## Company Registration No. 03160710 (England and Wales)

## **EMPEROR DESIGN CONSULTANTS LIMITED**

## REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2020

\*AA6CSE

6 10/06/2021 COMPANIES HOUSE

## **COMPANY INFORMATION**

**Directors** 

K James

S Kemp N S O'Connor V J Sugg K E Steidle

C D Stamp P T Franklin P C Matthews

Secretary

K James

Company number

03160710

Registered office

Zetland House

5-25 Scrutton Street

London EC2A 4HJ

**Auditor** 

RSM UK Audit LLP

Chartered Accountants 25 Farringdon Street

London EC4A 4AB United Kingdom

# STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2020

The directors present the strategic report for the year ended 31 August 2020.

#### Fair review of the business

The year ended 31 August 2020 was a challenging but positive one for Emperor. In the first seven months to March 2020 we were making considerable progress with significant revenue growth ahead of prior year. Emperor, as most businesses, was at that point, March 2020 impacted by COVID 19 and lockdown measures introduced which delayed and reduced overall activity. We were able to implement certain cost-saving measures and made use of the Government's furlough scheme to offset the reduced trading activity. So, against a backdrop of tough market conditions, good progress was made.

We have carefully considered our financial plans for the next year and are confident that this will continue to deliver a strong business performance over the next 12 months with enhanced performance beyond that.

On 20 January 2020, 3,333 Ordinary Shares and 53,334 B Shares were sold by the existing shareholders to the Emperor Design Consultants Employee Ownership Trust. The beneficiaries of the Trust are all qualifying employees. The purpose of the Trust is to provide the benefits of indirect ownership of the Company in the form of realised capital value and/or ongoing Company profits, and the sustainable long term success of the Company for the beneficiaries.

#### Principal risks and uncertainties

The principal risks and uncertainties facing the company are in relation to the economic conditions in the UK. Two specific factors here are the continued impact of the COVID 19 pandemic and the new financial arrangements which will come into play post Brexit with effect January 2021. However, the directors are confident that the breadth of the company's client base and service offering make it well positioned for stable and strong performance in the next twelve months and further profitable growth thereafter.

The Company's principal financial instruments comprise bank balances, trade creditors, trade debtors and an involce financing facility. The main purpose of these instruments is to raise funds and to finance the company's operations.

### Key performance indicators

The accounts for the year ended 31 August 2020 incorporate a full twelve months trading of the Emperor Presentations business.

The key performance indicators used by the Board to monitor progress are listed below:

Turnover £22m (2019: £21.8m), an underlying increase of 1%. Gross profit £8.2m (2019: £8.6m), an underlying decrease of 4.7%.

Profit on ordinary activities before tax was £1.9m compared with the previous year of £1.7m. This was after charging amortisation and depreciation of £0.1 (2019: £0.3m).

The underlying reason for the movement in the KPIs is as discussed above in the fair review of the business.

The directors are pleased with the growth in Turnover and Profit before tax achieved in the year.

#### Other information and explanations

Future developments

The directors are optimistic that the current momentum in the business will continue to deliver significant growth once we are the other side of the COVID 19 pandemic. Our commitment to providing an excellent service to our existing client base is proving powerful in the retention and growth of those clients. At the same time the senior team we now have in place, and our growing reputation, are enabling us to win larger client mandates in a wider range of services.

Following the success of the acquisitions we have made over the past five years, we continue to look at opportunities to grow the business both in the UK and overseas beyond pure organic growth.

# STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

### Other information and explanations (continued)

Financial risk management objectives and policies

The financial risks identified are liquidity risks and credit risk. Liquidity risk is managed by ensuring that the company has sufficient liquid resources to meet the operating needs of the business. Formal credit control procedures are in place and trade debtors are reviewed on a regular basis. The company has in place an invoice financing facility, through which it manages its working capital requirements.

On behalf of the board

K James

Date: 10th May 262 1

#### **DIRECTORS' REPORT**

#### FOR THE YEAR ENDED 31 AUGUST 2020

The directors present their annual report and financial statements for the year ended 31 August 2020.

#### **Principal activities**

The principal activity of the company and group continued to be that of brand strategy, the design, creation and production of corporate and marketing collateral for print and the internet, and marketing management.

#### **Directors**

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

K James

S Kemp

N S O'Connor

V J Sugg

K E Steidle

C D Stamp P T Franklin

P C Matthews

(Appointed 1 January 2021)

(Appointed 1 January 2021)

(Appointed 1 January 2021) (Appointed 1 January 2021)

(Appointed 1 January 2021)

#### Results and dividends

The results for the year are set out on page 8.

Ordinary dividends were paid amounting to £474,500 (2019: 306,400) of which £24,500 (2019: £Nil) were paid to non-controlling interests. The directors do not recommend payment of a further dividend.

#### Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

#### Strategic report

The company has chosen in accordance with Companies Act 2006, s. 414C to set out in the company's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. The matters covered in the strategic report are future developments and financial risk management objectives and policies.

#### **Auditor**

RSM UK Audit LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

#### 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 company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

On behalf of the board

//James Director

Date: 10th May 202

# DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 AUGUST 2020

The directors are responsible for preparing the Strategic Report and the Directors' 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

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.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMPEROR DESIGN CONSULTANTS LIMITED

#### Opinion

We have audited the financial statements of Emperor Design Consultants Limited (the 'parent company') and its subsidiary (the 'group') for the year ended 31 August 2020 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the company statement of financial position, the consolidated statement of changes in equity, the company statement of changes in equity, the consolidated 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 August 2020 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 auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent 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 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. 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 year 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.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMPEROR DESIGN CONSULTANTS LIMITED (CONTINUED)

## 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 their 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 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 5, 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.

Nicholas Davies FCA (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor

**Chartered Accountants** 

25 Farringdon Street

London

EC4A 4AB

**United Kingdom** 

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 AUGUST 2020

	Notes	2020 £	2019 £
Turnover	3	21,961,274	21,843,430
Cost of sales		(13,799,442)	(13,288,565)
Gross profit		8,161,832	8,554,865
Administrative expenses		(6,600,915)	(6,857,417)
Other operating income		337,606	
EBITDA *		2,042,857	1,993,610
Depreciation of tangible fixed assets	13	(144,334)	(132,759)
Amortisation of intangible fixed assets	12	-	(163,403)
Operating profit	4	1,898,523	1,697,448
Interest receivable and similar income	9	103	160
Profit before taxation		1,898,626	1,697,608
Tax on profit	10	(410,028)	(336,589)
Profit for the financial year		1,488,598	1,361,019
Profit for the financial year is attributable to:		<del></del>	
- Owners of the parent company		1,358,327	1,298,623
- Non-controlling interests		130,271	62,396
		1,488,598	1,361,019
Total comprehensive income for the year is attributable to: - Owners of the parent company		1,358,327	1,298,623
- Non-controlling interests		130,271	62,396
		1,488,598	1,361,019
·			

<sup>\*</sup>Earnings before interest, tax, depreciation and amortisation

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 AUGUST 2020

		20	20	20	19
	Notes	£	£	£	£
Fixed assets					
Tangible assets	13		243,816		311,177
Current assets					
Stocks	16	371,032		495,918	
Debtors	17	4,685,510		4,704,465	
Cash at bank and in hand		665,165		206,298	
		5,721,707		5,406,681	
Creditors: amounts falling due within one year	18	(3,473,821)		(4,184,873)	
Net current assets			2,247,886	<u></u>	1,221,808
Total assets less current liabilities			2,491,702		1,532,985
Provisions for liabilities	19		(20,845)		(31,216
Net assets			2,470,857		1,501,769
Capital and reserves					
Called up share capital	22		853		853
Capital redemption reserve	23		150		150
Profit and loss reserves	23		2,301,197		1,437,880
Equity attributable to owners of the		•			<del></del>
parent company			2,302,200		1,438,883
Non-controlling interests			168,657		62,886
			2,470,857		1,501,769
			· · · · · ·		<del></del>

The financial statements were approved by the board of directors and authorised for issue on 10th May 202 I and are signed on its behalf by:

Klames

# COMPANY STATEMENT OF FINANCIAL POSITION AS AT 31 AUGUST 2020

	2020		20	2019		
	Notes	£	£	£	£	
Fixed assets						
Tangible assets	13		229,604		299,845	
Investments	14		510		510	
•			230,114		300,355	
Current assets						
Stocks	16	356,028	•	491,371		
Debtors	17	4,531,416		4,581,038	•	
Cash at bank and in hand		474,593		157,450		
		5,362,037		5,229,859		
Creditors: amounts falling due within						
one year	18	(3,444,137)		(4,125,057)		
Net current assets			1,917,900		1,104,802	
Total assets less current liabilities			2,148,014		1,405,157	
Provisions for liabilities	19		(20,845)		(31,216)	
Net assets			2,127,169		1,373,941	
net assets					=======================================	
Capital and reserves						
Called up share capital	22		853		853	
Capital redemption reserve	. 23		150		150	
Profit and loss reserves	23		2,126,166		1,372,938	
Total equity			2,127,169		1,373,941	

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes as it prepares group accounts. The company's profit for the year was £1,248,238 (2019 - £1,233,681 profit).

The financial statements were approved by the board of directors and authorised for issue on 10th New 202 and are signed on its behalf by:

- 10 -

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 AUGUST 2020

		Share capital re	Capital edemption reserve	Profit and loss reserves	Total controlling interest	Non- controlling Interest	Total
	Notes	£	£	£	£	£	£
Balance at 1 September 2018		853	150	445,657	446,660	-	446,660
Year ended 31 August 2019:							
Profit and total comprehensive income for the year		-	-	1,298,623	1,298,623	62,396	1,361,019
Dividends	11	-	-	(306,400)	(306,400)	-	(306,400)
Disposal of shares in subsidiary to non-controlling interest		-	-	•	-	490	490
Balance at 31 August 2019		853	150	1,437,880	1,438,883	62,886	1,501,769
Year ended 31 August 2020:							
Profit and total comprehensive income for the year		-	_	1,358,327	1,358,327	130,271	1,488,598
Dividends	11	-	-	(450,000)	(450,000)	(24,500)	(474,500)
Other movements		-	-	(45,010)	(45,010)	-	(45,010)
Balance at 31 August 2020		853	150	2,301,197	2,302,200	168,657	2,470,857

# COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 AUGUST 2020

•	Notes	Share capital £	Capital redemption reserve £	Profit and loss reserves	Total £
Balance at 1 September 2018		853	150	445,657	446,660
Year ended 31 August 2019: Profit and total comprehensive income for the year Dividends	11	-	-	1,233,681 (306,400)	1,233,681 (306,400)
Balance at 31 August 2019		853	150	1,372,938	1,373,941
Year ended 31 August 2020: Profit and total comprehensive income for the year Dividends Other movements	11	-	· · · · · · · · · · · · · · · · · · ·	1,248,238 (450,000) .(45,010)	1,248,238 (450,000) (45,010)
Balance at 31 August 2020		853	150	2,126,166	2,127,169

# CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 AUGUST 2020

		20	20	2 <b>0</b> 1	9
	Notes	£	£	£	£
Cash flows from operating activities					
Cash generated from operations Income taxes paid	27		1,424,833 (369,586)		813,501 (166,879)
moome taxes paid					
Net cash inflow from operating activities	i		1,055,247		646,622
Investing activities				•	
Purchase of tangible fixed assets		(76,973)		(156,883)	
Interest received		103		160	
Net cash used in investing activities			(76,870)		(156,723)
Financing activities					
Stamp duty paid on sale of shares		(45,010)		-	
Dividends paid to equity shareholders		(450,000)	•	(306,400)	
Dividends paid to non-controlling interests		(24,500)		<del>-</del>	
Net cash used in financing activities			(519,510)		(306,400)
Net increase in cash and cash equivalen	ts		458,867		183,499
Cash and cash equivalents at beginning of	year		206,298		22,799
Cash and cash equivalents at end of yea	r		665,165		206,298

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2020

#### 1 Accounting policies

#### **Company information**

Emperor Design Consultants Limited ("the company") is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Zetland House, 5-25 Scrutton Street, London, EC2A 4HJ.

The group consists of Emperor Design Consultants Limited and all of its subsidiaries.

The company's and the group's principal activities and nature of its operations are disclosed in the Directors' Report.

#### **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 £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements:

- Section 7 'Statement of Cash Flows' Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' —
  Carrying amounts, interest income/expense and net gains/losses for each category of financial
  instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details
  of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive
  income;
- Section 33 'Related Party Disclosures' Compensation for key management personnel.

The financial statements of the company are included within these consolidated financial statements of Emperor Design Consultants Limited.

### **Basis of consolidation**

The consolidated financial statements incorporate those of Emperor Design Consultants Limited and all of its subsidiaries (i.e. entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 31 August 2020.

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.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

### 1 Accounting policies (Continued)

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

#### Going concern

The directors have considered the impact of the Coronavirus outbreak and other commercial matters on the financial performance of the group and company. The future outcome of the outbreak is highly uncertain and cannot be predicted, and therefore the group and company's financial performance may be adversely affected. However, at the time of approving the financial statements, the directors are comfortable that the group and company has access to adequate resources for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

#### Turnover

Turnover represents amounts receivable for goods and services net of VAT. Turnover is recognised only when the related work has been completed or has reached a billable stage.

#### Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation 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:

Customer relationships

36 months straight line

#### Tangible fixed assets

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

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

Leasehold land and buildings

Over the lease term (5 years)

Plant and equipment

3-5 years straight line

Fixtures and fittings

7 years 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 credited or charged to profit or loss.

Residual value is calculated on prices prevailing at the reporting date, after estimated costs of disposal, for the asset as if it were at the age and in the condition expected at the end of its useful life.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

#### 1 Accounting policies (Continued)

#### **Fixed asset investments**

In the separate accounts of the company, interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

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.

#### Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible 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). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

#### Stocks

Work in progress is valued at the lower of cost and net realisable value and represents production costs which have not yet been recharged to clients.

#### Cash and cash equivalents

Cash and cash equivalents are basic financial instruments and include cash in hand and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### 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 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 trade and other 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 financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

### 1 Accounting policies (Continued)

#### Impairment of financial assets

Financial assets 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 trade and other creditors, and amounts due from fellow group companies, 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.

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

#### Derecognition of financial liabilities

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

#### **Equity instruments**

Equity instruments issued by the group are recorded at the fair value of 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.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

#### 1 Accounting policies (Continued)

#### **Taxation**

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

#### Deferred tax

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

#### **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.

### Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

#### 1 Accounting policies (Continued)

#### Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets at the lower of the assets fair value at the date of inception and the present value of the minimum lease payments. The related liability is included in the statement of financial position as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to profit or loss so as to produce a constant periodic rate of interest on the remaining balance of the liability.

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.

#### **Government grants**

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in other income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

### Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss.

#### Invoice financing

The company uses a facility from the bank for invoice financing. The facility is with full recourse and the accounting treatment, in accordance with FRS 102, is to present the debtors and the liability to the finance house separately.

#### 2 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.

The directors do not consider there to be any key judgements or sources of estimation uncertainty present in the preparation of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

3	Turnover and other revenue	2020 £	2019 £
	Turnover analysed by class of business Sales	21,961,274	21,843,430
		2020 £	2019 £
	Other revenue	-	_
	Interest income	103	160
	Grants received	337,606	-
		2020	2019
		£	£
	Turnover analysed by geographical market		
	United Kingdom	18,082,575	18,743,150
	Europe	1,353,057	1,276,818
	Rest of the World	2,525,642	1,823,462
		21,961,274 =	21,843,430
4	Operating profit		
		2020	2019
		£	£
	Operating profit for the year is stated after charging/(crediting):		
	Exchange gains	(45,623)	(15,127)
	Government grants	(337,606)	-
	Depreciation of owned tangible fixed assets	144,334	132,759
	Amortisation of intangible assets	•	163,403
	Operating lease charges	649,532	705,259

### 5 Government grants

During the year, the group made a successful application under the government Coronavirus Job Retention Scheme to aid businesses with the financial impact of the COVID 19 pandemic. The amount claimed by the group at the year end totalled £337,606.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

## 6 Employees

The average monthly number of persons (including directors) employed during the year was:

		Group 2020 Number	2019 Number	Company 2020 Number	2019 Number
	Design staff	184	161	172	156
	Administrative staff	31	38	31	38
	Directors	3	5	3	3
		218	204	206	197
	Their aggregate remuneration comprised:				
		Group		Company	
		2020	2019	2020	2019
		£	£	£	£
	Wages and salaries	11,288,223	10,785,746	10,743,609	10,476,664
	Social security costs	1,029,307	987,427	975,825	954,769
	Pension costs	384,390	350,753	368,051	343,947
		12,701,920	12,123,926	12,087,485	11,775,380
7	Directors' remuneration				
	•			2020 £	2019 £
	Remuneration for qualifying services			537,366	270,000
	Company pension contributions to defined con	ntribution scheme	s	29,988	29,988
				567,354	299,988

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 3 (2019 - 3).

Remuneration disclosed above includes the following amounts paid to the highest paid director:

	2020 £	2019 £
Remuneration for qualifying services Company pension contributions to defined contribution schemes	224,315 9,996	100,000 9,996

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

8	Auditor's remuneration	2020	2019
	Fees payable to the company's auditor and its associates:	£	£
	For audit services		
	Audit of the financial statements of the group and company	28,800 ======	26,750
9	Interest receivable and similar income		
		2020 £	2019 £
	Interest income	-	~
	Interest on bank deposits	103	160
10	Taxation		
		2020	2019
		£	£
	Current tax		
	UK corporation tax on profits for the current period	405,705	366,646
	Adjustments in respect of prior periods	14,694	(5,042)
	Total current tax	420,399	361,604
		<del></del>	
	Deferred tax		
	Origination and reversal of timing differences	(10,371)	(25,015)
	•		
	Total tax charge	410,028	336,589
	*		<del></del>

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

## 10 Taxation (Continued)

The total tax charge for the year included in the income statement can be reconciled to the profit before tax multiplied by the standard rate of tax as follows:

		2020 £	2019 £
	Profit before taxation	1,898,626	1,697,608
		<del></del>	
	Expected tax charge based on the standard rate of corporation tax in the UK		
	of 19.00% (2019: 19.00%)	360,739	322,546
	Tax effect of expenses that are not deductible in determining taxable profit	40,861	13,035
	Change in unrecognised deferred tax assets	7,084	-
	Adjustments in respect of prior years	11,068	(5,043)
	Permanent capital allowances in excess of depreciation	4,084	6,376
	Other non-reversing timing differences	(11,138)	-
	Other permanent differences	4,845	-
	Under/(over) provided in prior years	1,935	-
	Change in tax rates	(10,523)	(325)
	Remeasurement of deferred tax changes in tax rates	1,073	
	Taxation charge	410,028	336,589
11	Dividends		
		2020	2019
		£	£
	Final paid	450,000	206,400
	Interim paid	-	100,000
		450,000	306,400

The dividends noted above are paid by the company. In addition, during the year there was £24,500 paid by the subsidiary to non-controlling interests.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

Customer relationships £
£
1,118,864
1,118,864
-
Customer
relationships
£
1,118,864

1,118,864

Amortisation of intangible fixed assets is included within administrative expenses.

At 1 September 2019 and 31 August 2020

At 31 August 2019 and 31 August 2020

Carrying amount

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

13	Tangible fixed assets				
	Group	Leasehold Iand and buildings	Plant and equipment	Fixtures and fittings	Total
		£	£	£	£
	Cost				
	At 1 September 2019	297,363	336,673	172,773	806,809
	Additions	7,037	51,611	18,325	76,973
	At 31 August 2020	304,400	388,284	191,098	883,782
	Depreciation and impairment				
	At 1 September 2019	191,400	206,327	97,905	495,632
	Depreciation charged in the year	38,785	86,547	19,002	144,334
	At 31 August 2020	230,185	292,874	116,907	639,966
	Carrying amount				
	At 31 August 2020	74,215	95,410	74,191	243,816
	At 31 August 2019	105,963	130,346	74,868	311,177
					=======================================
	Company	Leasehold land and buildings	Plant and equipment	Fixtures and fittings	Total
		£	£	£	£
	Cost				
	At 1 September 2019	297,363	321,917	172,773	792,053
	Additions	7,037	`41,393 ———	18,325	66,755
	At 31 August 2020	304,400	363,310	191,098	858,808
	Depreciation and impairment				
	At 1 September 2019	191,400	202,903	97,905	492,208
	Depreciation charged in the year	38,785	79,209	19,002	136,996
	At 31 August 2020	230,185	282,112	116,907	629,204
	Carrying amount		-	ر	
	At 31 August 2020	74,215	81,198	74,191	229,604
	At 31 August 2019	105,963	119,014	74,868	299,845

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

14	Fixed asset investments					
			Group		Company	
			2020	2019	2020	2019
		Notes	£	£	£	£
	Investments in subsidiaries	15	-	-	510 ———	510
	Movements in fixed asset inves	tments				
	Company					Shares in
			,			group
			,		1	undertakings £
	Cost or valuation					
	At 1 September 2019 and 31 Aug	ust 2020				510
	Carrying amount					
	At 31 August 2020					510
						=
	At 31 August 2019					510
15	Subsidiaries					

### 15 Subsidiaries

Details of the company's subsidiaries at 31 August 2020 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct Indirect
Emperor Presentations Limited	5-25 Scrutton	Design, creation and production of presentation collateral for clients	Ordinary	51

Emperor Presentations Limited (company number 11465813) is exempt from audit under section 479A of the Companies Act 2006.

#### 16 Stocks

	Group		Company	
	2020	2019	2020	2019
	£	£	. £	£
Work in progress	371,032	495,918	356,028	491,371
	<del></del>		====	

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

17	Debtors				
		Group		Company	
		2020	2019	2020	2019
	Amounts falling due within one year:	£	£	£	£
	Trade debtors	3,926,487	3,830,683	3,775,954	3,711,292
	Corporation tax recoverable	2,940	-	2,940	-
	Other debtors	535,198	524,714	532,484	521,286
	Prepayments and accrued income	220,885	349,068	220,038	348,460
		4,685,510	4,704,465	4,531,416	4,581,038
		<del></del>			
18	Creditors: amounts falling due within one	year			
18	Creditors: amounts falling due within one	year Group		Company	
18	Creditors: amounts falling due within one	-	2019	Company 2020	2019
18	Creditors: amounts falling due within one	Group	2019 £		2019 £
18	Creditors: amounts falling due within one  Trade creditors	Group 2020		2020	
18		Group 2020 £	£	2020 £	£
18	Trade creditors	Group 2020 £	£	2020 £ 997,664	£ 1,240,294
18	Trade creditors Amounts owed to group undertakings	Group 2020 £ 1,008,147	£ 1,251,109	2020 £ 997,664 151,165	£ 1,240,294 80,464
18	Trade creditors Amounts owed to group undertakings Corporation tax payable	Group 2020 £ 1,008,147 - 420,399	£ 1,251,109 - 366,646	2020 £ 997,664 151,165 356,581	£ 1,240,294 80,464 334,678
18	Trade creditors Amounts owed to group undertakings Corporation tax payable Other taxation and social security	Group 2020 £ 1,008,147 - 420,399 380,524	£ 1,251,109 - 366,646 424,049	2020 £ 997,664 151,165 356,581 299,897	£ 1,240,294 80,464 334,678 389,186

The company has utilised an invoice factoring facility during the year. Related to this facility is a fixed and floating charge against all property and assets present and future, including goodwill, uncalled capital, buildings, fixtures, fixed plant and machinery.

## 19 Provisions for liabilities

		Group		Company	
		2020	2019	2020	2019
	Notes	£	£	£	£
Deferred tax liabilities	20	20,845	31,216	20,845	31,216

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

#### 20 Deferred taxation

The major deferred tax liabilities and assets recognised by the group and company are:

	Liabilities 2020	Liabilities 2019
Group	£	£
Accelerated capital allowances	40,817	40,817
Tax losses	(19,972)	(9,601)
	20,845	31,216
		=======================================
	Liabilities	Liabilities
	2020	2019
Company	£	£
Accelerated capital allowances	40,817	40,817
Tax losses	(19,972)	(9,601)
	20,845	31,216
	Group	Company
	2020	2020
Movements in the year:	£	£
Liability at 1 September 2019	31,216	31,216
Credit to profit or loss	(10,371)	(10,371)
Liability at 31 August 2020	20,845	20,845

The deferred tax liability relates to accelerated capital allowances, tax losses and short term timing differences that are expected to reverse within 12 months.

#### 21 Retirement benefit schemes

	2020	2019
Defined contribution schemes	£	£
Charge to profit or loss in respect of defined contribution schemes	384,390	350,753

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.

Contributions totalling £75,005 (2019: £133,811) were payable to the fund at the year end and are included in creditors.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

Share capital	Group and	company
	2020	2019
Ordinary share capital	£	£
Issued and fully paid		
5000 Ordinary shares of £0.01 (2019: 50 Ordinary shares of £1) each	50	50
800 Ordinary B shares of £1 each	800	800
3 Deferred shares of £1 each	3	3
	853	853

The Ordinary Shares, the Ordinary B Shares and the Deferred Shares rank pari passu in all respects other than the special rights attached to and restrictions imposed on the various shares as follows.

On 20 January 2020, 3,333 Ordinary Shares and 53,334 B Shares were sold by the existing shareholders to the Emperor Design Consultants Employee Ownership Trust. The Trustee of this Trust is Equiom (Guernsey) Limited, a company incorporated and registered in Guernsey.

#### **Dividends**

22

The company shall apply any profits to the holders of the Ordinary Shares and/or Ordinary B Shares in respect of their holdings of such shares, pari passu and pro rata to the number of shares held by each of them, a non-cumulative dividend.

A Deferred Share shall not entitle its holder to receive any dividend or other distribution or participation in the income of the company.

#### Capital

On a return of capital winding up or otherwise, the assets of the company available for distribution shall be applied in proportion to the amounts paid up on subscription in respect of each Ordinary Share and each Ordinary B Share held.

A Deferred Share shall not entitle its holder to a return of capital on a winding up.

#### Voting

Each holder of Ordinary Shares shall be entitled to receive notice of and to attend and vote at general meetings of the company. On a show of hands every holder of Ordinary Shares shall have one vote and on a poll every holder of Ordinary shares so present shall have one vote for every Ordinary Share held.

An Ordinary B Share shall carry the right to receive notice of general meetings of the company but not the right to attend and vote at them.

A Deferred Share shall not entitle its holder to receive notice of, or to attend or vote at, any general meeting of the company.

On 20 January 2020, the group subdivided its ordinary shares from £1 nominal shares into £0.01 nominal shares.

### 23 Reserves

### Capital redemption reserve

The capital redemption reserve is a non-distributable reserve and represents repurchased share capital.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

#### 23 Reserves (Continued)

#### Profit and loss reserves

The profit and loss reserve represents the cumulative profit and loss, net of distributions to owners.

### 24 Analysis of changes in net funds - group

•		•	1 September 2019	Cash flows	31 August 2020
•			£	£	£
Cash at bank and	l in hand		206,298	458,867 =	665,165

#### 25 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	
	2020	2019	2020	2019
	£	£	£	£
Within one year	542,451	817,430	542,451	817,430
Between one and five years	533,624	750,479	533,624	750,479
In over five years	<u>.</u>	38,893	-	38,893
·	1,076,075	1,606,802	1,076,075	1,606,802
	<u></u>			

#### 26 Related party transactions

#### Remuneration of key management personnel

The remuneration of key management personnel of the group, who are also directors, is as follows.

	2020	2019
	£	£
•		
Aggregate compensation	788,159	470,226

As at the balance sheet date amounts totalling £nil (2019: £164,002 included in other debtors) were due from the directors to the company. The balances were unsecured, interest free and repayable on demand.

During the year sales of £72,230 (2019: £130,060) were made to, and purchases of £501,244 (2019: £244,578) were made from Emperor Presentations Limited, a subsidiary of Emperor Design Consultants Limited. At the year end £151,165 (2019: £80,464) was owed by Emperor Design Consultants Limited. These transactions and balances have been eliminated in these consolidated financial statements.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020

7 Cash generated from group operations		
	2020	2019
	£	£
Profit for the year after tax	1,488,598	1,361,019
Adjustments for:		•
Taxation charged	410,028	336,589
Investment income	(103)	(160)
Amortisation and impairment of intangible assets	-	163,403
Depreciation and impairment of tangible fixed assets	144,334	132,759
Movements in working capital:		
Decrease/(increase) in stocks	124,886	(184,007)
Decrease/(increase) in debtors	21,895	(1,229,835)
(Decrease)/increase in creditors	(764,805)	233,733
Cash generated from operations	1,424,833	813,501