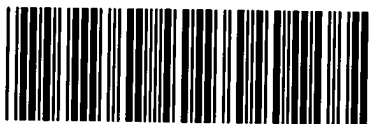


REGISTERED NUMBER: 09567792 (England and Wales)

Strategic Report, Report of the Directors and  
Audited Financial Statements for the Year Ended 30 April 2023  
for  
Nobody's Child Limited

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for the Year Ended 30 April 2023

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Nobody's Child Limited

Company Information  
for the Year Ended 30 April 2023

**DIRECTORS:**

Mr Andreas Alexandros Xeni  
Mrs Jody Maya Plows  
Dr Alastair James Alderton  
Mr Robert Dylan Lyons  
Mr Andrew Brown

**REGISTERED OFFICE:**

10-11 Greenland Place  
Camden  
London  
NW1 0AP

**REGISTERED NUMBER:**

09567792 (England and Wales)

**AUDITORS:**

Chris Pantazis Ltd  
10A Aldermans Hill  
Palmers Green  
London  
N13 4PJ

Strategic Report  
for the Year Ended 30 April 2023

## **BUSINESS OVERVIEW**

Nobody's Child Ltd is a fashion brand on a mission to bring responsible products to every woman, everywhere without costing the earth.

We make responsible clothing for free spirited and strong-willed women with materials that have a lower impact on the planet. We believe that people can look and feel their best whilst being kinder to the earth. Our mission is to revolutionise women's fashion by making clothes which are made responsibly, while being able to sell them at affordable price points.

Our in-house design team create expressive, feminine, fashionable products in an ethical way - one that clearly demonstrates responsibility towards both life & our planet.

Fabric choice accounts for up to 80% of a product's environmental footprint, so that's where our focus lies. We're proud to say that 90% of our current collections are made from responsible fabrics. We're working hard on that remaining 10%. We do this through sourcing new and innovative textiles and collaborating with key partners to find the best solutions for people and the planet whilst making the best product for our community.

## **DEVELOPMENT AND FINANCIAL PERFORMANCE OF BUSINESS DURING THE PERIOD**

	Year Ended 30 April 2023 £000	Year Ended 30 April 2022 £000	Change
Revenue	£26,010	£13,298	96%
Gross Profit	£10,853	£5,781	88%
Gross Margin %	42%	43%	
Profit / (Loss) for the year	£74	(£1,358)	n/a

The business continued to grow strongly during the period with revenue almost doubling to £26m.

This growth was led by the digital first strategy which saw B2C net online sales grow to £11m, up 106% on the prior year.

Third party revenues grew 87% to £14m thanks to the expansion with key UK retail partners as well as new agreements with a number of new international partners.

The business continued with its pop-up store on the iconic Carnaby Street that contributed £1.1m to revenues during the year, up 65% on the prior period.

Gross margin was down slightly at 42% due to the change in sales mix as well as some additional costs incurred as some production volumes had to be moved due to the impact of the war in Ukraine.

The Company reported its first annual operating profit of £0.1m thanks to the growth in revenues, which was a significant improvement compared to the loss of £1.4m in the prior year.

## **POSITION OF THE BUSINESS AT THE YEAR-END**

The solid financial position of the Company was maintained during the year and the cash balance at year end was £2.9m. The Company secured additional financing in the form of a further £2m convertible loan note and a flexible financing facility with our strategic investment partner.

The improved financial position has given the Company the resources necessary to continue to scale the business at pace by investing in the people and increased range of products required to support and generate the revenue growth. The Company is confident about future performance and expects to improve profitability in the year ahead.

## **PRINCIPAL RISKS AND UNCERTAINTIES**

The directors continue to closely monitor the risks and uncertainties of the Company with particular emphasis on exposure to currency, liquidity and credit risks. The directors are satisfied that the Company has suitable policies in place and that there are no material risks and uncertainties that have not been addressed or considered during the period.

**Currency Risk:** Within the Company's supply chain, the Company has some limited exposure to transactions in foreign exchange. The Company and directors do not deem this exposure to foreign exchange to be particularly significant given the minimal transaction activity in foreign currency.

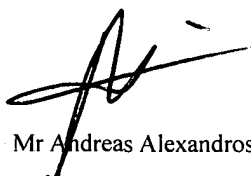
**Liquidity Risk:** The Company seeks to plan and manage their financial risk by ensuring the Company has the necessary resources available to meet their foreseeable needs.

**Credit Risk:** Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation, and arises principally from the Company's receivables from customers and cash balances.

In addition to the above, the directors deem the principal risks faced by the Company include that of general market and economic risks in common with other businesses in the current economic climate. The Company has managed to maintain its margins and mitigate the impact of inflationary pressures while also focussing on controlling other costs as tightly as possible.

The Company is also reliant on its outsourced manufacturing suppliers and their impact on the critical path for the overall supply chain. During the year the Company has increased its number of suppliers to avoid any over-dependency on any single supplier and mitigate the impact of supply chain disruption by being flexible and nimble to react to any disruptions caused by events such as the COVID19 pandemic or war in Ukraine.

## **ON BEHALF OF THE BOARD:**



Mr Andreas Alexandros Xeni - Director

19 March 2024

Nobody's Child Limited (Registered number: 09567792)

Report of the Directors  
for the Year Ended 30 April 2023

The directors present their report with the financial statements of the company for the year ended 30 April 2023.

**PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of retail sales via the internet, store sales and wholesale of clothing.

**DIVIDENDS**

No dividends will be distributed for the year ended 30 April 2023.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 May 2022 to the date of this report.

Mr Andreas Alexandros Xeni  
Mrs Jody Maya Plows  
Dr Alastair James Alderton  
Mr Robert Dylan Lyons  
Mr Andrew Brown

**CHARITABLE DONATIONS AND EXPENDITURE**

During the year, the company paid total donations of £12,025 (2022: £9,957)

**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;
- 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 or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Nobody's Child Limited (Registered number: 09567792)

Report of the Directors  
for the Year Ended 30 April 2023

**AUDITORS**

The auditors, Chris Pantazis Ltd, will be proposed for re-appointment in accordance with section 485 of the Companies Act 2006.

**ON BEHALF OF THE BOARD:**

A handwritten signature in black ink, appearing to be 'A. Xeni', written over a horizontal line.

Mr Andreas Alexandros Xeni - Director

19 March 2024

### **Opinion**

We have audited the financial statements of Nobody's Child Limited (the 'company') for the year ended 30 April 2023 which comprise the Income Statement, Other Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows and Notes to the Statement of Cash Flows, 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 30 April 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 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.



**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 four, 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.

**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:

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures inline with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

As part of our planning process:

- We enquired of management the systems and controls the company has in place, the areas of the financial statements that are mostly susceptible to the risk of irregularities and fraud, and whether there was any known, suspected or alleged fraud. The company did not inform us of any known, suspected or alleged fraud.

- We obtained an understanding of the legal and regulatory frameworks applicable to the company. We determined that the following were most relevant: FRS 102, Companies Act 2006, United Kingdom Generally Accepted Accounting Practice and relevant tax legislation.

- We considered the incentives and opportunities that exist in the company, including the extent of management bias, which present a potential for irregularities and fraud to be perpetuated, and tailored our risk assessment accordingly.

- Using our knowledge of the company, together with the discussions held with the company at the planning stage, we formed a conclusion on the risk of misstatement due to irregularities including fraud and tailored our procedures accordingly to this risk assessment.

The key procedures we undertook to detect irregularities including fraud during the course of the audit included:

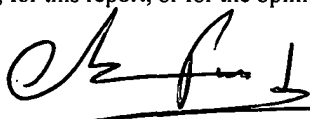
- Identifying and testing journal entries and the overall accounting records, in particular those that were significant and unusual.
- Reviewing the financial statement disclosures and determining whether accounting policies have been appropriately applied.
- Assessing the extent of compliance, or lack of, with the relevant laws and regulations, in particular those that are central to the entities ability to continue in operation.
- Testing key revenue lines, in particular cut-off, for evidence of management bias.
- Performing a physical verification of key assets, including stock.
- Obtaining third-party confirmation of material bank and loan balances.
- Documenting and verifying all significant related party and consolidated balances and transactions.
- Reviewing documentation such as the company board minutes, correspondence with solicitors, for discussions of irregularities including fraud.
- Testing all material consolidation adjustments. Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements even though we have properly planned and performed our audit in accordance with auditing standards. The primary responsibility for the prevention and detection of irregularities and fraud rests with the [directors/those charged with governance of the entity/management].

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  
Nobody's Child Limited (Registered number: 09567792)

**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.

A handwritten signature in dark ink, appearing to read 'Chris Pantazis', is written over a horizontal line.

Chris Pantazis BA ACA (Senior Statutory Auditor)  
for and on behalf of Chris Pantazis Ltd  
10A Aldermans Hill  
Palmers Green  
London  
N13 4PJ

19 March 2024

Income Statement  
for the Year Ended 30 April 2023

	Notes	30.4.23 £	£	30.4.22 £	£
<b>TURNOVER</b>			26,009,760		13,298,166
Cost of sales			15,156,285		7,516,715
<b>GROSS PROFIT</b>			10,853,475		5,781,451
Distribution costs		3,421,528		1,719,340	
Administrative expenses		7,319,225		5,381,786	
			10,740,753		7,101,126
<b>OPERATING PROFIT/(LOSS)</b>	4		112,722		(1,319,675)
Interest payable and similar expenses	6		38,236		38,594
<b>PROFIT/(LOSS) BEFORE TAXATION</b>			74,486		(1,358,269)
Tax on profit/(loss)	7		-		-
<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>			74,486		(1,358,269)

Nobody's Child Limited (Registered number: 09567792)

Other Comprehensive Income  
for the Year Ended 30 April 2023

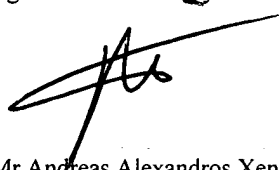
	Notes	30.4.23 £	30.4.22 £
<b>PROFIT/(LOSS) FOR THE YEAR</b>		74,486	(1,358,269)
<b>OTHER COMPREHENSIVE INCOME</b>		-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u>74,486</u>	<u>(1,358,269)</u>

The notes form part of these financial statements

Statement of Financial Position  
30 April 2023

	Notes	30.4.23 £	£	30.4.22 £	£
<b>FIXED ASSETS</b>					
Tangible assets	8		184,789		192,967
<b>CURRENT ASSETS</b>					
Stocks	9	5,618,135		3,150,633	
Debtors	10	5,400,435		2,738,081	
Cash at bank		2,944,610		2,111,084	
		13,963,180		7,999,798	
<b>CREDITORS</b>					
Amounts falling due within one year	11	7,814,893		4,038,512	
<b>NET CURRENT ASSETS</b>			6,148,287		3,961,286
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			6,333,076		4,154,253
<b>CREDITORS</b>					
Amounts falling due after more than one year	12		3,021,594		1,031,567
<b>NET ASSETS</b>			3,311,482		3,122,686
<b>CAPITAL AND RESERVES</b>					
Called up share capital	14		50,837		50,837
Share premium	15		13,201,103		13,201,103
Other reserves	15		409,945		295,635
Retained earnings	15		(10,350,403)		(10,424,889)
<b>SHAREHOLDERS' FUNDS</b>			3,311,482		3,122,686

The financial statements were approved by the Board of Directors and authorised for issue on 19 March 2024 and were signed on its behalf by:



Mr Andreas Alexandros Xeni - Director

Statement of Changes in Equity  
for the Year Ended 30 April 2023

	Called up share capital £	Retained earnings £	Share premium £	Other reserves £	Total equity £
<b>Balance at 1 May 2021</b>	34,720	(9,066,620)	8,067,958	-	(963,942)
<b>Changes in equity</b>					
Issue of share capital	16,117	-	5,133,145	-	5,149,262
Total comprehensive income	-	(1,358,269)	-	-	(1,358,269)
Share based payments	-	-	-	295,635	295,635
<b>Balance at 30 April 2022</b>	<u>50,837</u>	<u>(10,424,889)</u>	<u>13,201,103</u>	<u>295,635</u>	<u>3,122,686</u>
<b>Changes in equity</b>					
Total comprehensive income	-	74,486	-	-	74,486
Share based payments	-	-	-	114,310	114,310
<b>Balance at 30 April 2023</b>	<u><u>50,837</u></u>	<u><u>(10,350,403)</u></u>	<u><u>13,201,103</u></u>	<u><u>409,945</u></u>	<u><u>3,311,482</u></u>

Statement of Cash Flows  
for the Year Ended 30 April 2023

	Notes	30.4.23 £	30.4.22 £
<b>Cash flows from operating activities</b>			
Cash generated from operations	1	(1,054,024)	(3,943,768)
Interest paid		(38,236)	(38,594)
Net cash from operating activities		<u>(1,092,260)</u>	<u>(3,982,362)</u>
<b>Cash flows from investing activities</b>			
Purchase of tangible fixed assets		(72,289)	(164,535)
Sale of tangible fixed assets		7,802	3,289
Net cash from investing activities		<u>(64,487)</u>	<u>(161,246)</u>
<b>Cash flows from financing activities</b>			
Loan repayments in year		(9,727)	(8,706)
Convertible loan note		2,000,000	1,000,000
Issue of Ordinary share capital		-	811,208
Issue of Preference share capital		-	4,338,054
Net cash from financing activities		<u>1,990,273</u>	<u>6,140,556</u>
<b>Increase in cash and cash equivalents</b>		<u>833,526</u>	<u>1,996,948</u>
<b>Cash and cash equivalents at beginning of year</b>	2	2,111,084	114,136
<b>Cash and cash equivalents at end of year</b>	2	<u><u>2,944,610</u></u>	<u><u>2,111,084</u></u>

The notes form part of these financial statements



Notes to the Statement of Cash Flows  
for the Year Ended 30 April 2023

1. **RECONCILIATION OF PROFIT/(LOSS) BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS**

	30.4.23	30.4.22
	£	£
Profit/(loss) before taxation	74,486	(1,358,269)
Depreciation charges	73,876	47,063
(Profit)/loss on disposal of fixed assets	(1,211)	11,340
Share based payment	114,310	295,635
Finance costs	38,236	38,594
	<u>299,697</u>	<u>(965,637)</u>
Increase in stocks	(2,467,502)	(1,666,021)
Increase in trade and other debtors	(2,662,354)	(1,179,617)
Increase/(decrease) in trade and other creditors	<u>3,776,135</u>	<u>(132,493)</u>
<b>Cash generated from operations</b>	<u><u>(1,054,024)</u></u>	<u><u>(3,943,768)</u></u>

2. **CASH AND CASH EQUIVALENTS**

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

**Year ended 30 April 2023**

	30.4.23	1.5.22
	£	£
Cash and cash equivalents	<u>2,944,610</u>	<u>2,111,084</u>

**Year ended 30 April 2022**

	30.4.22	1.5.21
	£	£
Cash and cash equivalents	<u>2,111,084</u>	<u>114,136</u>

3. **ANALYSIS OF CHANGES IN NET FUNDS/(DEBT)**

	At 1.5.22	Cash flow	At 30.4.23
	£	£	£
<b>Net cash</b>			
Cash at bank	<u>2,111,084</u>	<u>833,526</u>	<u>2,944,610</u>
	<u>2,111,084</u>	<u>833,526</u>	<u>2,944,610</u>
<b>Debt</b>			
Debts falling due within 1 year	(9,727)	(246)	(9,973)
Debts falling due after 1 year	<u>(1,031,567)</u>	<u>(1,990,027)</u>	<u>(3,021,594)</u>
	<u>(1,041,294)</u>	<u>(1,990,273)</u>	<u>(3,031,567)</u>
<b>Total</b>	<u><u>1,069,790</u></u>	<u><u>(1,156,747)</u></u>	<u><u>(86,957)</u></u>

The notes form part of these financial statements

Notes to the Financial Statements  
for the Year Ended 30 April 2023

1. **STATUTORY INFORMATION**

Nobody's Child Ltd (registered number: 09567792), having its registered office at 10-11 Greenland Place, Camden, London, NW1 0AP, is a private limited company incorporated in England and Wales. The principal place of business is the same as the registered office address.

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 is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

**Sale of goods**

Turnover from the sale of goods is recognised when all of the following conditions are satisfied:

- a) the Company has transferred the significant risks and rewards of ownership to the buyer;
- b) the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- c) the amount of turnover can be measured reliably;
- d) it is probable that the Company will receive the consideration due under the transaction; and
- e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

**Tangible fixed assets**

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives.

Depreciation is provided on the following basis:

Short leasehold	- Over the lease term
Fixtures & fittings	- 20% on cost
Software & Computer Equipment	- 33% on cost

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

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

**Stocks**

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis and includes all purchase, transport and handling costs in bringing stocks to their present location and condition.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the Statement of comprehensive income.

Notes to the Financial Statements - continued  
for the Year Ended 30 April 2023

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 currency translation**

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

At each period-end foreign currency monetary items are translated using the closing rate.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Income and Retained Earnings

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Income and Retained Earnings within 'finance income or costs'.

**Hire purchase and leasing commitments**

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

**Pension costs and other post-retirement benefits**

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

The contributions are recognised as an expense in the Statement of Income and Retained Earnings when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

Notes to the Financial Statements - continued  
for the Year Ended 30 April 2023

2. **ACCOUNTING POLICIES - continued**

**Debtors**

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

**Cash**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

**Financial instruments**

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

Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received.

**Creditors**

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

**Finance costs**

Finance costs are charged to the Statement of Income and Retained Earnings over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount.

**Dividends**

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

**Government grants**

Grants are accounted under the accruals model as permitted by FRS 102. Grants of a revenue nature are recognised in the Statement of Income and Retained Earnings in the same period as the related expenditure

**Borrowing costs**

All borrowing costs are recognised in the Statement of Income and Retained Earnings in the year in which they are incurred.

**Impairment of fixed assets and goodwill**

Assets that are subject to depreciation or amortisation are assessed at each balance sheet date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each balance sheet date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

Notes to the Financial Statements - continued  
for the Year Ended 30 April 2023

3. **EMPLOYEES AND DIRECTORS**

	30.4.23	30.4.22
	£	£
Wages and salaries	2,179,665	1,639,914
Social security costs	245,825	174,978
Other pension costs	52,607	32,523
	<u>2,478,097</u>	<u>1,847,415</u>

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

	30.4.23	30.4.22
Directors	5	5
Staff	60	35
	<u>65</u>	<u>40</u>

**DIRECTORS' REMUNERATION**

During the the company paid total of £388,186 (2022: £345,013) for directors' remuneration.

Information regarding the highest paid director is as follows:

Emoluments etc £217,158 (2022: £223,333)

4. **OPERATING PROFIT/(LOSS)**

The operating profit (2022 - operating loss) is stated after charging/(crediting):

	30.4.23	30.4.22
	£	£
Hire of plant and machinery	52,059	21,487
Other operating leases	1,252	74,638
Depreciation - owned assets	73,876	47,063
(Profit)/loss on disposal of fixed assets	(1,211)	11,340
Foreign exchange differences	4,778	(2,710)
Share based payments	114,310	295,635
	<u>114,310</u>	<u>295,635</u>

5. **AUDITORS' REMUNERATION**

	30.4.23	30.4.22
	£	£
Fees payable to the company's auditors for the audit of the company's financial statements	20,000	15,000
Total audit fees	<u>20,000</u>	<u>15,000</u>

Notes to the Financial Statements - continued  
for the Year Ended 30 April 2023

6. **INTEREST PAYABLE AND SIMILAR EXPENSES**

	30.4.23	30.4.22
	£	£
Bank loan interest	921	1,056
Finance - market invoice fees	-	32,707
Finance - Wayflyer fees	35,661	-
Interest expense - HMRC	1,654	4,831
	<u>38,236</u>	<u>38,594</u>

7. **TAXATION**

**Analysis of the tax charge**

No liability to UK corporation tax arose for the year ended 30 April 2023 nor for the year ended 30 April 2022.

8. **TANGIBLE FIXED ASSETS**

	Short leasehold £	Fixtures and fittings £	Software & Computer Equipment £	Totals £
<b>COST</b>				
At 1 May 2022	83,066	91,332	131,510	305,908
Additions	115	22,180	49,994	72,289
Disposals	-	(65,279)	(8,684)	(73,963)
At 30 April 2023	<u>83,181</u>	<u>48,233</u>	<u>172,820</u>	<u>304,234</u>
<b>DEPRECIATION</b>				
At 1 May 2022	2,284	73,277	37,380	112,941
Charge for year	27,444	6,632	39,800	73,876
Eliminated on disposal	-	(65,279)	(2,093)	(67,372)
At 30 April 2023	<u>29,728</u>	<u>14,630</u>	<u>75,087</u>	<u>119,445</u>
<b>NET BOOK VALUE</b>				
At 30 April 2023	<u>53,453</u>	<u>33,603</u>	<u>97,733</u>	<u>184,789</u>
At 30 April 2022	<u>80,782</u>	<u>18,055</u>	<u>94,130</u>	<u>192,967</u>

9. **STOCKS**

	30.4.23	30.4.22
	£	£
Stocks	<u>5,618,135</u>	<u>3,150,633</u>

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

	30.4.23	30.4.22
	£	£
Trade debtors	5,078,663	2,701,236
Prepayments and accrued income	321,772	36,845
	<u>5,400,435</u>	<u>2,738,081</u>

Notes to the Financial Statements - continued  
for the Year Ended 30 April 2023

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

	30.4.23	30.4.22
	£	£
Bank loans and overdrafts (see note 13)	9,973	9,727
Trade creditors	5,948,284	2,876,590
Social security and other taxes	81,208	261,832
VAT	207,386	504,475
Other creditors	259,453	240,791
Wayflyer loans	991,699	-
Accrued expenses	316,890	145,097
	<u>7,814,893</u>	<u>4,038,512</u>

12. **CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	30.4.23	30.4.22
	£	£
Bank loans (see note 13)	21,594	31,567
Other loans (see note 13)	3,000,000	1,000,000
	<u>3,021,594</u>	<u>1,031,567</u>

13. **LOANS**

An analysis of the maturity of loans is given below:

	30.4.23	30.4.22
	£	£
Amounts falling due within one year or on demand:		
Bounce back loan	<u>9,973</u>	<u>9,727</u>
Amounts falling due between one and two years:		
Bounce back loan	21,594	31,567
Convertible loan note	<u>3,000,000</u>	<u>1,000,000</u>
	<u>3,021,594</u>	<u>1,031,567</u>

**CONVERTIBLE LOAN NOTES**

The loan notes are due to mature on 25th April 2025, with interest of 3% per annum only payable in the event of certain defaults.

The original loan notes issued in November 2021 with a principal sum of £1m will convert into preference shares based upon a conversion price of £3.75 at maturity, or earlier if the Noteholder elects to convert following completion of a new fundraising.

The new loan notes issued in April 2023 with a principal sum of £2m will convert into preference shares based upon a conversion price of £7.50 at maturity, or earlier if the Noteholder elects to convert following completion of a new fundraising based upon a conversion price being the higher of £7.50 and the new equity price per share less a discount of 20%.

Notes to the Financial Statements - continued  
for the Year Ended 30 April 2023

**14. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:		Nominal	30.4.23	30.4.22
Number:	Class:	value:	£	£
3,706,477	Ordinary	£0.01	37,065	37,065
1,377,160	Preference shares	£0.01	13,772	13,772
			<u>50,837</u>	<u>50,837</u>

**15. RESERVES**

	Retained earnings £	Share premium £	Other reserves £	Totals £
At 1 May 2022	(10,424,889)	13,201,103	295,635	3,071,849
Profit for the year	74,486			74,486
Share based payments	-	-	114,310	114,310
At 30 April 2023	<u>(10,350,403)</u>	<u>13,201,103</u>	<u>409,945</u>	<u>3,260,645</u>

**16. RELATED PARTY DISCLOSURES**

At the year end the amount of £1,328,699 ( 2022: £803,636 ) was owed by Marks & Spencer P.L.C, a related company registered in England and Wales (Company registration No : 00214436). These amounts are included in "Trade debtors".

Marks & Spencer P.L.C owns all the preference shares in Nobody's Child Ltd ( the preference shares represent 27.09% of the total issued share capital).

At the year end the amount of £867,072 ( 2022: £52,284 ) was owed to Europride Ltd, a related company registered in England and Wales (Company registration No : 05013136). These amounts are included in "Trade creditors".

Europride Ltd owns 23.63% of the ordinary shares in Nobody's Child Ltd.

**17. SHARE OPTIONS**

The company issued Enterprise Management Incentive (EMI) options to Jody Plows and Andrew Brown of 129,927 and 44,565 respectively on 15th October 2021, with an exercise price of £0.52 per share. The fair value of £2.86 for each share option was determined using the Black-Scholes pricing model.

During the year company charged the amount of £114,310 (2022: £295,635) related to equity-settled share-based payment transactions.

**18. POST BALANCE SHEET EVENTS**

There have been no significant events affecting the Company since year end.