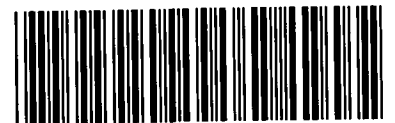


ROGER SKINNER HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2022

TUESDAY



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COMPANIES HOUSE

ROGER SKINNER HOLDINGS LIMITED

COMPANY INFORMATION

Directors	R A S Skinner (Chairman) T L Hansell (CEO) W L Skinner
Company secretary	W L Skinner
Registered number	11194155
Registered office	The Mill Stradbroke Eye Suffolk IP21 5HL
Independent auditors	Larking Gowen LLP Chartered Accountants & Statutory Auditors King Street House 15 Upper King Street Norwich NR3 1RB

ROGER SKINNER HOLDINGS LIMITED

CONTENTS

	Page
Group strategic report	1 - 2
Directors' report	3 - 5
Independent auditors' report	6 - 9
Consolidated statement of comprehensive income	10
Consolidated statement of financial position	11 - 12
Company statement of financial position	13 - 14
Consolidated statement of changes in equity	15
Company statement of changes in equity	16
Consolidated Statement of cash flows	17 - 18
Consolidated analysis of net debt	19
Notes to the financial statements	20 - 47

ROGER SKINNER HOLDINGS LIMITED

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2022

Introduction

The Directors present their Strategic Report and financial statements for the year ended 31 March 2022.

Business review

The Group's principal activity relates to the manufacture and supply of dog food. In addition the Group also undertakes property investment activities.

During the year, the Group's turnover increased by 31% to £30.6m, driven predominantly by growth from the Group's dog food activities. Group turnover in the year includes £0.5m of tenant income from investment properties, which is consistent with prior year.

During the year the dog food business experienced significant inflationary cost pressures, particularly in relation to key raw material ingredients, packaging, energy and transport costs, which reduced underlying profit margins in the year.

The Group continues to make good progress in mitigating input cost inflation through a range of measures, including cost efficiencies.

The Group has continued to apply the Government's COVID 19 Health & Safety guidelines rigorously throughout the pandemic, with staff adapting to new ways of working to help keep each other safe.

Our people have continued to adapt and respond brilliantly to the challenging economic environment which the world faces and we thank our people for their continuing hard work and dedication.

We continue to be a member of the Living Wage Foundation and continue to support their important work and ethics.

Future developments

The Group continues to invest in its people, processes, operational infrastructure and product range to support future growth.

The Group continues to proactively manage ongoing input cost inflation, which continues to impact the UK food manufacturing sector generally.

Principal risks and uncertainties

As noted above, the Group's core activities are dog food manufacturers and suppliers and property businesses. In common with many businesses carrying out similar activity, the principal risks and uncertainties it faces are customer spending downturns and changes in general economic conditions. While recognising the existence of such risks, the directors believe the Group is well placed to successfully deal with any such challenges should they arise. This judgement reflects their assessment of the profitability of its dog food division and the expansion of its property assets.

Financial key performance indicators

The Directors use a variety of performance measures in order to monitor and manage the business effectively. The Directors monitor the performance of the Group based upon its turnover, EBITDA (before exceptional costs and fair value movements) and profit before tax.

ROGER SKINNER HOLDINGS LIMITED

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2022

	2022 £000	2021 £000
Turnover	30,555	23,285
EBITDA	2,811	3,846
Profit before tax	2,757	2,726

Financial risk management objectives and policies

In common with every other business, the Group aims to minimise financial risk. The measures used by the Directors to manage this risk include preparation of profit forecasts and regular monitoring of actual performance against these forecasts. Debtors are closely monitored to keep the risk of bad debts to a minimum.

The Group uses various financial instruments including cash and items such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to ensure sufficient finance for the Group's operations.

The existence of these financial instruments exposes the Group to a number of financial risks, which are described in more detail below. The main risks arising from the Group's financial instruments are credit risk, interest rate risk and liquidity risk. The Directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous periods.

Credit risk

The Group's principal credit risk is the recovery of amounts owed by trade debtors. In order to manage credit risk the directors set limits for customers based on a combination of payment history and third party credit reference information. Credit limits are reviewed on a regular basis in conjunction with debt ageing and collection history. Debts are actively chased by the credit control department.

Price risk

The Group seeks to limit its exposure to price risk by agreeing forward contracts on some grain and other cereal purchases.

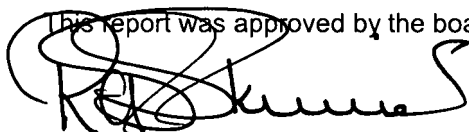
Interest rate risk

The Group has external finance in existence at 31 March 2022 as detailed in notes 20, 21, 22 and 23. The Group manages its interest rate risk by agreeing rates with lenders where appropriate.

Liquidity risk

As a result of positive cash flows from operating activities and the current asset position, the directors do not consider liquidity or cashflow risk to be an issue although these areas are closely monitored to ensure the Group's procedures continue to operate effectively to minimise risks.

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



R A S Skinner (Chairman)
Director

Date: 24/11/22

ROGER SKINNER HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2022

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

Principal activity

The Group's principal activity relates to the manufacture of dog food. In addition, the Group also undertakes property investment activities.

Results and dividends

The profit for the year, after taxation and minority interests, amounted to £2,061,000 (2021 - £2,041,000).

During the year, dividends of £341,000 (2021 - £346,000) were declared and paid.

Directors

The directors who served during the year were:

R A S Skinner (Chairman)
T L Hansell (CEO)
W L Skinner

Political and charitable contributions

During the year the Group made charitable contributions of £16,000 (2021 - £9,000).

Matters covered in the Group strategic report

The Strategic Report includes the following disclosures that could have been included within the Directors' Report:

- Business review
- Future developments
- Principal risks and uncertainties
- Financial key performance indicators
- Financial risk management policies and objectives

ROGER SKINNER HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

Directors' responsibilities statement

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

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

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

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

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

Disclosure of information to auditors

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

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

Post balance sheet events

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

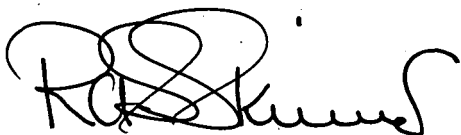
Auditors

The auditors, Larking Gowen LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

ROGER SKINNER HOLDINGS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2022**

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

A handwritten signature in black ink, appearing to read 'R A S Skinner', with a large, stylized initial 'R'.

R A S Skinner (Chairman)
Director

Date: 24/11/22

ROGER SKINNER HOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ROGER SKINNER HOLDINGS LIMITED

Opinion

We have audited the financial statements of Roger Skinner Holdings Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 March 2022, which comprise the Group Statement of comprehensive income, the Group and Company Statements of financial position, the Group Statement of cash flows, the Group and Company Statement of changes in equity and the related notes, 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 Group's and of the parent Company's affairs as at 31 March 2022 and of the Group's 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 Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

ROGER SKINNER HOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ROGER SKINNER HOLDINGS LIMITED (CONTINUED)

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' 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.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Group strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group strategic report or the Directors' report.

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

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

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

ROGER SKINNER HOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ROGER SKINNER HOLDINGS LIMITED (CONTINUED)

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 an Auditors' 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 Group financial statements.

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

- Enquiries with management and those charged with governance around actual and potential litigation and claims;
- Reviewing legal and professional invoices to identify any other potential litigations or claims;
- Reviewing minutes of management meetings;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Auditing the risk of management override of controls, including through testing journal entries and other adjustments for appropriateness and evaluating the business rationale of significant transactions outside the normal course of business.

Because of the field in which the client operates, we identified the following areas as those most likely to have a material impact on the financial statements: meeting quality and food safety standards for products; Health and Safety; employment law (including the Working Time Directive); anti-bribery and corruption; General Data Protection Regulations and compliance with the UK Companies Act.

Because of the inherent limitations of an audit, there is an unavoidable risk that some material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). For instance, the further removed non-compliance is from the events and transactions reflected in the financial statements, the less likely the auditor is to become aware of it or to recognise the non-compliance.

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. This description forms part of our Auditors' report.

ROGER SKINNER HOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ROGER SKINNER HOLDINGS LIMITED
(CONTINUED)

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 Auditors' 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.

Larking Gowen LLP

Charles Savory FCA (Senior statutory auditor)

for and on behalf of
Larking Gowen LLP

Chartered Accountants
Statutory Auditors

Norwich

Date: 9/12/2022

ROGER SKINNER HOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2022**

	Note	2022 £000	2021 £000
Turnover	4	30,555	23,285
Cost of sales		(13,815)	(9,210)
Gross profit		16,740	14,075
Distribution costs		(5,559)	(4,058)
Administrative expenses		(9,594)	(6,918)
Exceptional administrative expenses	6	(351)	(235)
Other operating income	5	2	40
Fair value movements		1,579	-
Exceptional income - property revaluations		181	-
Operating profit	6	2,998	2,904
Interest receivable and similar income		18	-
Interest payable and similar expenses	10	(259)	(178)
Profit before taxation		2,757	2,726
Tax on profit	11	(641)	(382)
Profit for the financial year		2,116	2,344
Total comprehensive income for the year		2,116	2,344
Profit for the year attributable to:			
Non-controlling interests		55	303
Owners of the parent Company		2,061	2,041
		2,116	2,344

There were no recognised gains and losses for 2022 or 2021 other than those included in the consolidated statement of comprehensive income.

The notes on pages 20 to 47 form part of these financial statements.

ROGER SKINNER HOLDINGS LIMITED
REGISTERED NUMBER: 11194155

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2022

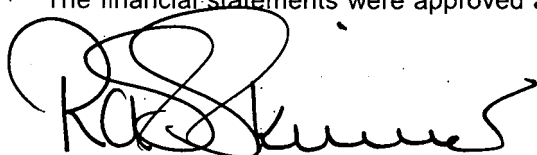
	Note	2022 £000	2022 £000	2021 £000	2021 £000
Fixed assets					
Intangible assets	13		1,922		2,095
Tangible assets	14		9,507		9,262
Investment property	16		8,353		6,603
			<u>19,782</u>		<u>17,960</u>
Current assets					
Stocks	17	3,895		2,314	
Debtors: amounts falling due within one year	18	12,527		11,723	
Cash at bank and in hand	19	187		889	
		<u>16,609</u>		<u>14,926</u>	
Creditors: amounts falling due within one year	20	(6,135)		(4,457)	
Net current assets			<u>10,474</u>		<u>10,469</u>
Total assets less current liabilities			<u>30,256</u>		<u>28,429</u>
Creditors: amounts falling due after more than one year	21		(7,143)		(7,554)
Provisions for liabilities					
Deferred taxation	24	(932)		(437)	
Other provisions	25	(10)		(10)	
			<u>(942)</u>		<u>(447)</u>
Net assets			<u><u>22,171</u></u>		<u><u>20,428</u></u>

ROGER SKINNER HOLDINGS LIMITED
REGISTERED NUMBER: 11194155

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 MARCH 2022

	Note	2022 £000	2022 £000	2021 £000	2021 £000
Capital and reserves					
Called up share capital	26		2		2
Other reserves	27		(35)		(35)
Profit and loss account	27		20,684		18,964
Equity attributable to owners of the parent Company			<u>20,651</u>		<u>18,931</u>
Non-controlling interests			1,520		1,497
			<u>22,171</u>		<u>20,428</u>

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



24/11/22

R A S Skinner (Chairman)
Director

The notes on pages 20 to 47 form part of these financial statements.

ROGER SKINNER HOLDINGS LIMITED
REGISTERED NUMBER: 11194155

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2022

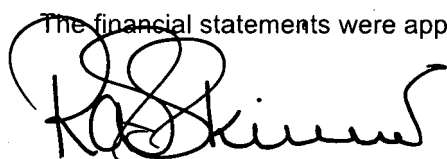
	Note	2022 £000	2022 £000	2021 £000	2021 £000
Fixed assets					
Tangible assets	14		3,643		3,345
Investments	15		2		2
Investment property	16		8,353		6,603
			<u>11,998</u>		<u>9,950</u>
Current assets					
Debtors: amounts falling due within one year	18	2,524		2,025	
Cash at bank and in hand	19	50		39	
		<u>2,574</u>		<u>2,064</u>	
Creditors: amounts falling due within one year	20	(1,456)		(1,122)	
Net current assets			<u>1,118</u>		<u>942</u>
Total assets less current liabilities			<u>13,116</u>		<u>10,892</u>
Provisions for liabilities					
Deferred taxation	24	(955)		(363)	
			<u>(955)</u>		<u>(363)</u>
Net assets			<u><u>12,161</u></u>		<u><u>10,529</u></u>

ROGER SKINNER HOLDINGS LIMITED
REGISTERED NUMBER: 11194155

COMPANY STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 MARCH 2022

	Note	2022 £000	2022 £000	2021 £000	2021 £000
Capital and reserves					
Called up share capital	26		2		2
Profit and loss account brought forward		10,527		10,215	
Profit for the year		1,973		658	
Other changes in the profit and loss account		(341)		(346)	
Profit and loss account carried forward			12,159		10,527
			12,161		10,529

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



R A S Skinner (Chairman)

Director

Date: 24/11/22

24/11/22

The notes on pages 20 to 47 form part of these financial statements.

ROGER SKINNER HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2022

	Called up share capital £000	Other reserves £000	Profit and loss account £000	Equity attributable to owners of parent Company £000	Non- controlling interests £000	Total equity £000
At 1 April 2020	2	(37)	17,269	17,234	806	18,040
Profit for the year	-	-	2,041	2,041	303	2,344
Dividends: Equity capital	-	-	(346)	(346)	-	(346)
Arising on acquisition	-	2	-	2	422	424
Dividends paid to non-controlling interest	-	-	-	-	(33)	(33)
At 1 April 2021	2	(35)	18,964	18,931	1,498	20,429
Profit for the year	-	-	2,061	2,061	55	2,116
Dividends: Equity capital	-	-	(341)	(341)	-	(341)
Dividends paid to non-controlling interest	-	-	-	-	(33)	(33)
At 31 March 2022	2	(35)	20,684	20,651	1,520	22,171

The notes on pages 20 to 47 form part of these financial statements.

ROGER SKINNER HOLDINGS LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2022

	Called up share capital £000	Profit and loss account £000	Total equity £000
At 1 April 2020	2	10,215	10,217
Profit for the period	-	658	658
Dividends: Equity capital	-	(346)	(346)
At 1 April 2021	2	10,527	10,529
Profit for the year	-	1,973	1,973
Dividends: Equity capital	-	(341)	(341)
At 31 March 2022	2	12,159	12,161

The notes on pages 20 to 47 form part of these financial statements.

ROGER SKINNER HOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2022**

	2022 £000	2021 £000
Cash flows from operating activities		
Profit for the financial year	2,116	2,344
Adjustments for:		
Amortisation of intangible assets	244	97
Depreciation of tangible assets	942	649
Profit on disposal of tangible assets	(12)	(22)
Interest paid	259	178
Interest received	(18)	-
Taxation charge	641	382
(Increase) in stocks	(1,581)	(306)
(Increase)/decrease in debtors	(676)	47
Increase/(decrease) in creditors	1,712	(1,486)
Net fair value (gains)/losses recognised in P&L	(1,579)	-
Corporation tax (paid)	(488)	(538)
Revaluation of tangible fixed assets	(181)	-
Net cash generated from operating activities	1,379	1,345
Cash flows from investing activities		
Purchase of intangible fixed assets	(71)	(119)
Purchase of tangible fixed assets	(1,029)	(1,043)
Sale of tangible fixed assets	35	95
Purchase of investment properties	(171)	(33)
Net cash flow on acquisition of subsidiary	(406)	(2,440)
Interest received	18	-
Net cash from investing activities	(1,624)	(3,540)
Cash flows from financing activities		
New secured loans	-	5,075
Repayment of loans	(194)	(1,297)
Repayment of/new finance leases	(163)	(348)
Dividends paid	(341)	(346)
Non controlling interest dividends paid	(33)	(33)
Interest paid	(157)	(122)
HP interest paid	(102)	(56)
Net cash used in financing activities	(990)	2,873
Net (decrease)/increase in cash and cash equivalents	(1,235)	678

ROGER SKINNER HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2022

	2022 £000	2021 £000
Cash and cash equivalents at beginning of year	870	193
Cash and cash equivalents at the end of year	(365)	871
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	187	889
Bank overdrafts	(552)	(18)
	(365)	871

The notes on pages 20 to 47 form part of these financial statements.

ROGER SKINNER HOLDINGS LIMITED

CONSOLIDATED ANALYSIS OF NET DEBT
FOR THE YEAR ENDED 31 MARCH 2022

	At 1 April 2021 £000	Cash flows £000	At 31 March 2022 £000
Cash at bank and in hand	889	(702)	187
Bank overdrafts	(18)	(534)	(552)
Debt due after 1 year	(4,785)	183	(4,602)
Debt due within 1 year	(210)	12	(198)
Finance leases	(3,041)	163	(2,878)
	<u>(7,165)</u>	<u>(878)</u>	<u>(8,043)</u>

The notes on pages 20 to 47 form part of these financial statements.

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

1. General information

Roger Skinner Holdings Limited is a private company limited by shares and is incorporated in England and Wales. Its registered address is The Mill, Stradbroke, Eye, Suffolk, IP21 5HL.

The Group's principal activity relates to the manufacture of dog food. In addition, the Group also undertakes property investment activities.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of comprehensive income in these financial statements.

The following principal accounting policies have been applied:

2.2 Basis of consolidation

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

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

On 23 October 2020, Skinner's Pet Food Holdings Limited acquired a majority shareholding in Naturediet Holdings Limited, this business combination has been accounted for in line with the purchase method as described above, the consolidated financial statements incorporate the results of Naturediet from this date.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

2. Accounting policies (continued)

2.3 Going concern

The Directors have considered the Group's financial position at the time of signing the financial statements; in the context of the current challenging economic climate. At the time of signing the financial statements, the Group continues to operate successfully and profitably.

The Director's have considered the Group's current financial position and future prospects in the context of the ongoing challenging economic climate. On the basis of the information currently available, the Directors have concluded that the Group should have adequate financial resources to continue to operate for the foreseeable future, being at least 12 months from the date of signing these financial statements. Accordingly, the Directors continue to adopt the going concern basis of accounting in preparing these financial statements.

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP and figures have been rounded to the nearest £000.

Transactions and balances

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

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

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 profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

2. Accounting policies (continued)

2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue 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 revenue is recognised:

Sale of goods

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

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

Rental income

Rental income is recognised on an accruals basis in the accounts, in the period to which it relates.

2.6 Operating leases: the Group as lessor

Rental income from operating leases is credited to profit or loss on a straight line basis over the lease term.

2.7 Operating leases: the Group as lessee

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

2.8 Research and development

Research and development expenditure is written off in the year which it is incurred.

2.9 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to profit or loss at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Consolidated statement of comprehensive income in the same period as the related expenditure.

2.10 Interest income

Interest income is recognised in profit or loss using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

2. Accounting policies (continued)

2.11 Finance costs

Finance costs are charged to profit or loss 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. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.12 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.13 Pensions

Defined contribution pension plan

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

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Group in independently administered funds.

2.14 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

2. Accounting policies (continued)

2.15 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Group but are presented separately due to their size or incidence.

2.16 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the Group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight-line basis to the Consolidated statement of comprehensive income over its useful economic life.

Other intangible assets

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

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

The estimated useful lives range as follows:

Website	-	straight line over a period of 3 years
Goodwill	-	straight line over a period of 10 years
Trademarks	-	straight line over a period of 10 years

2.17 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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

2. Accounting policies (continued)

2.17 Tangible fixed assets (continued)

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

Depreciation is provided on the following basis:

Freehold property	- over a period of 5-10 years (land is not depreciated)
Long-term leasehold property	- over a period of 5-10 years
Plant and machinery	- over a period of 4-10 years
Motor vehicles	- over a period of 2-4 years
Fixtures and fittings	- over a period of 2-4 years
Assets under construction	- Not depreciated

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

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

2.18 Revaluation of tangible fixed assets

Individual freehold and leasehold properties are carried at current year value at fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are undertaken with sufficient regularity to ensure the carrying amount does not differ materially from that which would be determined using fair value at the Statement of financial position date.

Fair values are determined from market based evidence normally undertaken by professionally qualified valuers.

Revaluation gains and losses are recognised in other comprehensive income unless losses exceed the previously recognised gains or reflect a clear consumption of economic benefits, in which case the excess losses are recognised in profit or loss.

2.19 Investment property

Investment property is carried at fair value determined annually by external valuers and derived from the current market rents and investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in profit or loss.

2.20 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

2. Accounting policies (continued)

2.21 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 weighted average basis. Work in progress and finished goods include labour and attributable overheads.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.22 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.23 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

2.24 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.

2.25 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the reporting date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

2.26 Financial instruments

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

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

2. Accounting policies (continued)

2.26 Financial instruments (continued)

flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Consolidated statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

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

2.27 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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the Group accounting policies the directors are required to make judgements, estimates and assumptions. 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 underlying assumptions are reviewed on an ongoing basis. Revision 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.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of the assets and liabilities are outlined below:

Tangible fixed assets

Tangible fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing assets' lives, factors such as technological innovation, product life cycles and maintenance programs are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

Valuations

External revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value. During interim periods the directors are responsible for valuing tangible fixed assets and investment properties and base their valuation on their knowledge of the business and the geographical areas that they operate in. Investment properties are valued using current market rents, investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset.

Goodwill

Goodwill is amortised over its useful life. The useful life of goodwill is assessed at the point the goodwill arises, reconsidered on an ongoing basis and may vary depending on a number of factors. In re-assessing the useful life of goodwill, factors such as technological innovation, product life cycles and brand reputation are taken into account.

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

4. Turnover

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

	2022 £000	2021 £000
Sale of goods	30,004	22,747
Rent receivable	550	538
	<u>30,554</u>	<u>23,285</u>

Analysis of turnover by country of destination:

	2022 £000	2021 £000
United Kingdom	30,087	22,630
Rest of the world	468	656
	<u>30,555</u>	<u>23,286</u>

5. Other operating income

	2022 £000	2021 £000
Government grants receivable	-	35
Sundry income	2	5
	<u>2</u>	<u>40</u>

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

6. Operating profit

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

	2022 £000	2021 £000
Research & development charged as an expense	13	63
Other operating lease rentals	197	191
Amortisation of intangible fixed assets	244	97
Depreciation of tangible fixed assets - owned by the company	726	417
Depreciation of tangible fixed assets - held under finance leases	216	232
Profit on disposal of tangible fixed assets	(12)	(22)
Exceptional administrative expenses	351	235
	<u>351</u>	<u>235</u>

Exceptional administrative expenses include rebranding costs, reorganisation costs and bad debts.

7. Auditors' remuneration

	2022 £000	2021 £000
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements	36	37
	<u>36</u>	<u>37</u>

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

Taxation compliance services	7	7
Other services relating to taxation	6	10
	<u>13</u>	<u>17</u>

ROGER SKINNER HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

8. Employees

Staff costs, including directors' remuneration, were as follows:

	Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
Wages and salaries	3,838	2,978	71	70
Social security costs	443	318	18	11
Cost of defined contribution scheme	146	105	2	2
	4,427	3,401	91	83

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

	Group 2022 No.	Group 2021 No.	Company 2022 No.	Company 2021 No.
Production	55	33	-	-
Sales and Marketing	15	16	-	-
Administration	32	30	5	4
	102	79	5	4

9. Directors' remuneration

	2022 £000	2021 £000
Directors' emoluments	392	409
Group contributions to defined contribution pension schemes	11	10
	403	419

During the year retirement benefits were accruing to 2 directors (2021 - 2) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £222,000 (2021 - £216,000).

The value of the Group's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £10,000 (2021 - £10,000).

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

10. Interest payable and similar expenses

	2022 £000	2021 £000
Bank interest payable	139	121
Other loan interest payable	18	1
Finance leases and hire purchase contracts	102	56
	<u>259</u>	<u>178</u>

11. Taxation

	2022 £000	2021 £000
Corporation tax		
Current tax on profits for the year	196	581
Adjustments in respect of previous periods	(49)	(66)
Total current tax	<u>147</u>	<u>515</u>
Deferred tax		
Origination and reversal of timing differences	269	(136)
Changes to tax rates	159	44
Adjustments in respect of previous periods	66	(41)
Total deferred tax	<u>494</u>	<u>(133)</u>
Taxation on profit on ordinary activities	<u>641</u>	<u>382</u>

ROGER SKINNER HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

11. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2021 - *lower than*) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £000	2021 £000
Profit on ordinary activities before tax	2,757	2,726
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	524	518
Effects of:		
Non-tax deductible amortisation of goodwill and impairment	41	-
Expenses not deductible for tax purposes	12	5
Fixed asset differences	(102)	(40)
Adjustments to tax charge in respect of prior periods	17	(107)
Additional tax relief for R&D expenditure	(47)	-
Losses carried back	(76)	-
Adjustment for taxation at different rates	227	-
Other differences leading to an increase (decrease) in the tax charge	45	6
Total tax charge for the year	641	382

Factors that may affect future tax charges

Legislation to increase the main rate of corporation tax to 25% by 1 April 2023 was included in the Finance Act 2021 and became substantively enacted during the year.

12. Dividends

	2022 £000	2021 £000
Equity dividends paid	341	346
	341	346

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

13. Intangible assets

Group

	Website £000	Trademarks £000	Goodwill £000	Total £000
Cost				
At 1 April 2021	84	56	2,054	2,194
Additions	44	27	-	71
At 31 March 2022	128	83	2,054	2,265
Amortisation				
At 1 April 2021	11	2	86	99
Charge for the year	32	7	205	244
At 31 March 2022	43	9	291	343
Net book value				
At 31 March 2022	85	74	1,763	1,922
At 31 March 2021	73	54	1,968	2,095

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

14. Tangible fixed assets

Group

	Freehold property £000	Long-term leasehold property £000	Plant and machinery £000	Motor vehicles £000	Fixtures and fittings £000	Assets under construction £000	Total £000
Cost or valuation							
At 1 April 2021	3,373	187	7,631	448	321	604	12,564
Additions	-	10	164	110	23	722	1,029
Disposals	-	-	-	(42)	-	-	(42)
Transfers between classes	991	-	36	-	167	(1,194)	-
Revaluations	(87)	-	-	-	-	-	(87)
At 31 March 2022	4,277	197	7,831	516	511	132	13,464
Depreciation							
At 1 April 2021	220	2	2,565	311	189	15	3,302
Charge for the year	48	5	746	84	59	-	942
Disposals	-	-	-	(19)	-	-	(19)
Transfers between classes	-	-	15	-	-	(15)	-
On revalued assets	(268)	-	-	-	-	-	(268)
At 31 March 2022	-	7	3,326	376	248	-	3,957
Net book value							
At 31 March 2022	4,277	190	4,505	140	263	132	9,507
At 31 March 2021	3,153	185	5,066	137	132	589	9,262

ROGER SKINNER HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

14. Tangible fixed assets (continued)

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2022	2021
	£000	£000
Plant and machinery	2,665	3,101
Motor vehicles	36	3
Furniture, fittings and equipment	72	-
	2,773	3,104

The freehold land and buildings at Stradbroke, Suffolk were valued by Fennel Surveyors Limited, in May 2022 on an open market value for existing use basis.

If the land and buildings had not been included at valuation they would have been included under the historical cost convention at a cost of £5,208,000 (2021 - £4,217,000) and accumulated depreciation and impairment of £1,122,000 (2021 - £1,018,000).

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

14. Tangible fixed assets (continued)

Company

	Freehold property £000	Plant and machinery £000	Motor vehicles £000	Fixtures and fittings £000	Total £000
Cost or valuation					
At 1 April 2021	3,334	54	83	276	3,747
Additions	-	-	72	-	72
Disposals	-	-	(42)	-	(42)
Revaluations	141	-	-	-	141
At 31 March 2022	3,475	54	113	276	3,918
Depreciation					
At 1 April 2021	163	30	28	181	402
Charge for the year on owned assets	-	6	21	28	55
Disposals	-	-	(19)	-	(19)
On revalued assets	(163)	-	-	-	(163)
At 31 March 2022	-	36	30	209	275
Net book value					
At 31 March 2022	3,475	18	83	67	3,643
At 31 March 2021	3,171	24	55	95	3,345

The freehold land and buildings at Stradbroke, Suffolk were valued by Fennel Surveyors Limited, in May 2022 on an open market value for existing use basis.

If the land and buildings had not been included at valuation they would have been included under the historical cost convention at a cost of £4,217,000 (2021 - £4,217,000) and accumulated depreciation and impairment of £1,102,000 (2021 - £1,018,000).

ROGER SKINNER HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

15. Fixed asset investments

Company

**Investments
in
subsidiary
companies
£000**

Cost or valuation

At 1 April 2021

2

At 31 March 2022

2

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Skinner's Pet Food Holdings Limited	The Mill, Stradbroke Eye, Suffolk, United Kingdom, IP21 5HL	Ordinary	94.5%
Roger Skinner Limited (indirect subsidiary)	The Mill, Stradbroke Eye, Suffolk, United Kingdom, IP21 5HL	Ordinary	90%
Naturediet Holdings Limited (indirect subsidiary)	Swaffham Road, Ickburgh, Thetford, Norfolk, IP26 5HX	Ordinary	66.67%
Naturediet Pet Foods Limited (indirect subsidiary)	Swaffham Road, Ickburgh, Thetford, Norfolk, IP26 5HX	Ordinary	66.67%

ROGER SKINNER HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

16. Investment property

Group and Company

	Freehold investment property £000
Valuation	
At 1 April 2021	6,603
Additions at cost	171
Surplus on revaluation	1,579
At 31 March 2022	8,353

The 2022 valuations are based on valuations carried out by Fennel Surveyors Limited, in May 2022 on an open market value for existing use basis.

If the investment properties had not been included at valuation they would have been included under the historical cost convention at a cost of £3,868,000 (2021 - £3,697,000), less accumulated depreciation and impairments of £1,092,000 (2021 - £951,000).

17. Stocks

	Group 2022 £000	Group 2021 £000
Raw materials and consumables	2,085	1,246
Finished goods and goods for resale	1,810	1,068
	3,895	2,314

18. Debtors

	Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
Trade debtors	3,395	2,961	30	33
Other debtors	6,712	6,375	1,866	1,484
Prepayments and accrued income	467	563	26	32
Tax recoverable	1,953	1,824	602	476
	12,527	11,723	2,524	2,025

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

18. Debtors (continued)

Group

Included within other debtors due within one year is a loan to a Director, amounting to £6,413,000 (2021: £6,047,000). During the year a further advance of £367,000 (2021: £510,000) was made and £4,000 was debited (2021: £6,000) to the loan account. Amounts repaid during the year totalled £5,000 (2021: £90,000). Included within other debtors due within one year is a loan to a Director amounting to £27,000 (2021:£nil). The loans are repayable on demand and interest is not charged.

Company

Included within other debtors due within one year is a loan to a Director, amounting to £1,825,000 (2021 - £1,463,000). During the year a further advance of £367,000 (2021 - £510,000) was made and £Nil (2021 - £Nil) was credited to the loan account. Amounts repaid during the year totalled £5,000 (2021 - £90,000). Included within other debtors due within one year is a loan to a Director amounting to £27,000 (2021:£nil). The loans are repayable on demand and interest is not charged.

19. Cash and cash equivalents

	Group	<i>Group</i>	Company	<i>Company</i>
	2022	<i>2021</i>	2022	<i>2021</i>
	£000	<i>£000</i>	£000	<i>£000</i>
Cash at bank and in hand	187	889	50	39
Less: bank overdrafts	(552)	(18)	(3)	-
	<u>(365)</u>	<u>871</u>	<u>47</u>	<u>39</u>

ROGER SKINNER HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

20. Creditors: Amounts falling due within one year

	Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
Bank overdrafts	552	18	3	-
Bank loans	198	210	-	-
Advances from invoice discounting	522	178	-	-
Trade creditors	3,237	1,930	5	9
Amounts owed to group undertakings	-	-	1,256	875
Corporation tax	197	409	182	212
Other taxation and social security	222	228	-	4
Obligations under finance lease and hire purchase contracts	337	272	-	-
Other creditors	6	459	-	-
Accruals and deferred income	864	753	10	22
	6,135	4,457	1,456	1,122

The bank loans and overdrafts are secured by fixed charge over The Mill, Stradbroke, Horham Airfield Industrial Estate and Carlton Park Industrial Estate (properties held by the Ultimate Parent Company) as well as by debenture.

Interest is charged on the loans at rates between 1.75% and 1.85% above the Bank of England base rate.

Amounts due under hire purchase are secured on the related fixed assets.

Advances from invoice discounting are secured on a subsidiary's trade debtors. At the financial reporting date, the amount secured was £929,000 (2021: £654,000).

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

21. Creditors: Amounts falling due after more than one year

	Group 2022 £000	Group 2021 £000
Bank loans	4,602	4,785
Net obligations under finance leases and hire purchase contracts	2,541	2,769
	<u>7,143</u>	<u>7,554</u>

The bank loans are secured by fixed charge over The Mill, Stradbroke, Horham Airfield Industrial Estate and Carlton Park Industrial Estate (properties held by the Ultimate Parent Company) as well as by debenture.

Interest is charged on the loans at rates between 1.75% and 1.85% above the Bank of England base rate.

Amounts due under hire purchase are secured on the related fixed assets.

22. Loans

Analysis of the maturity of bank loans is given below:

	Group 2022 £000	Group 2021 £000
Amounts falling due within one year		
Bank loans	198	210
Amounts falling due 1-2 years		
Bank loans	202	210
Amounts falling due 2-5 years		
Bank loans	4,401	4,575
	<u>4,801</u>	<u>4,995</u>

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

23. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

	Group 2022 £000	<i>Group 2021 £000</i>
Within one year	337	272
Between 1-5 years	1,615	1,182
Over 5 years	926	1,587
	<u>2,878</u>	<u>3,041</u>

24. Deferred taxation

Group

	2022 £000	<i>2021 £000</i>
At beginning of year	(437)	(418)
Charged to profit or loss	(495)	133
Arising on business combinations	-	(152)
At end of year	<u>(932)</u>	<u><i>(437)</i></u>

ROGER SKINNER HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

24. Deferred taxation (continued)

Company

	2022 £000	2021 £000
At beginning of year	(363)	(330)
Charged to profit or loss	(592)	(33)
At end of year	(955)	(363)

	Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
Accelerated capital allowances	(482)	(549)	(22)	(11)
Tax losses carried forward	480	496	-	-
Other timing differences	4	(33)	-	-
Capital gains	(934)	(352)	(934)	(352)
	(932)	(438)	(956)	(363)

25. Provisions

Group

	Dilapidations £000
At 1 April 2021	10
At 31 March 2022	10

Provision is made for the cost of making good dilapidations when the Group vacates property.

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

26. Share capital

	2022 £000	2021 £000
Allotted, called up and fully paid		
1,000 (2021 - 1,000) Ordinary shares of £1.00 each	1	1
1,000 (2021 - 1,000) Non voting ordinary shares of £1.00 each	1	1
2 (2021 - 2) Ordinary B shares of £1.00 each	-	-
	<u>2</u>	<u>2</u>

The Ordinary B shares are ranked pari-passu with the Ordinary shares.

Non-voting Ordinary shares shall have all rights attaching to Ordinary shares except they shall not have voting rights conferred by the Act and Articles.

27. Reserves

Other reserves

The other reserve contains equity reserves within the subsidiary that are not recognised upon merger.

Profit and loss account

Profit and loss account represents cumulative profits or losses of the group, net of dividends paid and other adjustments. The profit and loss reserve also contains gains arising on the revaluation of investment properties.

28. Contingent liabilities

The Company has entered into a cross guarantee with other group companies in respect of bank borrowings totalling £5,874,000 (2021: £5,190,000).

29. Capital commitments

At 31 March 2022 the Group and Company had capital commitments as follows:

	Group 2022 £000	Group 2021 £000
Contracted for but not provided in these financial statements	<u>103</u>	<u>273</u>

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

30. Pension commitments

The Group contributes to the defined contribution pension plans of certain employees. The pension cost charge represents contributions payable by the Group and amounted to £25,000 (2021 - £25,000). At the year end there were contributions amounting to £2,000 (2021 - £3,000) payable.

The Group operates a defined contribution pension scheme for other employees. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £121,000 (2021 - £74,000). At the year end there were contributions amounting to £3,000 (2021 - £2,000) payable.

31. Commitments under operating leases

At 31 March 2022 the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2022 £000	<i>Group 2021 £000</i>	Company 2022 £000	<i>Company 2021 £000</i>
As lessor				
Not later than 1 year	216	168	404	356
Later than 1 year and not later than 5 years	631	466	1,008	1,031
Later than 5 years	30	15	30	15
	<u>877</u>	<u>649</u>	<u>1,442</u>	<u>1,402</u>
			Group 2022 £000	<i>Group 2021 £000</i>
As lessee				
Not later than 1 year			196	196
Later than 1 year and not later than 5 years			781	596
Later than 5 years			193	387
			<u>1,170</u>	<u>1,179</u>

ROGER SKINNER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

32. Related party transactions

Group

During the year the Group sold goods to a partnership, Salters Pet Nutrition, to the value of £124,000 (2021 - £153,000). A director, is a partner in Salters Pet Nutrition. As at 31 March 2022, the Group was owed £39,000 (2021 - £117,000) by Salters Pet Nutrition.

During the year dividends of £341,000 (2021 - £346,000) were paid to Directors.

Included within other debtors due within one year is a loan to a Director, amounting to £6,413,000 (2021: £6,047,000). During the year a further advance of £367,000 (2021: £510,000) was made and £4,000 was debited (2021: £6,000) to the loan account. Amounts repaid during the year totaled £5,000 (2021 - £90,000). Included within other debtors due within one year is a loan to a Director amounting to £27,000 (2021:£nil). The loans are repayable on demand and interest is not charged.

Key management personnel include all directors of group companies who together have authority and responsibility for planning, directing and controlling the activities of the Group. The total compensation paid to key management personnel for services provided to the Group totaled £983,000 (2021 - £885,000).

Company

During the year dividends of £341,000 (2021 - £346,000) were paid to Directors.

Included within other debtors due within one year is a loan to a Director, amounting to £1,825,000 (2021 - £1,463,000). During the year a further advance of £367,000 (2021 - £510,000) was made and £Nil (2021 - £Nil) was credited to the loan account. Amounts repaid during the year totaled £5,000 (2021 - £90,000). Included within other debtors due within one year is a loan to, a Director amounting to £27,000 (2021:£nil). The loans are repayable on demand and interest is not charged.

Included within amounts owed to group companies is £329,000 (2021 - £875,000) due to Roger Skinner Limited in relation to recharges for payments they made on behalf of the Company. During the year, the Company also charged rent of £188,000 (2021 - £188,000) to Roger Skinner Limited. Also included within amounts owed to group companies is £907,000 (2021: £nil) due to Skinner's Pet Food Holdings Limited.

33. Forward purchases

The Group buys large quantities of grain and other commodities whose prices can fluctuate. As a result, the Group is subject to price risk. The Group seeks to reduce this risk by entering into forward contracts with suppliers to purchase goods for use in the business. At 31 March 2022 the Group had forward contracts with a value of £8,811,000 (2021 - £3,782,000) which are expected to be drawn down in the year ending 31 March 2023.

34. Controlling party

The ultimate controlling party is Mr R A S Skinner by virtue of his share holding in the Group.