

# Odoram Limited

Company registration No. 10832255

Audited Financial statements for the year ended 31 December 2020



## Odoram Limited

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**Company information**  
**for the year ended 31 December 2020**  
**Odoram Limited**

**1. Directors:**

M. Capello (Resigned 5 October 2020)  
E. Di Spiezio Sardo  
M. Anatriello (Resigned 5 October 2020)  
C. Rojahn  
M. Saracchi (Appointed 12 March 2020)

**2. Registered number:**

10832255 (England and Wales) Private Company, Limited by Shares

**3. Registered office:**

Eagle House, 5th Floor 108-110 Jermyn Street, London, SW1Y 6EE

**4. Independent Auditor:**

Deloitte LLP, Hill House, 1 Little New Street, London, EC4A 3TR

**5. Bankers:**

RBSI, 71 Bath Street, St Helier, Jersey, JE4 8PJ

**Strategic Report**  
**for the year ended 31 December 2020**  
**Odoram Limited**

The Directors present the strategic report and financial statements for the year ended 31 December 2020.

**Business review of the Company**

*Results and performance*

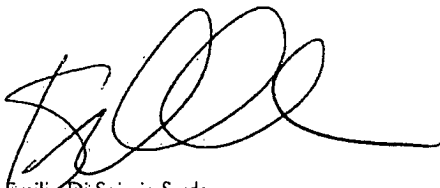
The results of the company for the period ended 31 December 2020 show a loss on ordinary activities before tax of EUR 149,267, (2019: EUR 129,361). Shareholders funds for the company total EUR 20,350,956, (2019: EUR 20,500,223). The results of the company are on page 9 and 10.

The company continued to act as a holding company and as such the results were driven by an increase in administrative expenses. There has been no movement on the investment. As a holding company, the directors consider that there are no key performance indicators beyond profit or loss before tax and shareholders' equity, which are disclosed in the statement of comprehensive income and statement of financial position respectively.

**Principal risks and uncertainties**

Given that the company is used primarily as a holding company, the risks associated with its success relate to credit risk on cash and impairment risk on the investment in subsidiary. Credit risk is mitigated by the company by using counterparties that are banks with high credit-ratings assigned by international credit-rating agencies. Impairment risk is managed by continuously monitoring the financial performance of the underlying subsidiary.

This report was approved by the board of directors on 25 October 2021 and signed on its behalf by:



Emilio Di Spiezio Sardo  
Director  
5th Floor Eagle House  
108 - 110 Jermyn Street  
London  
SW1Y 6EE

**Directors' report  
for the year ended 31 December 2020  
Odoram Limited**

The directors present their annual report and the audited financial statements of Odoram Limited ("the Company") for the period ended 31 December 2020.

The company was incorporated on 22 June 2017, in England and Wales, United Kingdom. They are presented in EUR and this is also the functional currency.

**Principal activity and place of business**

The principal activity of the company is to act as a holding company for Dr Vranjes Firenze Spa, the operational company based in Florence, Italy.

**Results and dividends**

The results for the period are shown on page 9 and 10. The loss for the period was EUR 149,267 (2019: EUR 129,361). No dividends were declared or paid during the period (2019: none).

**Going concern**

The directors consider that the company has adequate financial resources for one year following the approval of the accounts. The company is primarily a holding company and will have minimal expenses going forward. Any required funding will be calculated annually and received from Bluegem II LP as the investment vehicle. Accordingly, the directors have adopted the going concern basis in preparing the annual report and financial statements.

The directors have considered the potential impact of Covid-19 on the company. Since the company is primarily a holding company for the underlying investment they do not expect Covid-19 to negatively impact the company.

**The directors**

The following persons served as directors during the period and up to the date of this report:

M. Capello (Resigned 5 October 2020)  
E. Di Spiezio Sardo  
M. Anatriello (Resigned 5 October 2020)  
C. Rojahn  
M. Saracchi (Appointed 12 March 2020)

**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'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's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of the section 418 of the Companies Act 2006.

**Directors' report  
for the year ended 31 December 2020  
Odoram Limited**

**Financial risks**

Financial risk management is a strategic matter and as such is covered in the strategic report.


**Future developments**

The company will continue to act as a holding company for the Dr Vranjes group.

**Auditors**

Deloitte LLP was reappointed as the Company's auditors during the period.

This report was approved by the board of directors on 25 October 2021 and signed on its behalf by:



Emilio Di Spiezio Sardo  
Director  
5th Floor Eagle House  
108 - 110 Jermyn Street  
London  
SW1Y 6EE

**Directors' responsibilities statement  
for the year ended 31 December 2020  
Odoram Limited**

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 audited financial statements for each financial year. Under that law the directors have elected to prepare the audited financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the audited financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Signed on behalf of the directors by:



Emilio Di Spiezio Sardo  
Director

25 October 2021

**Independent auditor's report to the members of Odoram Limited  
for the year ended 31 December 2020  
Report on the audit of the financial statements**

**Opinion**

In our opinion the financial statements of Odoram Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 9.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

**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 Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Conclusions relating to going concern**

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

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

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

**Other information**

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

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

We have nothing to report in this regard.

**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 company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

**Independent auditor's report to the directors of Odoram Limited  
for the year ended 31 December 2020  
Report on the audit of the financial statements**

**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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

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

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.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due and
- reading minutes of meetings of those charged with governance.

**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.



Yasir Aziz (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Statutory Auditor  
London, United Kingdom  
25 October 2021

**Statement of comprehensive income  
for the year to 31 December 2020  
Odoram Limited**

	Note	Year ended 31 December 2020 EUR	Year ended 31 December 2019 EUR
Turnover		-	-
Administrative expenses		(146,725)	(126,856)
<b>OPERATING LOSS</b>	<b>5</b>	<b>(146,725)</b>	<b>(126,856)</b>
Fx loss		(1,738)	(1,574)
Interest expense		(804)	(931)
<b>LOSS BEFORE TAXATION</b>		<b>(149,267)</b>	<b>(129,361)</b>
Taxation	7	-	-
<b>LOSS AND TOTAL COMPREHENSIVE EXPENSE FOR THE YEAR</b>		<b>(149,267)</b>	<b>(129,361)</b>

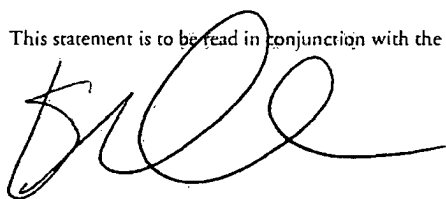
This statement is to be read in conjunction with the notes to the financial statements on pages 12 - 15.

All results relate to continuing activities.

**Statement of financial position**  
as at 31 December 2020  
**Odoram Limited**

		2020	2019
		EUR	EUR
<b>Assets</b>	<b>Notes</b>		
Fixed assets			
Investments	2	20,607,568	20,607,568
<b>Total fixed assets</b>		<b>20,607,568</b>	<b>20,607,568</b>
Current assets			
Cash at bank and in hand		102,681	203,740
<b>Total current assets</b>		<b>102,681</b>	<b>203,740</b>
<b>Total assets</b>		<b>20,710,249</b>	<b>20,811,308</b>
Current liabilities			
Creditors: amounts falling due within one year	3	(359,293)	(311,085)
<b>Total liabilities</b>		<b>(359,293)</b>	<b>(311,085)</b>
<b>Net assets</b>		<b>20,350,956</b>	<b>20,500,223</b>
Capital and Reserves			
Called up Share Capital	4	23,597	23,597
Capital Contribution reserve		23,572,350	23,572,350
Profit and loss account		(3,244,991)	(3,095,724)
<b>Total capital and reserves</b>		<b>20,350,956</b>	<b>20,500,223</b>
<b>Total shareholders' equity</b>		<b>20,350,956</b>	<b>20,500,223</b>

This statement is to be read in conjunction with the notes to the financial statements on pages 12 - 15.



Emilio Di Spiezio Sardo  
Director  
25 October 2021

**Statement of changes in equity  
for the year to 31 December 2020  
Odoram Limited**

Equity attributable to equity holders of Odoram Limited

	Share capital	Capital Contribution Reserve	Retained earnings	Total
	EUR	EUR	EUR	EUR
Opening balance	23,597	23,572,350	(2,966,363)	20,629,584
Issue of share capital	-	-	-	-
Capital contributed	-	-	-	-
Loss during the period	-	-	(129,361)	(129,361)
<b>Balance at 31 December 2019</b>	<b>23,597</b>	<b>23,572,350</b>	<b>(3,095,724)</b>	<b>20,500,223</b>
Opening balance	23,597	23,572,350	(3,095,724)	20,500,223
Issue of share capital	-	-	-	-
Capital contributed	-	-	-	-
Loss during the period	-	-	(149,267)	(149,267)
<b>Balance at 31 December 2020</b>	<b>23,597</b>	<b>23,572,350</b>	<b>(3,244,991)</b>	<b>20,350,956</b>

**Notes to the financial statements**  
**for the year ended 31 December 2020**  
**Odoram Limited**

**1. Statement of Accounting policies:**

The principal accounting policies are summarised below. They have all been applied consistently throughout the period.

**Basis of preparation of financial statements**

These financial statements have been prepared on a going concern basis and in accordance with applicable law and United Kingdom Accounting Standards, in particular, Financial Reporting Standard 101 'Reduced Disclosure Framework' ('FRS 101') and the Companies Act 2006. The financial statements are prepared under the historical cost convention.

Odoram Limited (the 'Company') is a private company limited by shares and is incorporated, domiciled and registered in England and Wales (Registered Number: 10832255). The nature of the Company's operations is set out in the Directors' Report. The results of the Company are included in the consolidated financial statements of Nidoram Limited which are available from the company's registered office at Eagle House, 5th Floor 108-110 Jermyn Street, London, SW1Y 6EE, United Kingdom.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2020. The financial statements are prepared in Euros which is both the functional and presentational currency. The functional currency of the Company is considered to be Euros because Italy is the primary economic environment in which the company operates.

The financial statements present information about the Company as an individual undertaking and not about its group. The Company has not prepared group accounts as it is exempt from the requirement to do so by section 400 of the Companies Act 2006 as it is a subsidiary of Nidoram Limited, a company registered in England and Wales whose financial statements are publicly available.

**Exemptions from disclosures**

The following exemptions from the disclosure requirements of IFRS have been applied in the preparation of these Financial Statements in accordance with FRS101:

- (a) Paragraph 10(d) of IAS 1, 'Presentation of financial statements' to provide a Statement of Cash flows for the period; and
- (b) Paragraph 16 of IAS 1, 'Presentation of financial statements' to provide a statement of compliance with IFRS;
- (c) The requirements of IAS 24, 'Related Party Disclosures' to disclose related party transactions entered into between two or members of a group provided that any subsidiary which is a related party to a transaction is wholly owned by such a member;
- (d) The requirements of paragraph 17 of IAS 24, 'Related Party Disclosures' to disclose key management personnel compensation;
- (e) IAS 7 'Statement of Cash flows';
- (f) The requirements of IFRS7, 'Financial instruments: Disclosures'.

**Notes to the financial statements  
for the year ended 31 December 2020  
Odoram Limited**

**Summary of significant accounting policies**

**Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

**Debtors**

Debtors are initially recognised at fair value less attributable transaction costs. Subsequent to initial recognition, debtors are recognised at amortised cost, and where relevant adjusted for the time value of money. The Company assesses on a forward looking basis, the expected credit losses which takes into consideration risks of default associated with its debtors to assess if an impairment is due.

**Creditors**

Trade and other creditors are initially recognised at fair value less transaction costs, if any. They are subsequently recognised at amortised cost.

**Administrative expenses**

Administrative expenses consists of operating expenses and recorded on an accruals basis.

**Foreign currency transactions**

Foreign currency transactions are converted at the rate of exchange prevailing on the day of the transaction. Foreign currency transactions on the balance sheet are revalued at the end of each month at the rate of exchange prevailing on the last day of that month.

**Going concern**

The directors consider that the company has adequate financial resources for one year following the approval of the accounts. The company is primarily a holding company and will have minimal expenses going forward. Any required funding will be calculated annually and received from Bluegem II LP as the investment vehicle. Accordingly, the directors have adopted the going concern basis in preparing the annual report and financial statements.

The directors have considered the potential impact of Covid-19 on the company. Since the company is primarily a holding company for the underlying investment they do not expect Covid-19 to negatively impact the company.

**Critical accounting judgements and key sources of estimation uncertainty**

The directors consider the only material accounting judgement to relate to the impairment of the investment. The directors consider annually whether any impairment is required by assessing the carrying value of the investment against the fair value and business performance of the underlying investment. The directors do not consider there to be any other material accounting judgements or significant sources of uncertainty impacting on the company.

**Taxation**

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**Deferred tax**

Deferred taxation is provided in respect of temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the deferred tax assets can be utilised. Deferred tax is not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition of other assets and liabilities in a transaction, other than a business combination, that effects neither the tax or accounting profit.

**Notes to the financial statements  
for the year ended 31 December 2020  
Odoram Limited**

**2. Investments**

	2020	2019
	EUR	EUR
Investment in subsidiary	20,607,568	20,607,568
	<u>20,607,568</u>	<u>20,607,568</u>

The directors have assessed that the investment has shown no indicators of impairment (2019: Nil).

Details of the Company's subsidiaries at 31 December 2020 are as follows:

	Country of incorporation	Registered office	Proportion of ownership interest	Proportion of voting power held
Dr Vranjes Firenze Spa	Italy	Via Sandro Pertini, 5 - Località Antella, 50012 Bagno a Ripoli	68.1	68.1
DrV US Corp.	USA	234 West, 39th Street, 2nd floor, New York, NY 10018	68.1	68.1
Dierrevi Solutions S.r.l.	Romania	Parc Milano Due Hala C14 FN, ARAD	68.1	68.1
DR. Vranjes Cosmetics Trading (Shanghai) Co., Ltd.	China	Shanghai, Pudong new area, Chuansha road 1098, build: 8	68.1	68.1

<b>3. Creditors: amounts falling due within one year</b>	<b>2020</b>	<b>2019</b>
	EUR	EUR
Amounts due to subsidiary undertaking	67,996	67,996
Payroll Liabilities	10,584	-
Accrued expenses	149,091	136,467
Loan from related party (see note 9)	131,622	106,622
	<u>359,293</u>	<u>311,085</u>

The loan from related parties is a non-interest bearing loan that is repayable on demand.

**4. Share capital**

	2020	2019
	EUR	EUR
Share Capital (authorised, allotted and issued)	<u>23,597</u>	<u>23,597</u>

**Notes to the financial statements  
for the year ended 31 December 2020  
Odoram Limited**

**5. Operating Loss**

Operating loss of €149,267 is stated after charging:

	2020	2019
	EUR	EUR
Auditors' remuneration - audit services	54,000	54,000
Foreign exchange differences	1,738	1,574

**6. Directors' remuneration**

	2020	2019
	EUR	EUR
Directors' emoluments	55,624	-
	<u>55,624</u>	<u>0</u>

During the year 1 director received emoluments for their services to the company in the year (2019: nil).

**7. Taxation**

	2020	2019
	EUR	EUR
Profit before tax	(149,267)	(129,361)
Tax at rate of 19%	(28,361)	(24,579)
Unrecognised tax losses	28,361	24,579
Tax payable	<u>-</u>	<u>-</u>

**8. Ultimate controlling party**

The immediate parent is Nidoram Limited which is the smallest and largest group to consolidate these financial statements.

The ultimate controlling parties are those charged with governance with managing the investments of Bluegem II LP, being the members of Bluegem Capital Partners LLP.

**9. Related party transactions**

In a prior year, Odoram Limited received an interest free loan from Marco Capello, a member of Bluegem Capital Partners LLP, the investment manager of Bluegem II LP. At the year end EUR 81,622 (2019: EUR 81,622) remained outstanding. During the year an amount of EUR 25,000 (EUR 25,000) was received from Bluegem II LP. At the year end EUR 50,000 (2019: EUR 25,000) remained outstanding.