

Company Registration No. 06639057 (England and Wales)

ProCook Limited

**Annual report and
group financial statements
for the period ended 31 March 2019**

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ProCook Limited

Company information

Directors	Daniel O'Neill Sarah O'Neill
Company number	06639057
Registered office	ProCook Davy Way Waterwells Gloucester GL2 2BY
Independent auditor	Saffery Champness LLP St Catherine's Court Berkeley Place Clifton Bristol BS8 1BQ

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ProCook Limited

Directors' report

For the period ended 31 March 2019

The directors present their annual report and financial statements for the period ended 31 March 2019.

Principal activities

The principal activity of the company and group continued to be that of retail of cookware and related products.

Directors

The directors who held office during the period and up to the date of signature of the financial statements were as follows:

Daniel O'Neill

Sarah O'Neill

Results and dividends

The results for the period are set out on page 9.

Ordinary dividends were paid amounting to £505,000. The directors do not recommend payment of a further dividend.

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the group continues and that the appropriate training is arranged. It is the policy of the group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Employee involvement

The group's policy is to consult and discuss with employees, through unions, staff councils and at meetings, matters likely to affect employees' interests.

Information about matters of concern to employees is given through information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the group's performance.

There is no employee share scheme at present, but the directors are considering the introduction of such a scheme as a means of further encouraging the involvement of employees in the company's performance.

Auditor

Saffery Champness LLP have expressed their willingness to remain in office as auditors of the company.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditor of the company is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the company is aware of that information.

ProCook Limited

Directors' report (continued)
For the period ended 31 March 2019

On behalf of the board



.....
Daniel O'Neill
Director

Date: 9/12/19

ProCook Limited

Strategic report

For the period ended 31 March 2019

The directors present the strategic report for the period ended 31 March 2019.

	2019		2019		2018
	Group		Procook		Procook
	£	+/-%	£	+/-%	£
Turnover	27,826,745	32%	25,562,420	21%	21,077,702
Cost of Sales	(9,066,170)	23%	(8,527,601)	16%	(7,359,805)
Gross Profit	18,760,575	37%	17,034,819	24%	13,717,897
	67.4%	4%	66.6%	2%	65.1%
Direct Costs	(13,412,084)	47%	(11,984,039)	31%	(9,146,638)
HO & Other Costs	(3,693,373)	37%	(3,199,085)	18%	(2,701,169)
Total Costs	17,105,457	44%	15,183,124	28%	11,847,807
	-61.5%	9%	-59.4%	6%	-56.2%
EBITDA	1,655,118	-11%	1,851,695	-1%	1,870,090
	5.9%		7.2%		8.9%
Net Depreciation	(544,854)	29%	(520,359)	23%	(421,395)
Interest	(200,682)	79%	(200,682)	79%	(111,951)
Other non-recurring costs	(167,788)	-15%	(133,949)	-32%	(197,003)
Profit Before Tax on a like-for-like basis	741,794	-35%	996,705	-13%	1,139,741
	2.7%		3.9%		5.4%
Currency provision	680,930		680,930		(507,853)
Tax	(309,909)		(353,242)		(130,579)
Revaluation of fixed assets					472,431
Total Income	1,112,815	14%	1,324,393	36%	973,740

Overview

For the last 12 months ProCook continued to focus on expanding its UK retail presence (6 more outlets were added under the ProCook fascia) alongside further investment in its eCommerce platform including the ongoing development of European sales. As part of its retail expansion, on 9th January 2019 it purchased 27 shops, website and central management from Steamer Trading Ltd (in Administration).

Turnover

Total turnover has increased 32% compared with the previous year (21% ex-acquisition). This was in line with overall expectations with a 2% increase in like-for-like retail sales alongside 32% growth in eCommerce.

Gross Profit

Gross profit increased 36.8% as a result of the increased turnover and a 2.3% increase in margin (to 67.4%). The increase in margin was due to a relative strengthening of Sterling against the US dollar and sale of stock purchased from the Steamer Trading administration. The directors continue to work closely with suppliers to reduce product costs and will look to further increase margins as opportunities arise.

Administrative Expenses

Direct costs increased £4.3m in line with plans. This increase reflects operating costs of the new and acquired shops and higher costs to support eCommerce growth. Head Office expenses grew 37% against the previous year, reflecting the increased costs of managing the expanding business (18%) and new expenses incurred in the Steamer Trading purchase.

EBITDA

As a result of the significant growth in sales, but after the extra administrative expenses, EBITDA fell to £1.7m but was static when the Steamer Trading acquisition is excluded.

Like-for-like Profit before tax

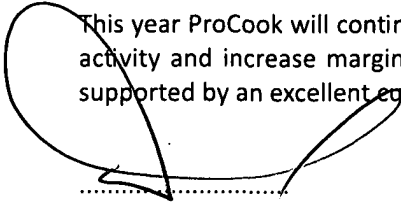
Non-operating expenses increased because of funding the expansion of the business and the increase in depreciation from the higher asset base. There was a 35% decrease (to £742k) in like-for-like profit before tax although 64% of this decrease was attributable to extra costs relating to the acquisition.

Total income

Because of a temporary increase in exchange rates, the business was required to provide £508k against its normally-hedged forward currency exposure in 2017/18, which unwound in 2018/19; the same valuation for 2018/19 caused a £173k gain, resulting in a net profit effect of £681k. There were no asset revaluation adjustments in 2018/19 (£472k in 17/18), resulting in total income increasing by 14.5% to £1.113m.

Future/Outlook

This year ProCook will continue to concentrate on growing its UK operations, further develop its eCommerce activity and increase margins. The focus will be on growing organically by further development of ranges supported by an excellent customer experience and opening new retail outlets as opportunities arise.



.....
Daniel O'Neill
Director

9/12/19
.....
Date

**Directors' responsibilities statement
For the period ended 31 March 2019**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company, 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 and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Opinion

We have audited the financial statements of ProCook Limited (the 'parent company') and its subsidiaries (the 'group') for the period ended 31 March 2019 which comprise the group income statement, the group statement of comprehensive income, the group statement of financial position, the company statement of financial position, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows, the company statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 March 2019 and of the group's profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the 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 strategic report and the directors' report.

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

- adequate accounting records have not been kept 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.

Independent auditor's report (continued)

To the members of ProCook Limited

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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.

Auditor's responsibilities for the audit of the financial statements

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

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

Use of our report

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



Neil Davies (Senior Statutory Auditor)
for and on behalf of Saffery Champness LLP

11/12/19

Chartered Accountants
Statutory Auditors

St Catherine's Court
Berkeley Place
Clifton
Bristol
BS8 1BQ

ProCook Limited**Group income statement
For the period ended 31 March 2019**

		Period ended 31 March 2019 £	Period ended 1 April 2018 £
	Notes		
Turnover	3	27,826,745	21,077,704
Cost of sales		(9,066,170)	(7,359,805)
Gross profit		18,760,575	13,717,899
Administrative expenses		(17,818,100)	(12,466,206)
Operating profit	4	942,475	1,251,693
Interest payable and similar expenses	7	(200,681)	(111,952)
Other gains and losses	8	680,930	(507,853)
Profit before taxation		1,422,724	631,888
Tax on profit	9	(309,909)	(130,579)
Profit for the financial period		1,112,815	501,309

Profit for the financial period is all attributable to the owners of the parent company.

ProCook Limited

Group statement of comprehensive income
For the period ended 31 March 2019

	Period ended 31 March 2019 £	Period ended 1 April 2018 £
Profit for the period	1,112,815	501,309
Other comprehensive income		
Revaluation of tangible fixed assets	-	472,431
Total comprehensive income for the period	<u>1,112,815</u>	<u>973,740</u>

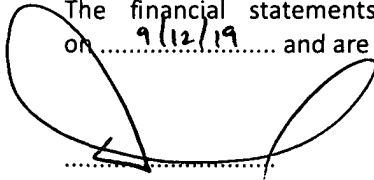
Total comprehensive income for the period is all attributable to the owners of the parent company.

ProCook Limited

**Group statement of financial position
As at 31 March 2019**

	Notes	£	2019 £	£	2018 £
Fixed assets					
Tangible assets	11		7,165,216		6,543,138
Current assets					
Stocks	15	3,948,255		2,949,637	
Debtors	16	914,924		557,828	
Cash at bank and in hand		2,435,743		1,719,831	
		<u>7,298,922</u>		<u>5,227,296</u>	
Creditors: amounts falling due within one year	17	(6,544,724)		(4,808,774)	
Net current assets			<u>754,198</u>		<u>418,522</u>
Total assets less current liabilities			<u>7,919,414</u>		<u>6,961,660</u>
Creditors: amounts falling due after more than one year	18		(3,709,013)		(3,332,266)
Provisions for liabilities	20		(373,012)		(399,820)
Net assets			<u><u>3,837,389</u></u>		<u><u>3,229,574</u></u>
Capital and reserves					
Called up share capital	23		100		100
Revaluation reserve			472,431		472,431
Profit and loss reserves			3,364,858		2,757,043
Total equity			<u><u>3,837,389</u></u>		<u><u>3,229,574</u></u>

The financial statements were approved by the board of directors and authorised for issue on 9/12/19 and are signed on its behalf by:


Daniel O'Neill
Director

ProCook Limited

**Company statement of financial position
As at 31 March 2019**

			2019	2018
	Notes	£	£	£
Fixed assets				
Tangible assets	11		6,689,816	6,543,138
Investments	12		2	-
			<u>6,689,818</u>	<u>6,543,138</u>
Current assets				
Stocks	15	3,340,741		2,949,637
Debtors	16	2,187,052		557,828
Cash at bank and in hand		1,744,759		1,719,831
		<u>7,272,552</u>		<u>5,227,296</u>
Creditors: amounts falling due within one year	17	(5,788,045)		(4,808,774)
Net current assets			<u>1,484,507</u>	<u>418,522</u>
Total assets less current liabilities			<u>8,174,325</u>	<u>6,961,660</u>
Creditors: amounts falling due after more than one year	18	(3,709,013)		(3,332,266)
Provisions for liabilities	20	(416,345)		(399,820)
Net assets			<u>4,048,967</u>	<u>3,229,574</u>
Capital and reserves				
Called up share capital	23		100	100
Revaluation reserve			472,431	472,431
Profit and loss reserves			3,576,436	2,757,043
Total equity			<u>4,048,967</u>	<u>3,229,574</u>

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £1,324,393 (2018 - £501,309 profit).

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

ProCook Limited

Company statement of financial position (continued)
As at 31 March 2019

The financial statements were approved by the board of directors and authorised for issue on 31/3/19 and are signed on its behalf by:


.....
Daniel O'Neill
Director

Company Registration No. 06639057

ProCook Limited

**Group statement of changes in equity
For the period ended 31 March 2019**

		Share capital	Revaluation reserve	Profit and loss reserves	Total
	Notes	£	£	£	£
Balance at 3 April 2017		100	-	2,857,734	2,857,834
Period ended 1 April 2018:					
Profit for the period		-	-	501,309	501,309
Other comprehensive income:					
Revaluation of tangible fixed assets		-	472,431	-	472,431
Total comprehensive income for the period		-	472,431	501,309	973,740
Dividends	10	-	-	(602,000)	(602,000)
Balance at 1 April 2018		100	472,431	2,757,043	3,229,574
Period ended 31 March 2019:					
Profit and total comprehensive income for the period		-	-	1,112,815	1,112,815
Dividends	10	-	-	(505,000)	(505,000)
Balance at 31 March 2019		100	472,431	3,364,858	3,837,389

ProCook Limited

**Company statement of changes in equity
For the period ended 31 March 2019**

		Share capital	Revaluation reserve	Profit and loss reserves	Total
	Notes	£	£	£	£
Balance at 3 April 2017		100	-	2,857,734	2,857,834
Period ended 1 April 2018:					
Profit for the period		-	-	501,309	501,309
Other comprehensive income:					
Revaluation of tangible fixed assets		-	472,431	-	472,431
Total comprehensive income for the period		-	472,431	501,309	973,740
Dividends	10	-	-	(602,000)	(602,000)
Balance at 1 April 2018		100	472,431	2,757,043	3,229,574
Period ended 31 March 2019:					
Profit and total comprehensive income for the period		-	-	1,324,393	1,324,393
Dividends	10	-	-	(505,000)	(505,000)
Balance at 31 March 2019		100	472,431	3,576,436	4,048,967

ProCook Limited

Group statement of cash flows
For the period ended 31 March 2019

	Notes	£	2019 £	£	2018 £
Cash flows from operating activities					
Cash generated from operations	27		2,410,828		1,855,401
Interest paid			(200,681)		(111,952)
Income taxes paid			(142,045)		(229,265)
Net cash inflow from operating activities			2,068,102		1,514,184
Investing activities					
Purchase of tangible fixed assets		(1,166,932)		(897,567)	
Proceeds from other investments and loans		(26,210)		-	
Net cash used in investing activities			(1,193,142)		(897,567)
Financing activities					
Repayment of bank loans		946,615		405,270	
Dividends paid to equity shareholders		(505,000)		(602,000)	
Net cash generated from/(used in) financing activities			441,615		(196,730)
Net increase in cash and cash equivalents			1,316,575		419,887
Cash and cash equivalents at beginning of period			999,483		579,596
Cash and cash equivalents at end of period			2,316,058		999,483
Relating to:					
Cash at bank and in hand			2,435,743		1,719,831
Bank overdrafts included in creditors payable within one year			(119,685)		(720,348)

ProCook Limited

Company statement of cash flows
For the period ended 31 March 2019

	Notes	£	2019 £	£	2018 £
Cash flows from operating activities					
Cash generated from operations	28		1,219,951		1,855,401
Interest paid			(200,681)		(111,952)
Income taxes paid			(142,045)		(229,265)
Net cash inflow from operating activities			<u>877,225</u>		<u>1,514,184</u>
Investing activities					
Purchase of tangible fixed assets		(667,037)		(897,567)	
Proceeds from other investments and loans		(26,210)		-	
Net cash used in investing activities			<u>(693,247)</u>		<u>(897,567)</u>
Financing activities					
Repayment of bank loans		946,613		405,270	
Dividends paid to equity shareholders		(505,000)		(602,000)	
Net cash generated from/(used in) financing activities			<u>441,613</u>		<u>(196,730)</u>
Net increase in cash and cash equivalents			<u>625,591</u>		<u>419,887</u>
Cash and cash equivalents at beginning of period			999,483		579,596
Cash and cash equivalents at end of period			<u><u>1,625,074</u></u>		<u><u>999,483</u></u>
Relating to:					
Cash at bank and in hand			1,744,759		1,719,831
Bank overdrafts included in creditors payable within one year			<u>(119,685)</u>		<u>(720,348)</u>

1 Accounting policies

Company information

ProCook Limited ("the company") is a private limited company incorporated in England and Wales. The registered office is ProCook, Davy Way, Waterwells, Gloucester, GL2 2BY.

The group consists of ProCook Limited and all of its subsidiaries.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £1.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties at fair value. The principal accounting policies adopted are set out below.

1.2 Basis of consolidation

The group financial statements incorporate those of ProCook Limited and all of its subsidiaries (ie entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries that were incorporated during the year are consolidated from the date of incorporation. Where the year ends are non coterminous, the results of subsidiaries have been time apportioned to align with the parent company.

All financial statements are made up to 31 March 2019. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

1.3 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company and group have adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.4 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Notes to the financial statements (continued)
For the period ended 31 March 2019

1 Accounting policies (continued)

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold buildings	10-20% straight line
Fixtures and fittings	10-20% straight line
Warehouse	2% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the income statement.

1.6 Fixed asset investments

In the parent company financial statements, investments in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.7 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

1.8 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is based on price paid less any discount on an average cost basis. Net realisable value is the estimated selling price less cost to sell.

1 Accounting policies (continued)

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1.9 Cash at bank and in hand

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.10 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's statement of financial position when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

1 Accounting policies (continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Notes to the financial statements (continued)
For the period ended 31 March 2019

1 Accounting policies (continued)

Other financial liabilities

Other financial liabilities, including debt instruments that do not meet the definition of a basic financial instrument, are measured at fair value through profit or loss.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the group's contractual obligations expire or are discharged or cancelled.

1.11 Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

1.12 Derivatives

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability.

1.13 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

1 Accounting policies (continued)

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.14 Provisions

Provisions are recognised when the group has a legal or constructive present obligation as a result of a past event, it is probable that the group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

A provision against replacement costs under warranties given by the company has been made based on senior management's assessment of likely costs in the light of his historic experience.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

1.15 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.16 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

Notes to the financial statements (continued)
For the period ended 31 March 2019

1 Accounting policies (continued)

1.17 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

1.18 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the income statement for the period.

1.19 Share options

Share options that have been issued by the company have been reviewed under the Black Scholes model to evaluate any provision that may be required to set against the reserves of the company. No provision has been made on the grounds of materiality.

2 Critical accounting judgements and key sources of estimation uncertainty

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

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

3 Turnover and other revenue

	2019	2018
	£	£
Turnover analysed by class of business		
Products	27,826,745	21,077,704

Notes to the financial statements (continued)
For the period ended 31 March 2019

3 Turnover and other revenue (continued)

	2019	2018
	£	£
Turnover analysed by geographical market		
UK	25,701,135	19,965,270
EU	2,125,610	1,112,434
	<u>27,826,745</u>	<u>21,077,704</u>

4 Operating profit

	2019	2018
	£	£
Operating profit for the period is stated after charging/(crediting):		
Exchange (gains)/losses	(65,675)	108,317
Depreciation of owned tangible fixed assets	544,854	514,701
Cost of stocks recognised as an expense	9,131,845	7,272,336
Operating lease charges	2,372,400	1,522,175
Auditor's remuneration - audit	18,250	14,350
Auditor's remuneration - non audit	12,250	8,650
	<u></u>	<u></u>

Exchange differences recognised in profit or loss during the period, except for those arising on financial instruments measured at fair value through profit or loss, amounted to £65,675 (2018 - £108,317).

5 Employees

The average monthly number of persons (including directors) employed by the group and company during the period was:

	Group		Company	
	2019	2018	2019	2018
	Number	Number	Number	Number
Shop and admin staff	<u>620</u>	<u>298</u>	<u>352</u>	<u>298</u>

Notes to the financial statements (continued)
For the period ended 31 March 2019

5 Employees (continued)

Their aggregate remuneration comprised:

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Wages and salaries	5,910,598	4,089,133	5,096,972	4,089,133
Social security costs	422,467	272,477	368,568	272,477
Pension costs	84,242	23,438	72,684	23,438
	<u>6,417,307</u>	<u>4,385,048</u>	<u>5,538,224</u>	<u>4,385,048</u>

6 Directors' remuneration

	2019	2018
	£	£
Remuneration for qualifying services	<u>20,734</u>	<u>20,304</u>

7 Interest payable and similar expenses

	2019	2018
	£	£
Other finance costs:		
Other interest	<u>200,681</u>	<u>111,952</u>

8 Other gains and losses

	2019	2018
	£	£
Fair value gains/(losses) on financial instruments		
Gain/(loss) on hedging instrument in a fair value hedge	<u>680,930</u>	<u>(507,853)</u>

Notes to the financial statements (continued)
For the period ended 31 March 2019

9 Taxation

	2019	2018
	£	£
Current tax		
UK corporation tax on profits for the current period	336,717	144,414
	<u> </u>	<u> </u>
Deferred tax		
Origination and reversal of timing differences	(26,808)	(13,835)
	<u> </u>	<u> </u>
Total tax charge	<u>309,909</u>	<u>130,579</u>

The actual charge for the period can be reconciled to the expected charge for the period based on the profit or loss and the standard rate of tax as follows:

	2019	2018
	£	£
Profit before taxation	1,422,724	631,888
	<u> </u>	<u> </u>
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2018: 19.00%)	270,318	120,059
Tax effect of expenses that are not deductible in determining taxable profit	13,745	2,517
Tax effect of income not taxable in determining taxable profit	(22,109)	(719)
Adjustments in respect of prior years	(16,504)	2,025
Effect of change in corporation tax rate	754	1,627
Permanent capital allowances in excess of depreciation	63,705	7,095
Other permanent differences	-	(2,025)
	<u> </u>	<u> </u>
Taxation charge	<u>309,909</u>	<u>130,579</u>

10 Dividends

	2019	2018
	£	£
Final paid	505,000	602,000
	<u> </u>	<u> </u>

Notes to the financial statements (continued)
For the period ended 31 March 2019

11 Tangible fixed assets

Group	Leasehold buildings	Fixtures and fittings	Total
	£	£	£
Cost			
At 2 April 2018	7,529,190	333,533	7,862,723
Additions	35,669	1,131,263	1,166,932
Transfers	(2,938,187)	2,938,187	-
At 31 March 2019	4,626,672	4,402,983	9,029,655
Depreciation and impairment			
At 2 April 2018	1,122,197	197,388	1,319,585
Depreciation charged in the period	96,373	448,481	544,854
Transfers	(871,520)	871,520	-
At 31 March 2019	347,050	1,517,389	1,864,439
Carrying amount			
At 31 March 2019	4,279,622	2,885,594	7,165,216
At 1 April 2018	6,406,993	136,145	6,543,138

Notes to the financial statements (continued)
For the period ended 31 March 2019

11 Tangible fixed assets (continued)

Company	Leasehold buildings	Fixtures and fittings	Total
	£	£	£
Cost			
At 2 April 2018	7,529,190	333,533	7,862,723
Additions	35,669	631,368	667,037
Transfers	(2,938,187)	2,938,187	-
At 31 March 2019	4,626,672	3,903,088	8,529,760
Depreciation and impairment			
At 2 April 2018	1,122,197	197,388	1,319,585
Depreciation charged in the period	96,373	423,986	520,359
Transfers	(871,520)	871,520	-
At 31 March 2019	347,050	1,492,894	1,839,944
Carrying amount			
At 31 March 2019	4,279,622	2,410,194	6,689,816
At 1 April 2018	6,406,993	136,145	6,543,138

12 Fixed asset investments

	Notes	Group 2019 £	2018 £	Company 2019 £	2018 £
Investments in subsidiaries	13	-	-	2	-

ProCook Limited

Notes to the financial statements (continued)
For the period ended 31 March 2019

12 Fixed asset investments (continued)

Movements in fixed asset investments
Company

**Shares in
group
undertakings
£**

Cost or valuation

At 2 April 2018

-

Additions

2

At 31 March 2019

2

Carrying amount

At 31 March 2019

2

At 1 April 2018

-

13 Subsidiaries

Details of the company's subsidiaries at 31 March 2019 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Procook (Steamer Trading) Limited	United Kingdom	Retail of cookware and related products	Ordinary shares	100.00	
Procook (Kitchens) Limited	United Kingdom	Dormant	Ordinary shares	100.00	

The aggregate capital and reserves and the profit for the year of the subsidiaries noted above was as follows:

Name of undertaking	Profit/(Loss)	Capital and Reserves
	£	£
Procook (Steamer Trading) Limited	(211,578)	(211,577)
Procook (Kitchens) Limited		1

Notes to the financial statements (continued)
For the period ended 31 March 2019

14 Financial instruments

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Carrying amount of financial assets				
Debt instruments measured at amortised cost	293,871	30,485	1,615,687	30,485
Instruments measured at fair value through profit or loss	173,077	-	173,077	-
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Carrying amount of financial liabilities				
Measured at fair value through profit or loss				
- Other financial liabilities	-	507,853	-	507,853
Measured at amortised cost	9,243,943	7,091,339	8,789,155	7,091,339
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

15 Stocks

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Finished goods and goods for resale	3,948,255	2,949,637	3,340,741	2,949,637
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

16 Debtors

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	9,370	30,385	9,370	30,385
Amounts owed by group undertakings	-	-	1,359,312	-
Derivative financial instruments	173,077	-	173,077	-
Other debtors	284,501	100	247,005	100
Prepayments and accrued income	447,976	527,343	398,288	527,343
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	914,924	557,828	2,187,052	557,828
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Notes to the financial statements (continued)
For the period ended 31 March 2019

17 Creditors: amounts falling due within one year

		Group		Company	
		2019	2018	2019	2018
	Notes	£	£	£	£
Bank loans and overdrafts	19	1,071,386	1,181,352	1,071,386	1,181,352
Trade creditors		1,059,747	339,316	982,485	339,316
Amounts owed to group undertakings		-	-	1	-
Corporation tax payable		330,687	136,015	330,687	136,015
Other taxation and social security		679,107	405,833	377,216	405,833
Derivative financial instruments		-	507,853	-	507,853
Other creditors		3,001,886	1,772,421	2,682,459	1,772,421
Accruals and deferred income		401,911	465,984	343,811	465,984
		<u>6,544,724</u>	<u>4,808,774</u>	<u>5,788,045</u>	<u>4,808,774</u>

18 Creditors: amounts falling due after more than one year

		Group		Company	
		2019	2018	2019	2018
	Notes	£	£	£	£
Bank loans and overdrafts	19	3,320,684	2,864,766	3,320,684	2,864,766
Other creditors		388,329	467,500	388,329	467,500
		<u>3,709,013</u>	<u>3,332,266</u>	<u>3,709,013</u>	<u>3,332,266</u>

19 Loans and overdrafts

		Group		Company	
		2019	2018	2019	2018
		£	£	£	£
Bank loans		4,272,385	3,325,770	4,272,385	3,325,770
Bank overdrafts		119,685	720,348	119,685	720,348
		<u>4,392,070</u>	<u>4,046,118</u>	<u>4,392,070</u>	<u>4,046,118</u>
Payable within one year		1,071,386	1,181,352	1,071,386	1,181,352
Payable after one year		3,320,684	2,864,766	3,320,684	2,864,766

Notes to the financial statements (continued)
For the period ended 31 March 2019

19 Loans and overdrafts (continued)

The bank loans noted above are secured by way of a mortgage over the leasehold of Unit 2, Gateway 12 Business Park, Waterwells, Gloucester GL2 2BY. This charge was registered on 30 December 2015. The loan matures in 15 years from this date and incurs interest of 2% above LIBOR.

20 Provisions for liabilities

		Group		Company	
		2019	2018	2019	2018
	Notes	£	£	£	£
Warranty provision		160,000	160,000	160,000	160,000
Deferred tax liabilities	21	213,012	239,820	256,345	239,820
		<u>373,012</u>	<u>399,820</u>	<u>416,345</u>	<u>399,820</u>

21 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the group and company, and movements thereon:

	Liabilities	Liabilities
	2019	2018
	£	£
Group		
Deferred tax	213,012	239,820
	<u>213,012</u>	<u>239,820</u>
	Liabilities	Liabilities
	2019	2018
	£	£
Company		
Deferred tax	256,345	239,820
	<u>256,345</u>	<u>239,820</u>

Notes to the financial statements (continued)
For the period ended 31 March 2019

21 Deferred taxation (continued)

	Group	Company
	2019	2019
	£	£
Movements in the period:		
Liability at 2 April 2018	239,820	239,820
(Credit)/charge to profit or loss	(26,808)	16,525
	<u>213,012</u>	<u>256,345</u>
Liability at 31 March 2019	<u>213,012</u>	<u>256,345</u>

It is unclear when the deferred tax balances will arise.

22 Retirement benefit schemes

	2019	2018
	£	£
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	84,242	23,438
	<u>84,242</u>	<u>23,438</u>

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

23 Share capital

	Group and company	
	2019	2018
	£	£
Ordinary share capital		
Issued and fully paid		
10,000 Ordinary shares of 1p each	100	100
	<u>100</u>	<u>100</u>

Notes to the financial statements (continued)
For the period ended 31 March 2019

24 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Within one year	1,472,008	1,481,624	1,472,008	1,481,624
Between two and five years	3,878,049	4,848,174	3,878,049	4,848,174
In over five years	90,386	606,173	90,386	606,173
	<u>5,440,443</u>	<u>6,935,971</u>	<u>5,440,443</u>	<u>6,935,971</u>

There were no lease commitments as at 31 March 2019 in respect of the subsidiary, Procook (Steamer Trading) Limited as all shop leases were in negotiation at this point.

25 Related party transactions

Remuneration of key management personnel

The remuneration of key management personnel is as follows.

	2019	2018
	£	£
Aggregate compensation	<u>20,734</u>	<u>20,304</u>

During the period, a director of the company took a further directorship in Quella Bicycle Limited. ProCook Limited made a loan to the company for stock purchases. As at the period end £9,523 (2018: £30,742) was outstanding. No interest is charged on this loan.

Included in other debtors is £26,210 owing from a director at the year end. The balance is non interest bearing and was repaid in full post year end.

26 Controlling party

The company is controlled by Daniel O'Neill and Sarah O'Neill by virtue of their shareholding.

Notes to the financial statements (continued)
For the period ended 31 March 2019

27 Cash generated from group operations

	2019 £	2018 £
Profit for the period after tax	1,112,815	501,309
Adjustments for:		
Taxation charged	309,909	130,579
Finance costs	200,681	111,952
Depreciation and impairment of tangible fixed assets	544,854	514,701
Other gains and losses	(680,930)	507,853
Decrease in provisions	-	(20,848)
Movements in working capital:		
Increase in stocks	(998,618)	(734,671)
(Increase)/decrease in debtors	(157,809)	105,089
Increase in creditors	2,079,926	739,437
Cash generated from operations	2,410,828	1,855,401

28 Cash generated from operations - company

	2019 £	2018 £
Profit for the period after tax	1,324,393	501,309
Adjustments for:		
Taxation charged	353,242	130,579
Finance costs	200,681	111,952
Depreciation and impairment of tangible fixed assets	520,359	514,701
Other gains and losses	(680,930)	507,853
Decrease in provisions	-	(20,848)
Movements in working capital:		
Increase in stocks	(391,104)	(734,671)
(Increase)/decrease in debtors	(1,429,937)	105,089
Increase in creditors	1,323,247	739,437
Cash generated from operations	1,219,951	1,855,401