANCIAL STATEMENTS**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

##### **TURNOVER**

Turnover represents attributable sales commission, marketing fees and recharged expenses on films represented by the company and passed through independent collection agency accounts relating to income generated in represented territories, excluding value added tax.

##### **SALES AGENCY AGREEMENTS**

Sales agency agreements represent the rights to represent feature film titles in various media and territories under a sales agreement with each of the producers. Sales agency agreements are stated at cost less accumulated amortisation and impairment losses. Cost represents the cost of acquisition and all directly attributable overheads incurred. Amortisation has been charged for the year on a straight line basis over 5 years up until 31 October 2016. From 1 November 2016 amortisation has been charged at 20% per annum on a reducing balance basis.

##### **FILM RIGHTS**

Film rights comprise the rights to the feature films entitled "Rise of the Footsoldier 2" and "Thunder Run". The film rights are stated at cost. Amortisation has been charged for the year on straight line basis over 5 years.

Cost for the "Rise of the Footsoldier 2" comprises the cost of acquiring the rights to an unfinished film plus the cost of completing the film net of the contribution received from Signature Entertainment Ltd.

Cost for "Thunder Run" comprises the cost of the option to acquire the script and associated costs.

##### **TANGIBLE FIXED ASSETS**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Computer equipment            -    Straight line over 5 to 7 years

##### **TAXATION**

Taxation for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, 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 balance sheet date.



**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 OCTOBER 2021**

**2. ACCOUNTING POLICIES - continued**

**DEFERRED TAX**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet 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 balance sheet 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.

**IMPAIRMENT**

The company assesses at each balance sheet date whether there is any indication of a significant and permanent reduction in the value of intangible assets. If there is such an indication, an impairment review is carried out. The company assesses the recoverable amount of each intangible asset at the balance sheet. The recoverable amount is the higher of the amount that could be obtained by selling the asset and the amount that could be obtained through using the asset. The amount that could be obtained through using the asset is based on an estimate of discounted future cash flows. Actual discounted cash flows could vary significantly as compared to the estimates due to the assumptions used in the estimation process. When the recoverable amount of an intangible asset is less than its carrying value, an impairment loss is recognised in the profit and loss account and the carrying value of the intangible asset is reduced by the amount of the loss.

**GOING CONCERN**

The directors have assessed whether the going concern basis is appropriate. Management have prepared cash flow projections and having taken current events into account they are confident that the company will continue as a going concern for a period of at least 12 months from the date of approval of the financial statements.

**3. EMPLOYEES AND DIRECTORS**

	2021	2020
	£	£
Wages and salaries	32,000	26,825

The average number of employees during the year was as follows:

	2021	2020
Operations	1	1

	2021	2020
	£	£
Directors' remuneration	-	-

**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 OCTOBER 2021**

**4. OPERATING LOSS**

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

	2021	2020
	£	£
Depreciation - owned assets	-	7,401
Sales agency agreements amortisation	74,082	92,604
Film rights amortisation	-	75,065
Auditors' remuneration	8,000	8,000
Auditors' remuneration for non audit work	4,700	6,500
Foreign exchange differences	(1,298)	206

**5. TAXATION**

**Analysis of the tax charge**

No liability to UK corporation tax arose for the year ended 31 October 2021 nor for the year ended 31 October 2020.

**6. INTANGIBLE FIXED ASSETS**

	Sales agency agreements £	Film rights £	Totals £
<b>COST</b>			
At 1 November 2020 and 31 October 2021	2,475,790	375,323	2,851,113
<b>AMORTISATION</b>			
At 1 November 2020	2,105,377	375,323	2,480,700
Amortisation for year	74,082	-	74,082
At 31 October 2021	2,179,459	375,323	2,554,782
<b>NET BOOK VALUE</b>			
At 31 October 2021	296,331	-	296,331
At 31 October 2020	370,413	-	370,413

**7. TANGIBLE FIXED ASSETS**

	Computer equipment £
<b>COST</b>	
At 1 November 2020 and 31 October 2021	22,200
<b>DEPRECIATION</b>	
At 1 November 2020 and 31 October 2021	22,200
<b>NET BOOK VALUE</b>	
At 31 October 2021	-
At 31 October 2020	-

**CARNABY INTERNATIONAL SALES AND  
DISTRIBUTION PLC**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 OCTOBER 2021**

**8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2021	2020
	£	£
Trade debtors	5,700	48,421
Other debtors	67,735	79,663
Accrued income	22,505	6,856
	<u>95,940</u>	<u>134,940</u>

**9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2021	2020
	£	£
Trade creditors	7,142	38,258
Social security and other taxes	1,096	-
VAT	252	7,785
Other creditors	83,347	42,045
Accrued expenses	12,500	12,500
	<u>104,337</u>	<u>100,588</u>

**10. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:		Nominal value:	2021	2020
Number:	Class:		£	£
50,000	A Ordinary	£1	50,000	50,000
11,179,313	B Ordinary	£1	11,179,313	11,179,313
			<u>11,229,313</u>	<u>11,229,313</u>

**CARNABY INTERNATIONAL SALES AND  
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**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 OCTOBER 2021**

**10. CALLED UP SHARE CAPITAL - continued**

The A shares and B shares rank pari passu in all respects except for the following:-

**Dividends**

As with regards dividends, save to the extent that the Company is prohibited from paying dividends by the Companies Act 2006:

1) firstly, an aggregate of up to £1 shall be paid to the holders of each Share in issue, in proportion to the number of Shares they hold;

2) secondly, any further dividends shall be paid as follows:

(i) 25 per cent. in value of such dividends shall be paid to the holders of the A Shares in proportion to the number of A Shares held by each of them; and

(ii) 75per cent. in value of such dividends shall be paid to the holders of the B Share in proportion to the number of B Shares held by each of them.

**Return of Capital**

On a return of assets on a liquidation, reduction of capital or otherwise, the holders of the A shares and the holders of the B shares shall be entitled to be paid out of the surplus assets of the Company remaining after payment of its liabilities the amount paid up or credited as paid up on the shares, such payment to be paid in proportion to the number of A Shares or B Shares held respectively by the holders of the A Shares or the B Shares (as the case may be). After such payment has been made to the holders of the A shares and the holders of the B Shares any further surplus assets shall be paid as follows:

(i) 25 per cent. in value of such surplus assets shall be paid to the holders of the A shares in proportion to the number of A Shares held by each of them; and

(ii) 75 per cent. in value of such surplus assets shall be paid to the holders of the B Shares in proportion to the number of B Shares held by each of them.

**Voting**

Whatever the number of A Shares in issue at any time the A Shares shall confer upon the holders thereof the right (pro-rata to the number of A Shares held by each of them) to cast an aggregate of 51 per cent. of the voting rights capable of being cast on all matters decided by vote at general meetings.

**11. RESERVES**

	Retained earnings £
At 1 November 2020	(10,767,886)
Deficit for the year	(64,723)
At 31 October 2021	<u>(10,832,609)</u>

**CARNABY INTERNATIONAL SALES AND  
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**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 OCTOBER 2021**

**12. RELATED PARTY DISCLOSURES**

During the year ended 31 October 2021 the company supplied services totalling £6,830 (2020: £20,779) to Carnaby's Footsoldier plc, a company in which C Hooper and F Wasson were directors.

The director R. Patel received fees amounting to £15,000 (2020: £10,500) for accountancy services provided to the company during the year.

Star HR Consultancy Ltd, a company in which R. Patel is a director, received £nil (2020: £12,000) for providing administrative services to the company during the year.

**13. ULTIMATE CONTROLLING PARTY**

The company is jointly controlled by C. Hooper and F. Wasson who are the directors.